POLLARD BANKNOTE LIMITED

September 30 - 2010

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010

November 3, 2010

This management's discussion and analysis ("MD&A") of Pollard Banknote Limited ("Pollard") for the three and nine months ended September 30, 2010, is prepared as at November 3, 2010, and should be read in conjunction with the accompanying unaudited interim financial statements of Pollard and the notes therein as at September 30, 2010, and the audited financial statements of Pollard Banknote Income Fund (the "Fund") and Pollard Holdings Limited Partnership ("Pollard LP") for the year ended December 31, 2009, and the notes therein. Results are reported in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

On May 14, 2010, the Fund and Pollard LP completed the conversion (the "Conversion") to a publically traded corporation. As there was no substantive change in ultimate ownership after the Conversion it was accounted for under the continuity of interests method. As a result, one consolidated financial statement, incorporating both the Fund and Pollard LP, has been prepared. Comparative figures have been restated to reflect the combined results of both entities.

Forward-Looking Statements

Certain statements in this report may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this document, such statements include such words as "may," "will," "expect," "believe," "plan" and other similar terminology. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this document. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

Use of Non-GAAP Financial Measures

Reference to "Adjusted EBITDA" is to earnings before interest, taxes, amortization, unrealized foreign exchange gains and losses, mark-to-market gains and losses on foreign currency contracts and interest rate swaps, and certain non-recurring items including conversion expenses and warranty reserve accruals. Adjusted EBITDA is an important metric used by many investors to compare issuers on the basis of the ability to generate cash from operations and management believes that, in addition to Net Income, Adjusted EBITDA is a useful supplementary measure.

Adjusted EBITDA is a measure not recognized under Canadian GAAP and does not have a standardized meaning prescribed by Canadian GAAP. Therefore, this measure may not be comparable to similar measures presented by other entities. Investors are cautioned that Adjusted EBITDA should not be construed as an alternative to Net Income determined in accordance with Canadian GAAP as an indicator of Pollard's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

Basis of Presentation

The results of operations in the following discussions encompass the unaudited interim consolidated results of Pollard for the three and nine months ended September 30, 2010. All figures are in millions except for per share amounts.

These consolidated financial statements reflect the entities conducting the business of manufacturing and selling lottery and gaming products of the Pollard group as a corporation subsequent to May 14, 2010 and as an income trust and limited partnership prior to the Conversion. All references to "common shares" collectively refer to Pollard's common shares on and subsequent to May 14, 2010 and Fund units and Class B and C limited partnership units prior to the Conversion. All references to "dividends" refer to dividends paid or payable to holders of Pollard common shares on and subsequent to May 14, 2010 and to distributions payable to Fund unitholders and Class B and C limited partnership unitholders prior to the Conversion. All references to "shareholders" refer collectively to holders of Pollard common shares on and subsequent to May 14, 2010 and to Fund unitholders and Class B and C limited partnership unitholders prior to the Conversion.

POLLARD BANKNOTE LIMITED

Overview

Pollard Banknote Limited ("Pollard") is one of the leading providers of products and services to lottery and charitable gaming industries throughout the world. Management believes Pollard is the largest provider of instant-win scratch tickets ("instant tickets") based in Canada and the second largest producer of instant tickets in the world.

Pollard produces and provides a comprehensive line of instant tickets and lottery services including: licensed products, distribution, retail telephone selling ("tel-sell"), marketing and instant ticket vending machines. In addition, Pollard's charitable gaming product line includes pull-tab (or break-open) tickets, bingo paper, pull-tab vending machines and ancillary products such as pull-tab counting machines. Pollard also markets products to the commercial gaming and security sector including such items as promotional scratch and win tickets, transit tickets and parking passes.

Pollard's lottery products are sold extensively throughout Canada, the United States and the rest of the world, wherever applicable laws and regulations authorize their use. Pollard serves over 45 instant ticket lotteries including a number of the largest lotteries throughout the world. Charitable gaming products are mostly sold in the United States and Canada where permitted by gaming regulatory authorities. Pollard serves a highly diversified customer base in the charitable gaming market of over 250 independent distributors with the majority of revenue generated from repeat business.

Product line breakdown of revenue

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Instant Tickets	88.4%	88.7%	88.2%	87.3%
Charitable Gaming Products	10.6%	10.8%	10.8%	11.8%
Vending Machines	1.0%	0.5%	1.0%	0.9%

Geographic breakdown of revenue

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
United States	61%	51%	58%	58%
Canada	25%	26%	24%	23%
International	14%	23%	18%	19%

Formation of the Corporation

Pollard was incorporated under the laws of Canada on March 26, 2010, for purposes of implementing the Conversion of the organization from an income fund to a corporation.

Conversion to a Corporation

On January 28, 2010, the Trustees of the Fund, in conjunction with the Board of Directors of Pollard Banknote GP Limited, General Partner of Pollard LP, approved in principle a plan to convert Pollard Banknote Income Fund into a publicly traded corporation. On April 6, 2010, the Ontario Supreme Court of Justice approved the preliminary plan of arrangement for the Conversion. On May 6, 2010, the Unitholders of the Fund voted in favour of the Conversion and on May 13, 2010, the Ontario Securities Commission approved the final plan of arrangement.

The Conversion utilized legislative tax-free conversion options and became effective May 14, 2010. Pursuant to the terms of the Conversion, holders of Fund units received, in exchange for each of their Fund units, one common share of Pollard. Pollard Equities Limited, the holder of the Class B and Class C limited partnership units (collectively, the "Exchangeable LP Units") of Pollard LP and the associated Special Voting Units, received, in exchange for each group of one Exchangeable LP Unit (together with the accompanying Special Voting Unit), one common share of Pollard.

As a result of the Conversion, Pollard became the 100% owner of both the Fund and Pollard LP, with Pollard LP continuing to operate the business of manufacturing and selling lottery and gaming products.

A quarterly dividend of $0.03 per share was declared on August 4, 2010, for the quarter ending September 30, 2010 and November 3, 2010, for the quarter ending December 31, 2010.

After conversion there was no substantive change in the ultimate ownership of Pollard. As a result, the Conversion will be accounted for under the continuity of interests method. One consolidated financial statement incorporating the results of both the Fund and Pollard LP will be prepared. Comparative figures will be restated reflecting the combined results of both entities. As the Canadian operations of Pollard are now taxable under the *Income Tax Act* (Canada), the difference between the tax values and the net book value of the Canadian assets and liabilities have been recorded as future tax assets and liabilities in the comparative figures.

The costs related to the Conversion of $0.7 million were expensed in the second quarter.

Kamloops Facility

On February 28, 2010, Pollard permanently closed its Kamloops production facility with all related production being transferred to its other facilities. A one-time facility closing accrual of $4.7 million was accrued in the fourth quarter of 2009, representing the estimated closing costs including employee severance. It is anticipated that the rationalization of facilities will result in significant reduced net annual operating costs, beginning in March 2010, of approximately $4.0 million on an annual basis.

As of September 30, 2010, Pollard had expended approximately $3.1 million of the facility closing reserve.

Sale of Kamloops Property

On June 25, 2010, the building and land formally used in the Kamloops operation was sold to an affiliate of Equities for total proceeds of $2.9 million resulting in a gain of $1.8 million. The selling price was based on an appraised value determined through an independent appraisal. Under certain circumstances if the affiliate of Equities re-sells the property to a third party for a price higher than $2.9 million, Pollard will receive additional proceeds up to a maximum of $0.2 million.

The following financial information should be read in conjunction with the accompanying financial statements of Pollard and the notes therein as at and for the three and nine months ended September 30, 2010.

RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA

(millions of dollars)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Net Income	$1.5	$7.7	$2.4	$14.9
Adjustments:				
Interest	1.3	1.0	4.0	3.1
Unrealized foreign exchange gain	(0.5)	(1.2)	(1.4)	(3.1)
Mark-to-market gain on foreign currency contracts and interest rate swaps	(0.3)	(4.4)	(2.1)	(8.5)
Amortization of de-designated hedges	0.3	-	1.2	-
Conversion costs	-	-	0.7	-
Warranty reserve	0.2	-	0.9	-
Income taxes	(0.1)	1.1	1.8	2.4
Amortization	2.0	2.0	6.2	6.3
Adjusted EBITDA	$4.4	$6.2	$13.7	$15.1

SELECTED FINANCIAL INFORMATION
(millions of dollars, except per share information)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Sales	$41.7	$48.4	$126.1	$145.0
Cost of Sales	33.6	37.0	102.7	116.0
Gross Profit	8.1	11.4	23.4	29.0
Gross Profit as a % of sales	*19.4%*	*23.6%*	*18.6%*	*20.0%*
Selling and Administration Expenses	5.1	5.2	15.2	16.5
Expenses as a % of sales	*12.2%*	*10.7%*	*12.1%*	*11.4%*
Realized foreign exchange loss (gain)	(0.1)	1.0	0.8	3.5
Loss (gain) as a % of sales	*(0.2%)*	*2.1%*	*0.6%*	*2.4%*
Net Income	1.5	7.7	2.4	14.9
Net Income as a % of sales	*3.6%*	*15.9%*	*1.9%*	*10.3%*
Adjusted EBITDA	4.4	6.2	13.7	15.1
Earnings per share	$0.06	$0.33	$0.10	$0.63

	September 30, 2010	December 31, 2009
Total Assets	$139.6	$154.3
Total Long Term Liabilities	$79.2	$76.5

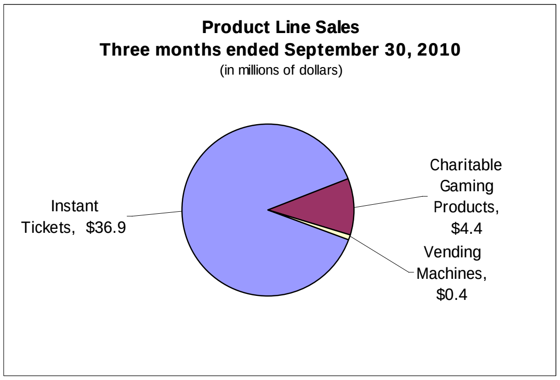
The selected financial and operating information has been derived from, and should be read in conjunction with, the consolidated financial statements of Pollard.

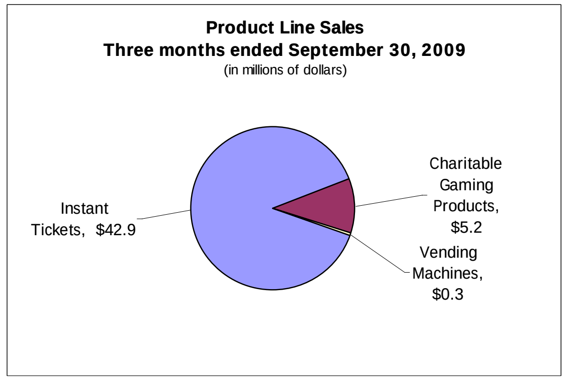
REVIEW OF OPERATIONS

Financial and operating information has been derived from, and should be read in conjunction with, the consolidated financial statements of Pollard and the selected financial information disclosed in this MD&A.

ANALYSIS OF RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010

Sales

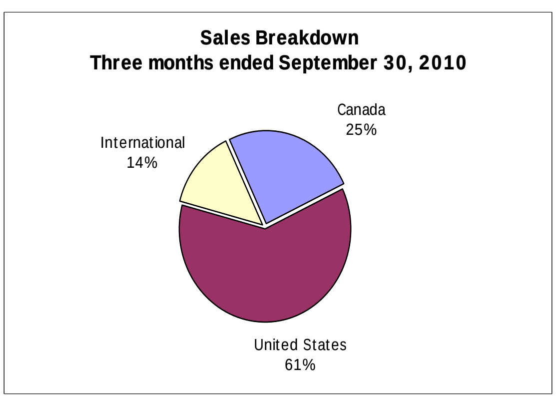




During the three months ended September 30, 2010, Pollard achieved sales of $41.7 million, compared to $48.4 million in the three months ended September 30, 2009. Factors impacting the $6.7 million sales decrease were:

Strengthening of the Canadian dollar

During the three months ended September 30, 2010, Pollard generated approximately 71% of its revenue in U.S. dollars including a significant portion of international sales which are priced in U.S. dollars. During the third quarter of 2010 the actual U.S. dollar value was converted to Canadian dollars at $1.05, compared to a rate of $1.11 during the third quarter of 2009. This decrease in the U.S. dollar value resulted in an approximate decrease of $1.5 million in revenue relative to the third quarter of 2009. Also during the third quarter of 2010, the strengthening of the Canadian dollar against the Euro resulted in an approximate decrease of $0.4 million in revenue relative to the third quarter of 2009.



Other

Instant ticket volumes for the third quarter of 2010 were lower than the third quarter of 2009 which decreased sales by $3.2 million, due to the timing of certain orders. In addition, a decrease in average selling price compared to 2009 reduced sales by $1.2 million as a result of greater mix of lower priced sales. Charitable Gaming volume decreased during the quarter reducing sales by $0.4 million when compared to 2009.

Cost of sales and gross margin

Cost of sales was $33.6 million in the third quarter of 2010 compared to $37.0 million in the third quarter of 2009. Lower exchange rates on U.S. dollar transactions in the third quarter of 2010 decreased cost of sales approximately $0.9 million. In addition, cost of sales was lower due to lower production volumes and the impact of cost saving associated with the closure of the Kamloops facility.

Gross profit earned in the third quarter of 2010 was $8.1 million (19.4% of sales) as compared to $11.4 million (23.6% of sales) earned in the third quarter of 2009. This decrease was due mainly to the decrease in volumes, lower average selling price and the impact of the stronger Canadian dollar.

The 19.4% gross margin achieved in the third quarter is higher than the first two quarters in 2010, reflecting the ongoing impact of the cost savings of the Kamloops closure and other manufacturing initiatives.

Selling and administration expenses

Selling and administration expenses were $5.1 million in the third quarter of 2010 which is lower than $5.2 million in the third quarter of 2009 due to certain cost containment strategies.

Foreign exchange gain (loss)

Foreign exchange gain was $0.6 million in the third quarter of 2010 compared to a gain of $0.2 million in the third quarter of 2009. Within the 2010 foreign exchange gain are unrealized gains of $0.5 million, relating to a $0.7 million unrealized foreign exchange gain on U.S. dollar denominated debt (caused by the strengthening of the Canadian dollar between the balance sheets dates of June 30, 2010 and September 30, 2010) partially offset by unrealized net losses of $0.2 million on U.S. dollar denominated receivables and payables, and $0.1 million in realized gains on the increased value of U.S. dollar denominated receivables.

Within the third quarter of 2009 foreign exchange gain of $0.2 million was unrealized gains of $1.0 million relating to the foreign exchange gain on U.S. dollar denominated debt (caused by the strengthening of the Canadian dollar) partially offset by realized losses of $0.8 million. The realized losses were comprised of $0.7 million of realized losses relating to forward hedge contracts (caused by fixed exchange rates in the hedges being lower than actual rates) and $0.1 million in realized losses on the value of U.S. dollar denominated receivables and payables.

Interest rate swaps

A non-cash mark-to-market gain of $0.3 million was recorded during the quarter ending September 30, 2010, on interest rate swap contracts no longer designated as hedges. In addition, amortization of $0.3 million of the previously recorded mark-to-market losses on these interest rate swaps, recorded as accumulated other comprehensive loss, was expensed in the third quarter of 2010.

Adjusted EBITDA

Adjusted EBITDA was $4.4 million in the third quarter of 2010 compared to $6.2 million in the third quarter of 2009. The primary reason for the decrease in Adjusted EBITDA was lower gross margin of $3.3 million, partially offset by lower realized foreign exchange losses of $1.1 million and lower profit share expense of $0.4 million.

Amortization

Amortization includes amortization of property and equipment and intangible assets and totaled $2.0 million during the third quarter of 2010 which is similar to $2.0 million during the third quarter of 2009.

Interest

Interest expense increased to $1.3 million in the third quarter of 2010 from $1.0 million in the third quarter of 2009 due primarily to higher interest rates associated with the new syndicated credit facility.

Warranty reserve

A final warranty reserve adjustment of $0.2 million was expensed in the third quarter of 2010 and there is no continuing obligation. The warranty reserve relates to product produced in Fiscal 2009 for a specific customer as the originally delivered product no longer meets the contractual quality requirements.

Employee profit sharing

Employee profit sharing costs decreased in the third quarter of 2010 to $0.2 million as compared to $0.6 million in the third quarter of 2009 due to reductions in income available for employee profit share. The mark-to-market gains on foreign currency contracts and interest rate swaps, as well as amortization of de-designated hedges, are excluded from the calculation of employee profit sharing.

Income taxes

Income tax recoverable was $0.1 million in the third quarter of 2010, an effective rate of (5%), as a result of permanent differences relating to the translation of the company's U.S. subsidiaries and differences relating to the foreign exchange impact of Canadian dollar dominated debt in the U.S. subsidiaries.

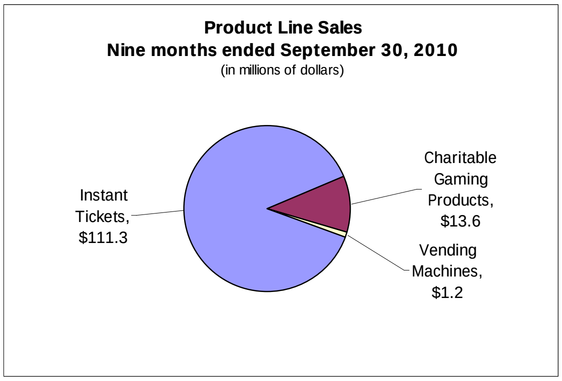
Net Income

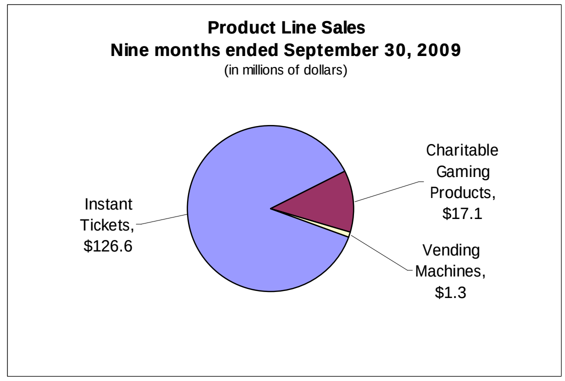
Net Income decreased to $1.5 million in the third quarter of 2010 from $7.7 million in the third quarter of 2009. The primary reasons for the decline were the decrease in gross profit of $3.3 million and an elimination of the non-cash mark-to-market gain on foreign exchange currency contracts of $4.4 million, which were partially offset by reduction in income taxes of $1.1 million, lower profit share expense of $0.4 million and a greater foreign exchange gain of $0.4 million.

Earnings per share decreased to $0.06 per share in the third quarter of 2010 from $0.10 in the third quarter of 2009.

ANALYSIS OF RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010

Sales

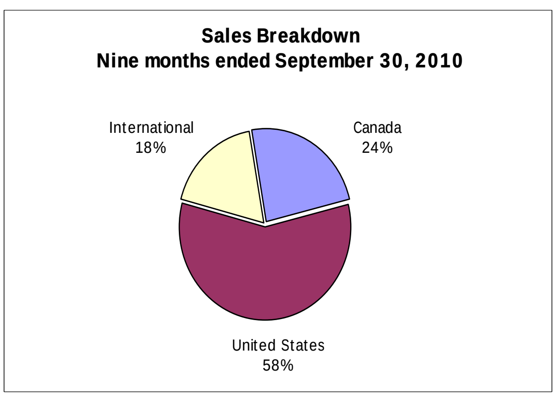


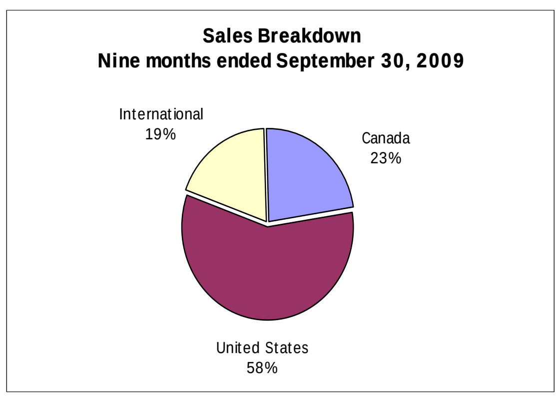


During the nine months ended September 30, 2010, Pollard achieved sales of $126.1 million, compared to $145.0 million in the nine months ended September 30, 2009. Factors impacting the $18.9 million sales decrease were:

Strengthening of the Canadian dollar

During the nine months ended September 30, 2010, Pollard generated approximately 71% of its revenue in U.S. dollars including a significant portion of international sales which are priced in U.S. dollars. During the first nine months of 2010 the actual U.S. dollar value was converted to Canadian dollars at $1.05, compared to a rate of $1.18 during the first nine months of 2009. This decrease in the U.S. dollar value resulted in an approximate decrease of $11.5 million in revenue relative to the first nine months of 2009. In addition, during the nine months ended September 30, 2010, the strengthening of the Canadian dollar against the Euro resulted in an approximate decrease of $1.2 million in revenue relative to the first nine months of 2009.





Other

Instant ticket volumes for the first nine months of 2010 were higher increasing sales by $1.1 million. A decrease in the average selling price of instant tickets reduced sales by $5.6 million compared to the first half of 2009 as a result of a greater mix of lower priced work. Charitable Gaming Products volumes were lower than the first nine months of 2009 reducing revenues by $1.7 million.

Cost of sales and gross margin

Cost of sales was $102.7 million in the nine months ended September 30, 2010 compared to $116.0 million in the first nine months of 2009. Lower exchange rates on U.S. dollar transactions in 2010 decreased cost of sales approximately $6.6 million. In addition, cost of sales were lower due to lower costs associated with the mix of production, lower costs of reproduction and the impact of cost savings associated with the closure of the Kamloops facility.

Gross profit was $23.4 million (18.6% of sales) in the first nine months of 2010 as compared to $29.0 million (20.0% of sales) in the nine months ended September 30, 2009, primarily due to the impact of the strengthening Canadian dollar and a lower average selling price on instant ticket volumes.

Selling and administration expenses

Selling and administration expenses were $15.2 million in the first nine months of 2010 which is lower than $16.5 million in the nine months ended September 30, 2009, primarily due to savings associated with the closure of the Kamloops facility and lower travel costs.

Foreign exchange gain (loss)

Foreign exchange gain was $0.6 million in the first nine months of 2010 compared to a loss of $0.4 million in 2009. Within the 2010 foreign exchange gain are unrealized gains of $1.4 million, consisting of a $1.2 million unrealized foreign exchange gain on U.S. dollar denominated debt and $0.2 million on unrealized gains on U.S. dollar denominated receivables and payables. Partially offsetting the unrealized gains was $0.8 million in realized foreign exchange losses, comprised of $0.4 million in realized losses relating to forward hedge contracts and $0.4 million in realized losses on the write-down of U.S. dollar denominated receivables.

Within the 2009 foreign exchange loss of $0.4 million was unrealized gains of $3.0 million relating to the foreign exchange gain on U.S. dollar denominated debt (caused by the strengthening of the Canadian dollar). The unrealized gain was offset by $3.4 million of realized losses. The realized losses were comprised of $2.5 million of realized losses relating to forward hedge contracts (caused by fixed exchange rates in the hedges being lower than actual rates) and $1.5 million in realized losses on the value of U.S. dollar denominated receivables, which were partially offset by $0.6 million in realized gains on U.S. dollar dominated payables.

Adjusted EBITDA

Adjusted EBITDA was $13.7 million in the first nine months of 2010 compared to $15.1 million in the nine months ended September 30, 2009. The primary reason for the decrease in Adjusted EBITDA was lower gross margin of $5.6 million, partially offset by lower selling and administrative of $1.3 million, lower realized foreign exchange losses of $2.7 million and lower profit share expense of $0.6 million.

Amortization

Amortization includes amortization of property and equipment and intangible assets and totaled $6.2 million during the nine months ended September 30, 2010 which is similar to $6.3 million during the first nine months of 2009.

Interest

Interest expense increased to $4.0 million in the first nine months of 2010 from $3.1 million in the first nine months 2009 due primarily to higher interest rates associated with the new syndicated credit facility.

Mark-to-market gain on foreign currency contracts

A non-cash gain of $0.8 million was recorded in the first nine months of 2010, compared to a non-cash gain of $8.5 million recognized in the first nine months of 2009. On March 12, 2010, Pollard sold its remaining foreign currency contracts.

Interest rate swaps

A non-cash mark-to-market gain of $1.2 million was recorded during the first nine months of 2010 on interest rate swap contracts no longer designated as hedges. In addition, amortization of $1.2 of the previously recorded mark-to-market losses on these interest rate swaps, recorded as accumulated other comprehensive loss, was expensed in the first three quarters of 2010.

Gain on sale of property, plant and equipment

During the first nine months of 2010, Pollard disposed of a surplus building and land in Kamloops, British Columbia to an affiliate of Equities for total proceeds of $2.9 million resulting in a gain of approximately $1.8 million. The selling price was based on appraised value as determined through an independent appraisal.

During the nine months ended September 30, 2009, Pollard disposed of a surplus building and land in Winnipeg, Manitoba to an affiliate of Equities for total proceeds of $3.4 million resulting in a gain of $1.7 million. The selling price was based on the current fair market value as determined through an independent appraisal.

Conversion costs

Conversion expenses of $0.7 million, primarily legal and accounting fees, were expensed in the first nine months of 2010 relating to conversion of Pollard to a publically traded corporation.

Warranty reserve

A non-cash warranty reserve of $0.9 million was accrued in the first nine months of 2010 relating to product produced in Fiscal 2009 for a specific customer as the originally delivered product no longer meets the contractual quality requirements.

Employee profit sharing

Employee profit sharing costs decreased to $0.5 million in the first nine months of 2010 compared to $1.1 million for the first nine months of 2009 due to a reduction in income available for employee profit share. The mark-to-market gains on foreign currency contracts and interest rate swaps, as well as amortization of de-designated hedges, are excluded from the calculation of employee profit sharing.

Income taxes

Income tax expense was $1.8 million in the first nine months of 2010, an effective rate of 43%, due to the impact of withholding taxes and the impact of rate differences in foreign tax rates. As a result of the Conversion, the Canadian operations of Pollard became taxable during the second quarter.

Net Income

Net Income was $2.4 million in the first nine months of 2010 compared to $14.9 million in the first nine months of 2009. The primary reasons for the decline were a reduction of the non-cash mark-to-market gain on foreign exchange currency contracts of $7.7 million and a reduction in foreign exchange losses of $1.0 million. Additional differences include a lower gross margin of $5.6 million, lower selling and administration expenses of $1.2 million and non-recurring expenses related to conversion and warranty reserve costs of $0.7 million and $0.9 million respectively.

Earnings per share decreased to $0.33 per share in the first nine months of 2010 from $0.63 in the first nine months of 2009.

Quarterly Information

(unaudited)
(millions of dollars)

	Q3 2010	Q2 2010	Q1 2010	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Q4 2008
Sales	$41.7	$43.2	$41.2	$46.9	$48.4	$49.5	$47.0	$50.2
Adjusted EBITDA	4.4	5.6	3.7	5.6	6.2	5.0	3.9	8.0
Net Income (Loss)	1.5	(0.9)	1.8	0.0	7.7	9.1	(1.9)	(5.9)

Fluctuations in Sales, Adjusted EBITDA, and Net Income (Loss) will vary by quarter depending on the timing of contract awards, changes in customer budgets, ticket inventory levels, lottery retail sales and mark-to-market adjustments to financial instruments.

Sales in 2010 were lower primariliy due to the strengthening of the Canadian dollar relative to the U.S. dollar and a decrease in average selling prices.

Sales in 2009 were higher due to the weaker Canadian dollar over the year relative to the U.S. dollar.

Net Loss in Q4 2009 was primarily due to the impact of the Kamloops facility closure accrual.

Net Income in Q2 2009 and Q3 2009 was higher primarily due to higher mark-to-market gains on foreign currency contracts. Q2 2009 and Q2 2010 include a gain on sale of property, plant and equipment.

Net Loss in Q1 2009 was incurred primarily due to lower levels of gross profit.

Net Loss in Q4 2008 was incurred primarily due to the non-cash mark-to-market loss on foreign currency contracts.

Liquidity and Capital Resources

Cash provided by operating activities

For the three and nine months ended September 30, 2010, cash flow used by operating activities was ($2.1) million and ($1.4) million, compared to cash flow used by operations of ($1.9) million and provided of $2.2 million, for the comparable periods in 2009.

Changes in the non-cash component of working capital provided a decrease in cash flow from operations of ($5.3) million for the three months ended September 30, 2010, compared to a decrease of ($6.7) million for the three months ended September 30, 2009. For the nine months ended September 30, 2010, changes in the non-cash component of working capital provided a decrease in cash flow from operations of ($7.8) million compared to a decrease of ($6.5) million during the comparable period in 2009. For the three months ended September 30, 2010, the decrease in non-cash working capital was primarily the result of a decrease in accounts payable and an increase in accounts receivable at the end of the quarter.

Cash provided by investing activities

In the three months ended September 30, 2010, cash used by investing activities was ($0.7) million and in the nine months ended September 30, 2010 cash provided by investing activities was $1.6 million, compared to ($0.2) million used and $1.8 million provided in the comparable periods of 2009.

Capital expenditures of ($0.8) and ($1.4) were incurred in the three and nine months ending September 30, 2010, compared to ($0.4) million and ($2.2) million for 2009. Cash provided by investing activities included $2.9 million in proceeds from the sale of property, plant and equipment and $0.3 million from the change in net investment in leases in the nine months ended September 30, 2010. For the nine months ended September 30, 2009, cash provided by investing activities included $3.4 million and $0.7 million from the sale of property, plant and equipment and the change in net investment in leases respectively.

Cash provided by financing activities

Cash provided by financing activities was $1.2 million and $0.3 million in the three and nine months ended September 30, 2010. The increase in long-term debt, partially offset by dividend payments, were the main factors impacting cash provided by financing activities in the three and nine months ended September 30, 2010.

Cash provided by financing activities was $0.1 million and $9.3 million in the three and nine months ended September 30, 2009. Cash was provided by a net increase in long-term debt of $3.5 million and $23.4 million in the three and nine months ended September 30, 2010, as a result Pollard's demand operating facility being replaced by a committed facility when Pollard LP's credit facilities were renewed on June 30, 2009. This was offset by dividends of ($3.4) million and ($13.0) million in the three and nine months ended September 30, 2009.

As at September 30, 2010, Pollard had unused committed debt facility of $11.2 million. This amount is available to be used for future working capital requirements, contractual obligations, capital expenditures and dividends.

Productive Capacity

Management has defined productive capacity as the level of operations necessary to maintain the current cash flow target of $13.4 million on an annualized basis. Due to varying factors implicit in the nature of the lottery industry and the instant ticket market, productive capacity can best be measured through a financial output such as Adjusted EBITDA and cash flow. A number of factors impact the level of Adjusted EBITDA including physical plant capacity, machine capacity, nature of product and service offerings produced and mix of customers. Changes to productive capacity since August 5, 2005, have occurred primarily through expenditures on fixed assets and improved processes and other internal improvement measures, offset by the impacts of changes in foreign exchange relationships, primarily the strengthening of the Canadian dollar relative to the U.S. dollar and the Euro, and the closure of the Kamloops facility in February 2010. There have been no increases in productive capacity due to acquisitions since August 5, 2005.

Pollard's strategy with respect to productive capacity is to expend the required funds and resources to maintain the assets required to generate the targeted cash flow. In addition, dependent on certain market conditions and limitations on available funds, projects are incurred to increase cash inflow or decrease cash outflow. The nature of the lottery industry does not in itself lead to significant obsolescence risk with the operating assets. To grow productive capacity, ongoing investment in new technology, new fixed assets and new intangible assets is required. Pollard utilizes a number of individual strategies to maintain and grow productive capacity including a capital expenditure budget and a rigorous formal approval process, flexible individual customer management relationships and structured maintenance programs throughout all of the facilities.

An important component to managing and growing productive capacity is the management of certain intangible assets, including customer contracts and relationships, patents, computer software, assembled workforce and goodwill. Certain of these assets are reflected in Pollard's financial statements due to the use of continuity of interest method of accounting during the transfer of the business August 5, 2005.

Management focuses on maintaining and growing the value of the customer relationship through winning contract renewals, pursuing and obtaining new contracts and assisting existing customers growing their instant ticket product lines. Regular commitment to research and development allows continual development of patents, software and additional technological assets that maintain and increase future distributable cash. Detailed cost benefit analysis is performed for any significant investment of funds or resources in order to minimize the associated risks that these assets will not be able to generate the expected level of cash flow. Where new opportunities are identified, such as a new marketing opportunity or a new machine or process able to reduce input costs, consideration is given to revise plans and take advantage of these prospects.

Certain risks are associated with projects aimed at increasing the productive capacity, including increases in working capital, acquisition or development of intellectual property, development of additional products or services and purchases of fixed assets. If these investments fail to increase Adjusted EBITDA and cash flow, then productive capacity will ultimately decrease over time due to the consumption of these investment resources. The impact on productive capacity may also depend upon the completion and start up timing of certain investment projects.

Working Capital

Net non-cash working capital varies throughout the year based on the timing of individual sales transactions. The nature of the lottery industry is few individual customers who generally order large dollar value transactions. As such, the change in timing of a few individual orders can impact significantly the amount required to be invested in inventory or receivables at a particular period end. The high value, low volume of transactions results in some significant volatility in non-cash working capital, particularly during a period of rising volumes. Similarly, the timing of the completion of the sales cycle through collection can significantly impact non-cash working capital.

Instant tickets are produced specifically for individual clients resulting in a limited investment in finished goods inventory. Customers are predominantly government agencies, which result in regular payments. These factors assist in a reasonably quick turnover in net working capital. There are a limited number of individual customers, and therefore net investment in working capital is managed on an individual customer by customer basis, without the need for company wide benchmarks.

The overall impact of seasonality does not have a material impact on the carrying amounts in working capital.

	September 30, 2010	December 31, 2009
Working Capital	$32.3	$25.9
Total Assets	$139.6	$154.3
Total Long Term Liabilities	$79.2	$76.5

Credit Facilities

Pollard's credit facility, which was renewed effective September 30, 2010, consists of one committed term bank loan facility. The committed term bank loan facility provides loans of up to $70.0 million for its Canadian operations and up to US$25.0 million for its U.S. subsidiaries. Borrowings under these credit facilities bear interest at fixed and floating rates based on Canadian and U.S. prime bank rates, banker's acceptances or LIBOR. At September 30, 2010, the outstanding letters of credit were $4.8 million and the remaining balance available for drawdown was $11.2 million.

Under the terms and conditions of the credit facility agreement Pollard is required to maintain financial covenants including working capital ratios, debt to income before interest, taxes, depreciation and amortization ("Adjusted EBITDA") ratios and certain debt service coverage ratios. Under the syndicated credit facility, Pollard has agreed not to pay dividends in excess of the current quarterly amount of $0.03 per share until the debt to income before interest, taxes, depreciation and amortization ratio is reduced to a certain level. As at September 30, 2010 and November 3, 2010 Pollard is in compliance with all covenants.

Pollard's credit facility is secured by a first security interest in all of the present and after acquired property of Pollard and its operating subsidiaries. The credit facility can be prepaid without penalties. Under the terms of the agreement, the credit facility is committed for a one year period, renewable October 31, 2011. If the credit facility is not renewed, the loans are repayable one year after the credit facility expiry date. As such, the credit facility has effectively a two year term expiring October 31, 2012.

Under the credit facility, Pollard is required to repay principal payments on a quarterly basis, beginning July 1, 2011, of an amount to be calculated based on 50% of the prior quarter's Free Cash Flow. Free Cash Flow is defined as Adjusted EBITDA less interest and current income taxes. The requirement to repay certain principal amounts is waived when the debt to income before interest, taxes, depreciation and amortization ratio reaches certain target levels.

As at September 30, 2010, a Pollard subsidiary had entered into an interest rate swap contract to fix the interest rates on approximately 19% of the long-term debt for a period of 11 months. The interest rate swap allows the subsidiary to receive interest at floating rates and pay interest at a fixed rate.

Pollard believes that its credit facility and ongoing cash flow from operations will be sufficient to allow it to meet ongoing requirements for investment in capital expenditures, working capital and dividends at existing business levels.

Outstanding Share Data

As at September 30, 2010 and November 4, 2010, outstanding share data was as follows:

Common shares	23,543,158

Contractual Obligations

There have been no material changes to Pollard's contractual obligations since December 31, 2009, that are outside the normal course of business.

Off-Balance Sheet Arrangements

There have been no material changes to Pollard's off-balance sheet arrangements since December 31, 2009, that are outside the normal course of business.

Financial Instruments

The financial instruments of Pollard remain substantially unchanged from those identified in the MD&A for Pollard LP and Fund for the year ended December 31, 2009.

Critical Accounting Policies and Estimates

The critical accounting policies and estimates are substantially unchanged from those identified in the MD&A for Pollard LP and Fund for the year ended December 31, 2009.

International Financial Reporting Standards

In January 2006, the Accounting Standards Board of Canada ("AcSB") announced that accounting standards in Canada are to converge with the International Financial Reporting Standards ("IFRS"). Canadian publicly accountable enterprises must adopt IFRS for their interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

Pollard established a four part planning framework in 2008 to ensure an effective and efficient transition regarding the introduction of International Financial Reporting Standards ("IFRS") in 2011:

Step		Timing
1.	Scoping the Effort	(completed 2008)
2.	Enabling the Resources	(Q3 2008 - Q4 2010)
3.	Executing the Plan	(Q3 2009 - Q1 2011)
4.	Monitoring the Process	(2008 - 2011)

Step 1 has been completed. Steps 2, 3 and 4 are currently ongoing. All detailed execution steps continue to be consistent with the times identified in the planning framework.

During the third quarter we continued calculating the adjustments necessary to convert our opening balance sheet at January 1, 2010 from Canadian Generally Accepted Accounting Principles to IFRS. In addition, changes to the operating results for 2010 and future years are also being finalized, in order to disclose the comparative results for 2010 under the new accounting standard.

1. Scoping the Effort

A project team was identified utilizing both internal resources and where necessary, external resources. Formal timelines were established and appropriate training was received by all team members including participation in a number of externally led in-depth programs, ongoing formal review of updates and regularly scheduled meetings to confirm ongoing status.

2. Enabling the Resources

A review was undertaken of current accounting policies in comparison to the standards under IFRS. Differences were identified and documented, with those applicable to Pollard specifically reviewed to determine changes required and impact on current financial disclosure, systems and business activities.

3. Executing the Plan

Based on the differences identified in step #2, specific analysis was prepared identifying the preliminary recommended accounting policies (where choices are required) and analysis began to calculate the impact of on the opening transition balance sheet as at January 1, 2010. This analysis is underway and is planned to be completed in Q4 2010. A detailed seminar was held with the Audit Committee to review the preliminary recommendations relating to accounting policy choices and impact on other areas.

4. Monitoring the Process

Detailed quarterly updates have been prepared and presented to the Board of Directors and the Audit Committee of Pollard. Regular meetings are held to review the status of the transition plan and these will continue throughout 2010 and 2011.

The IFRS transition plan covers five main areas of Pollard's operations.

A Accounting Policies

1. Future Accounting Policy Choices

Significant future accounting policy alternatives under IFRS have been reviewed. Recommendations, where choices are required, have been identified by management and approved in principle by the Audit Committee. Final approval is expected in the fourth quarter of 2010. Where differences exist with current Canadian GAAP analysis is being performed to quantify these differences.

2. Mandatory and Optional Exemptions

The balance sheet at the transition date of January 1, 2010 is projected to be completed and subject to review by the external auditors in the fourth quarter of 2010. IFRS #1 identifies certain voluntary and mandatory exemptions from adopting IFRS policies at transition date. Management has identified the optional exemptions to be utilized by Pollard and these have been approved in principle by the Audit Committee. Final approval is expected in the fourth quarter of 2010.

For a summary of Pollard's future accounting policies and optional exemptions under IFRS #1 please see the following chart on page 22.

Preliminary Assessment

The impact on the opening balance sheet, including Shareholder's Equity, has not yet been determined and will be finalized upon final confirmation of the exemptions available under IFRS #1 and completion of the transitional balance sheet.

The future impact on the statements of operations and cash flow have not been determined, pending completion of the impact of revising amortization based on a detailed component approach for fixed assets. Currently management does not believe the impact will be materially different under IFRS compared to Canadian GAAP on a go forward basis.

B Internal Controls over Financial Reporting

Upon finalization of the accounting policy choices on transition and for the future, any necessary changes will be implemented to the internal controls over financial reporting ("ICFR). Appropriate review and testing of any new or changed controls will also occur during this time frame.

Based on our preliminary estimate of the impact of the new accounting standards not being significant, management does not expect impact on the ICFR to be significant and will focus on the key environment controls and management review and involvement to ensure the transition to IFRS is appropriately controlled.

C Disclosure Controls and Procedures

Pollard will ensure its key stakeholders are informed about the anticipated effects of the IFRS transition including disclosure in our MD & A.

D Information Systems

Our general ledger and financial reporting system is currently structured to allow for IFRS implementation without significant changes. The current fixed asset system allows for detailed component analysis to be tracked separately. No other major systems are expected to need significant changes.

E Business Activities

A review of business related activities was undertaken during the scoping phase to identify issues that need to be addressed due to the transition to IFRS. The syndicated credit facility completed effective September 30, 2010, includes an allowance to reflect any potential impact based on IFRS adjustments. Other documents are being reviewed to determine any other required adjustments.

IFRS 1 – First-time Adoption of IFRSs and Future Accounting Policy Changes

The initial adoption of IFRSs has required Pollard to review each of its accounting policies and determine whether or not a change is required or permitted under IFRSs and whether any amended policy is required to be applied on a retrospective or prospective basis. IFRS 1 generally requires retrospective application of the new policies but prospective application is required or permitted in some instances.

The below table is a high-level summary of the significant accounting policies of Pollard and the impact of adopting the new standard under IFRS 1. New standards under IFRS 1 that do not apply to Pollard have not been listed.

Accounting Policy	Policy change expected on transition to IFRSs	Is there an IFRS 1 exemption available?	Will the IFRS 1 exemption be applied?
ELECTIVE EXEMPTIONS			
Business Combinations	Yes	Yes	Yes
Fair Value or Revaluation as deemed Cost – Property, Plant and Equipment	No	Yes	No
Borrowing Costs	Yes	Yes	Yes
Employee Benefits – Actuarial Gains and Losses	Yes	Yes	Yes
Employee Benefit Plans – Defined Benefit Plans Disclosures	Yes	Yes	Yes
Cumulative Translation Differences	Yes	Yes	Yes

Business Combinations

IFRS 3 will be applied prospectively in the opening IRFS statement of financial position and prior business combinations will not be restated due to Pollard choosing to apply the IFRS 1 exemption for business combinations prior to January 1, 2010. As required by the prospective application requirements relating to IFRS 3, Pollard will test its goodwill for impairment in accordance with IFRS at the date of transition.

Property, Plant and Equipment

Under the requirements of International Accounting Standard ("IAS") 16, the company will continue to account for all property, plant and equipment ("PP&E") under the cost model. There are options available under the new standard to account for PP&E on a fair market value basis.

Under IFRS 1 there is an exemption available whereby an organization can elect at its opening transitional balance sheet to revalue some or all of its PP&E on a fair market value basis rather than cost. Pollard will not be electing this exemption.

IAS 16 also requires that assets be depreciated at the significant parts level. Pollard is currently finalizing its categorization and recalculating the impact of restating depreciation on this basis. This restatement will be applied both retrospectively (ie an adjustment to retained earnings and PP&E at the transitional opening balance sheet) as well as prospectively. Management does not believe any adjustments arising from this depreciation change will be material.

Borrowing Costs

Under IAS 27 companies are required to capitalize borrowing costs directly attributable to acquisitions or construction activities under certain circumstances. Historically Pollard has not capitalized borrowing costs and after adoption of IFRS will be required to prospectively capitalize borrowing costs for qualifying assets. Pollard will elect the IFRS 1 exemption and not retrospectively restate our financials to reflect the capitalization of borrowing costs.

Employee Benefits – Actuarial Gains and Losses

Under adoption of IFRS 1 companies have the choice to recognize all cumulative unrecognized Actuarial Gains and Losses ("AGL") at the date of transition. Pollard will be electing this exemption and will be recognizing retrospectively the cumulative unrecognized AGL in retained earnings at time of transition.

Companies also currently have the option to account for prospective AGL's using a variety of methods including full recognition in income or recognizing over a period of time utilizing the corridor method. Pollard will continue to use the corridor method, which recognizes AGL's into income over a period of time only if the absolute amount exceeds a certain level relative to the assets and liabilities of the pension plan. Under Canadian GAAP Pollard currently also follows the corridor method.

Employee Benefit Plans – Defined Benefit Plans Disclosures

Under IFRS 1 a company can elect not to provide the extensive historical disclosures required under IAS 19. Pollard will elect the exemption to exclude the extensive disclosure on transition.

Cumulative Translation Differences

Under IFRS 1 a first-time adopter can elect not to restate and recalculate the Cumulative Translation Differences ("CTA") in accordance with the new standard. If an adopter uses this exemption the CTA difference is deemed to be zero at the transition date. Pollard will elect to utilize this exemption and the CTA related to translations differences will be deemed to be zero.

Related Party Transactions

Pollard has not entered into any significant transactions with related parties during the nine months ended September 30, 2010, which are not disclosed in the unaudited interim financial statements.

Industry Risks and Uncertainties

The risk factors affecting Pollard remain substantially unchanged from those identified in the MD&A for Pollard LP and Fund for the year ended December 31, 2009.

Outlook

We continue to see signs that the pace of growth in the instant lottery ticket market is increasing and believe the market for instant tickets and related services will continue to generate steady growth. We expect our volumes in the fourth quarter to be higher than the third quarter.

The pressure on prices witnessed in the first half of 2010 continued to be present in the third quarter and we expect these pressures to continue into 2011. Various negative economic factors facing governments coupled with aggressive pricing practices by other instant ticket suppliers will result in ongoing challenges to our average selling price.

Our New Jersey contract has been extended until June 2011. We have no other major contracts coming due in 2010 or 2011 when extensions are considered. Production under our recently awarded contract with the Minnesota Lottery began during the third quarter and there exists a number of lottery contract opportunities coming due over the next 18 months that we will be bidding on very aggressively.

The Canadian dollar remained strong relative to the U.S. dollar during the quarter. We manage our currency exposure risk to the U.S. dollar through our natural hedges including sourcing purchase inputs in U.S. currency, utilizing U.S. dollar denominated debt to hedge balance sheet exposure and efficiently using our U.S. based production facilities. A continuing strong Canadian dollar does place negative pressure on our operating margins. In addition, we generate a small portion of our revenue in Euros. Over the course of the most recent quarter the Euro strengthened relative to the Canadian dollar and a stronger Euro impacts positively on operating results.

A number of initiatives have been undertaken relative to improving our manufacturing efficiencies and reducing our cost structure. The results of these initiatives should start to generate improving margins into 2011.

Our charitable gaming product line continues to perform well by maintaining volumes in a challenging market and improving margins through effective cost management. Volumes are expected to increase slightly over the short term due to additional pull tab vending machine sales and pull tabs to the lottery market.

Effective September 30, 2010 our credit facility was renewed until October 31, 2011.

Pollard Banknote believes that its credit facilities and ongoing cash flow from operations will be sufficient to allow it to meet ongoing requirements for investment in capital expenditures, working capital and dividends at existing business levels.

Disclosure Controls and Procedures

Under Multilateral Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") regarding the design of the disclosure controls and procedures. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the design of the disclosure controls and procedures as defined in Multilateral Instrument 52-109 will provide reasonable assurance of achieving the disclosure objectives.

Internal Controls over Financial Reporting

Under Multilateral Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Certifying Officers regarding the design of the internal controls over financial reporting. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the design of the internal controls over financial reporting as defined in Multilateral Instrument 52-109 will provide reasonable assurance of achieving the financial reporting objectives.

No changes were made in Pollard's internal control over financial reporting during the nine months ended September 30, 2010, that have materially affected, or are reasonably likely to materially affect, Pollard's internal control over financial reporting.

Additional Information

Shares of Pollard Banknote Limited are traded on the Toronto Stock Exchange under the symbol PBL.

Additional information relating to Pollard, including the Audited Consolidated Financial Statements and the Annual Information Form of Pollard LP and Fund for the year ended December 31, 2009, is available on SEDAR at www.sedar.com.

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Consolidated Financial Statements of

POLLARD BANKNOTE LIMITED

(unaudited)

Nine months ended September 30, 2010

These interim consolidated financial statements have not been audited or reviewed by the Company's independent external auditors, KPMG LLP.

Pollard Banknote Limited
Consolidated Balance Sheets
(*In thousands of dollars*)
(unaudited)

	September 30, 2010	December 31, 2009
Assets		
Current assets:		
Cash	**$ 4,252**	$ 3,706
Accounts receivable	**18,492**	16,361
Loan to Pollard Equities Limited (note 4)	**2,157**	12,572
Inventories (note 5)	**17,284**	20,259
Prepaid expenses and deposits	**5,413**	4,113
Net investment in leases due within one year	**137**	262
Income taxes recoverable	**456**	-
Future income taxes	**1,317**	2,529
	49,508	59,802
Property, plant and equipment	**35,059**	39,085
Net investment in leases	**95**	194
Goodwill (note 6)	**32,216**	32,316
Intangible assets (note 7)	**17,893**	19,326
Future income taxes	**4,845**	3,605
	$ 139,616	$ 154,328
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 14,303**	$ 19,516
Dividends payable	**706**	298
Dividends payable to Pollard Equities Limited (note 4)	**2,157**	13,392
Income taxes payable	**-**	655
	17,166	33,861
Long-term debt (note 8)	**78,367**	75,651
Other long-term liabilities	**794**	827
Foreign currency contracts	**-**	834
Interest rate swap contracts	**382**	1,423
Future income taxes	**6,473**	5,336
Shareholders' equity:		
Share capital (note 11)	**73,209**	73,209
Deficit	**(34,057)**	(33,405)
Accumulated other comprehensive loss (note 12)	**(2,718)**	(3,408)
	36,434	36,396
	$ 139,616	$ 154,328

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Income
(*In thousands of dollars*)
(unaudited)

	Three months ended September 30, 2010	Three months ended September 30, 2009	**Nine months ended September 30, 2010**	Nine months ended September 30, 2009
Sales	**$ 41,704**	$ 48,423	**$ 126,102**	$ 144,963
Cost of sales	**33,644**	37,002	**102,698**	115,949
	8,060	11,421	**23,404**	29,014
Expenses (income):				
Selling and administration	**5,059**	5,183	**15,195**	16,486
Interest	**1,271**	1,047	**3,955**	3,089
Foreign exchange loss (gain)	**(580)**	(212)	**(571)**	391
Amortization of intangibles	**504**	469	**1,475**	1,393
Mark-to-market gain on foreign currency contracts	**-**	(4,419)	**(834)**	(8,529)
Mark-to-market gain on interest rate swap contracts	**(311)**	-	**(1,246)**	-
Amortization of de-designated hedges	**315**	-	**1,233**	-
Gain on sale of property, plant and equipment (note 13)	**-**	-	**(1,823)**	(1,751)
Conversion costs (note 1)	**-**	-	**673**	-
Warranty reserve	**177**	-	**877**	-
Other income	**(34)**	(4)	**(120)**	(487)
	6,401	2,064	**18,814**	10,592
Income before the undernoted	**1,659**	9,357	**4,590**	18,422
Employee profit sharing	**206**	591	**490**	1,102
Income before income taxes	**1,453**	8,766	**4,100**	17,320
Income taxes:				
Current (recovery)	**(60)**	489	**717**	1,611
Future (reduction)	**(11)**	571	**1,033**	778
	(71)	1,060	**1,750**	2,389
Net income	**$ 1,524**	$ 7,706	**$ 2,350**	$ 14,931
Basic and diluted income per share	**$ 0.06**	$ 0.33	**$ 0.10**	$ 0.63
Weighted average number of shares outstanding	**23,543,158**	23,543,158	**23,543,158**	23,543,158

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Comprehensive Income
(*In thousands of dollars*)
(unaudited)

	Three months ended September 30, 2010	Three months ended September 30, 2009	**Nine months ended September 30, 2010**	Nine months ended September 30, 2009
Net income	**$ 1,524**	$ 7,706	**$ 2,350**	$ 14,931
Other comprehensive income (loss):				
Unrealized loss on translation of self-sustaining foreign operations	**(408)**	(977)	**(274)**	(1,944)
Unrealized gain (loss) on derivatives designated as cash flow hedges, net of income tax (reduction) of ($18) and ($63) (2009 – $82 and $182)	**(32)**	689	**(111)**	922
Amortization of de-designated hedges, net of income tax of $40 and $158	**275**	-	**1,075**	-
Other comprehensive income (loss) – net of income tax	**(165)**	(288)	**690**	(1,022)
Comprehensive income	**$ 1,359**	$ 7,418	**$ 3,040**	$ 13,909

Pollard Banknote Limited
Consolidated Statements of Deficit
(*In thousands of dollars)*
(unaudited)

	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Balance, beginning of period	**$ (33,405)**	$ (32,026)
Net income for the period	**2,350**	14,931
Dividends declared	**(3,002)**	(13,050)
Balance, end of period	**$ (34,057)**	$ (30,145)

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Cash Flows
(*In thousands of dollars*)
(unaudited)

	Three months ended September 30, 2010	Three months ended September 30, 2009	**Nine months ended September 30, 2010**	Nine months ended September 30, 2009
Cash increase (decrease):				
Operating activities:				
Net income	**$ 1,524**	$ 7,706	**$ 2,350**	$ 14,931
Items not involving cash:				
Amortization	**2,015**	2,048	**6,150**	6,321
Gain on sale of property, plant and equipment	**-**	-	**(1,823)**	(1,751)
Unrealized foreign exchange gain	**(509)**	(1,171)	**(1,370)**	(3,050)
Future income tax	**(11)**	571	**1,033**	778
Mark-to-market gain on foreign currency contracts	**-**	(4,419)	**(834)**	(8,529)
Mark-to-market gain on interest rate swaps	**(311)**	-	**(1,246)**	-
Amortization of de-designated hedges	**315**	-	**1,233**	-
Warranty reserve	**177**	-	**877**	-
Change in non-cash operating working capital	**(5,260)**	(6,662)	**(7,771)**	(6,522)
	(2,060)	(1,927)	**(1,401)**	2,178
Investing activities:				
Additions to property, plant and equipment	**(774)**	(397)	**(1,436)**	(2,229)
Proceeds from sale of property, plant and equipment	**-**	-	**2,881**	3,414
Change in net investment in leases	**63**	215	**219**	677
Change in intangible assets	**17**	-	**(42)**	(15)
	(694)	(182)	**1,622**	1,847
Financing activities:				
Change in long-term debt	**1,758**	3,532	**4,019**	23,367
Change in other long-term liabilities	**(88)**	(123)	**(25)**	(234)
Change in deferred financing charges	**(1)**	-	**(297)**	-
Change in loan to Pollard Equities Limited	**-**	(2,459)	**10,415**	6,288
Change in dividends payable	**235**	-	**408**	(199)
Change in dividends payable to Pollard Equities Limited	**-**	2,460	**(11,235)**	(6,835)
Dividends	**(707)**	(3,354)	**(3,002)**	(13,050)
	1,197	56	**283**	9,337
Foreign exchange (loss) gain on cash/bank indebtedness held in foreign currency	**(37)**	(19)	**42**	(423)
Change in cash position	**(1,594)**	(2,072)	**546**	12,939
Cash position (bank indebtedness), beginning of period	**5,846**	1,905	**3,706**	(13,106)
Cash position, end of period	**$ 4,252**	$ (167)	**$ 4,252**	$ (167)

See accompanying notes to consolidated financial statements.

1. Description of the Corporation:

Pollard Banknote Limited ("Pollard"), formerly 7510101 Canada Limited, was incorporated under the laws of Canada on March 26, 2010.

On May 14, 2010, the operations of Pollard Banknote Income Fund (the "Fund") and its main operating affiliate Pollard Holdings Limited Partnership ("Pollard LP") converted, by way of a Plan of Arrangement (the "Conversion"), to a corporation, 7510101 Canada Limited, which was subsequently renamed Pollard Banknote Limited. Prior to the Conversion the Fund indirectly owned, through the Pollard Banknote Trust ("Trust"), approximately 26.7 percent of Pollard LP and the remaining approximately 73.3 percent was owned by Pollard Equities Limited ("Equities"). Pursuant to the terms of the Conversion, holders of Fund units received, in exchange for each of their Fund units, one common share of Pollard. Equities, the holder of the Class B and Class C limited partnership units (collectively, the "Exchangeable LP Units") of Pollard LP and the associated Special Voting Units, received, in exchange for each group of one Exchangeable LP Unit (together with the accompanying Special Voting Units) one common share of Pollard.

As a result of the Conversion, Pollard became the 100% owner of both the Fund and Pollard LP, with Pollard LP continuing to operate the business.

The Conversion was accounted for as a continuity of interests method since there was no change of control. These consolidated financial statements incorporate the results of both the Fund and Pollard LP with the comparative figures having been restated to reflect the combined results of both entities. As the Canadian operations of Pollard are now taxable under the *Income Tax Act* (Canada), the difference between the tax values and the net book value of the Canadian assets and liabilities have been recorded as future tax assets and liabilities in the comparative figures.

These consolidated financial statements reflect the entities conducting the business of manufacturing and selling lottery and gaming products of the Pollard group as a corporation subsequent to May 14, 2010 and as an income trust and limited partnership prior to the Conversion. All references to "common shares" collectively refer to Pollard's common shares on and subsequent to May 14, 2010 and Fund units and Class B and C limited partnership units prior to the Conversion. All references to "dividends" refer to dividends paid or payable to holders of Pollard common shares on and subsequent to May 14, 2010 and to distributions payable to Fund unitholders and Class B and C limited partnership unitholders prior to the Conversion. All references to "shareholders" refer collectively to holders of Pollard common shares on and subsequent to May 14, 2010 and to Fund unitholders and Class B and C limited partnership unitholders prior to the Conversion.

2. Basis of presentation:

The accompanying unaudited interim consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with Canadian GAAP have been omitted or condensed. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements.

These unaudited interim consolidated financial statements follow the same significant accounting policies as described and used in the consolidated financial statements of the Fund and Pollard LP for the year ended December 31, 2009 and should be read in conjunction with those reports.

These unaudited consolidated financial statements include the accounts of Pollard and the following 100 percent owned subsidiaries:

- Pollard Holdings Limited Partnership.
- Pollard Banknote GP Limited
- Pollard (U.S.) Ltd.
- Pollard Banknote Limited Partnership
- Pollard Holdings, Inc.
- Pollard Investments Limited
- Pollard Banknote Income Fund
- Pollard Banknote Trust
- Pollard (Canada), Inc.
- PBL of Puerto Rico, Inc.
- Pollard Games, Inc.
- Nacako Sdn Bhd

All inter-company transactions have been eliminated.

Certain prior period amounts have been reclassified to conform to the current period's presentation.

3. Future accounting standards:

In January, 2006, the Accounting Standards Board of Canada ("AcSB") announced that accounting standards in Canada are to converge with the International Financial Reporting Standards ("IFRS"). Canadian publicly accountable enterprises must adopt IFRS for their interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Pollard is currently assessing the impact of these new standards on its consolidated financial statements.

(In thousands of dollars, except for share amounts)

3. Future accounting standards (continued):

In January, 2009, the CICA issued Section 1582, *Business Combinations,* replacing Section 1581, *Business Combinations.* This new section establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. In addition, Section 1601, *Consolidated Financial Statements* was issued and replaced Section 1600, *Consolidated Financial Statements.* This new section establishes standards for the preparation of consolidated financial statements.

Pollard is required to apply Section 1582 prospectively to business combinations for which the acquisition date is on or after January 1, 2011. Section 1582 is the Canadian equivalent to International Financial Reporting Standard IFRS 3, *Business Combinations.* Pollard is also required to apply Section 1601 for fiscal years beginning on or after January 1, 2011. Section 1601 is equivalent to a portion of International Financial Reporting Standard IAS 27, *Consolidated and Separate Financial Statements.*

Pollard does not expect Sections 1582 and 1601 to have a material impact on its consolidated financial statements.

4. Loan to Pollard Equities Limited and dividends payable to Pollard Equities Limited:

Pollard Equities Limited has exercised its right to receive its entitlement to monthly cash dividends, prior to the Conversion, by way of a loan. The loan to Pollard Equities Limited and the related dividends payable to Pollard Equities Limited will be settled subsequent to December 31, 2010. For purposes of financial presentation, the loan receivable from and related dividends payable to Pollard Equities Limited have been presented separately as there is no legal right of offset against each of these balances.

5. Inventories:

	September 30, 2010	December 31, 2009
Raw materials	**$ 5,358**	$ 5,593
Work-in-process	**906**	753
Finished goods	**11,020**	13,913
	$ 17,284	$ 20,259

During the third quarter of 2010, Pollard recorded inventory write-downs of $1 representing an increase in the obsolescence reserves, and write-downs of $24 due to changes in foreign exchange rates. During the nine months ended September 30, 2010, Pollard recorded inventory write-downs

(In thousands of dollars, except for share amounts)

5. Inventories (continued):

of $20, representing an increase in the obsolescence reserves, and reversals of previously written-down amounts of $82 due to changes in foreign exchange rates.

6. Goodwill:

During the third quarter of 2010 the value of goodwill decreased $150 as a result of changes in foreign exchange rates (2009 – decrease $349). During the nine months ended September 30, 2010, the value of goodwill decreased $100 as a result of changes in foreign exchange rates (2009 – decrease $698).

7. Intangible assets:

September 30, 2010	Cost	Accumulated amortization	Net book value
Customer assets	$ 18,645	$ 6,012	$ 12,633
Patents	4,732	3,568	1,164
Assembled workforce	3,736	-	3,736
Computer software	229	228	1
Deferred development costs	400	41	359
	$ 27,742	$ 9,849	$ 17,893

December 31, 2009	Cost	Accumulated amortization	Net book value
Customer assets	$ 18,645	$ 5,139	$ 13,506
Patents	4,714	3,040	1,674
Assembled workforce	3,736	-	3,736
Computer software	229	195	34
Deferred development costs	376	-	376
	$ 27,700	$ 8,374	$ 19,326

Amortization of intangible assets in the third quarter of 2010 was $504 (2009 - $478) and for the nine months ended September 30, 2010 was $1,475 (2009 - $1,420).

Intangible assets includes the excess purchase price over the underlying carrying amount of the net assets acquired as at August 5, 2005 as part of the 26.7% of Pollard LP sold in conjunction with the Initial Public Offering.

(In thousands of dollars, except for share amounts)

8. Long-term debt:

	September 30, 2010	December 31, 2009
Term bank loan, interest of 4.06% to 6.70% payable monthly, maturing 2012	**$ 78,997**	$ 76,185
Deferred financing charges, net of amortization	**(630)**	(534)
	$ 78,367	$ 75,651

Included in the term bank loan balance is a U.S. dollar loan balance of US$23,300 ($23,300 Canadian equivalent).

Effective September 30, 2010, the Company's subsidiaries Pollard Holdings Limited Partnership and Pollard Holdings Inc. renewed their syndicated credit facility. The credit facility provides loans of up to $70,000 for its Canadian operations and up to US$25,000 for its U.S. subsidiaries. Borrowings under the credit facility bear interest at fixed and floating rates based on Canadian and U.S. prime bank rates, banker's acceptances or LIBOR. At September 30, 2010, the outstanding letters of credit drawn under the credit facility were $4,816.

Under the terms and conditions of the credit facility agreement Pollard is required to maintain certain financial covenants including working capital ratios, debt to income before interest, taxes, depreciation and amortization ratios and certain debt service coverage ratios. As at September 30, 2010, Pollard LP is in compliance with all financial covenants.

Pollard's credit facility is secured by a first security interest in all of the present and after acquired property of Pollard and its operating subsidiaries. The credit facility can be prepaid without penalties. Under the terms of the agreement, the credit facility is committed for a one year period, renewable October 31, 2011. If the credit facility is not renewed, the loans are repayable one year after the credit facility expiry date. As such, the credit facility has effectively a two year term expiring October 31, 2012.

Under the credit facility, Pollard is required to repay principal amounts on a quarterly basis, beginning July 1, 2011, of an amount to be calculated based on 50% of the prior quarter's Free Cash Flow. Free Cash Flow is defined as Adjusted EBITDA less interest and current income taxes. The requirement to repay certain principal amounts is waived when the debt to income before interest, taxes, depreciation and amortization ratio reaches certain target levels.

8. Long-term debt (continued):

Pollard Holdings, Inc. entered into one interest rate swap agreement effectively converting variable rate debt obligations in the amount of $14,778 (US$14,778) with underlying current floating rates of 0.25 percent plus applicable credit margin to a fixed rate of 2.95 percent plus applicable credit margin from August 31, 2010 to August 31, 2011.

9. Financial instruments:

The fair value of a financial instrument is the estimated amount that Pollard would receive or pay to terminate the instrument agreement at the reporting date. The following methods and assumptions were used to estimate the fair value of each type of financial instrument by reference to various market value data and other valuation techniques as appropriate.

The fair values of accounts receivable, loan to Pollard Equities Limited, accounts payable and accrued liabilities and dividends payable approximate their carrying values given their short-term maturities.

The fair value of the investment in leases approximate the carrying value as the interest rates implicit in the leases approximate rates for similar type instruments.

The fair value of the long-term debt approximates the carrying value due to the variable interest rate of the debt.

The fair value of the other long-term liabilities approximates the carrying value based on the expected settlement amount of these liabilities.

The fair value of foreign currency forward contracts is estimated utilizing market forward rates of exchange.

The fair value of the interest rate swap contracts is based on the amount at which they could be settled using current interest rates.

Certain financial instruments recorded at fair value on the balance sheet are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on the quoted prices observed in active markets for identical assets or liabilities

Level 2 - valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; other than quoted prices used in a valuation model that are observable for that instrument; and

(In thousands of dollars, except for share amounts)

9. Financial instruments (continued):

inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 - valuation techniques with significant unobservable market inputs

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

As at September 30, 2010, the cash recorded at fair value is classified as level one and interest rate swap contracts recorded at fair value in the consolidated balance sheet are classified as level two, of the fair value hierarchy.

10. Financial risk management:

Pollard has exposure to the following risks from its use of financial instruments:

Credit risk
Liquidity risk
Currency risk
Interest rate risk

Pollard's risk management polices are established to identify and analyze the risks, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The Audit Committee oversees how management monitors compliance with Pollard's risk management policies and procedures. The Audit Committee is assisted in its oversight role by Internal Audit, who undertakes regular reviews of risk management controls and utilizes the annual risk assessment process as the basis for the annual internal audit plan.

Credit risk

The following table outlines the details of the aging of Pollard's receivables and the related allowance for doubtful accounts:

	September 30, 2010	December 31, 2009
Current	**$ 15,873**	$ 12,693
Past due for 1 to 60 days	**2,331**	3,019
Past due for more than 60 days	**409**	825
Less: Allowance for doubtful accounts	**(121)**	(176)
	$ 18,492	$ 16,361

10. Financial risk management (continued):

Liquidity risk

Liquidity risk is the risk that Pollard will not be able to meet its financial obligations as they fall due. Pollard's approach is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. In addition, Pollard maintains committed credit facilities including up to $70,000 for its Canadian operations and up to US$25,000 for its U.S. subsidiaries. At September 30, 2010, the unused balance available for drawdown was $11,187.

Currency risk

Pollard sells a significant portion of its products and services to customers in the United States and to international customers where sales are denominated in U.S. dollars. In addition, a significant portion of its cost inputs are denominated in U.S. dollars. Pollard also generates a small amount of revenue in currencies other than the Canadian and U.S. dollar, primarily in Euros.

A 50 basis point strengthening/weakening in the foreign exchange rate between the Canadian and U.S. dollar would decrease/increase the income before income taxes due to changes in operating cashflow by $45 for the three months ended September 30, 2010 and $135 for the nine months ended September 30, 2010.

In addition, translation differences arise when foreign currency monetary assets and liabilities are translated at foreign exchange rates that change over time. As at September 30, 2010, the amount of financial liabilities denominated in U.S. dollars exceeds the amount of financial assets denominated in U.S. dollars by approximately $13,615. A 50 basis point weakening/strengthening in the value of the Canadian dollar relative to the U.S. dollar would result in a decrease/increase in net income of approximately $68.

Interest rate risk

Pollard is exposed to interest rate risk relating to its fixed and floating rate instruments. Fluctuation in interest rates will have an effect on the valuation and repayment of these instruments. As at September 30, 2010, Pollard had entered into an interest rate swap contract to fix the interest rates on approximately 19% of the long-term debt for a period of 11 months. This interest rate swap contract allows one of Pollard LP's subsidiaries to receive interest at floating rates and pay interest at a fixed rate.

A 50 basis point decrease/increase in interest rates would result in an increase/decrease in income before income taxes of $80 for the three months ended September 30, 2010 and $240 for the nine months ended September 30, 2010.

(In thousands of dollars, except for share amounts)

11. Share capital:

	September 30, 2010	December 31, 2009
Authorized:		
Unlimited common shares		
Unlimited preferred shares		
Issued:		
23,543,158 common shares	**$ 73,209**	$ 73,209
	$ 73,209	$ 73,209

Dividends are paid on the Common shares within 15 days of the end of each quarter and are fully discretionary, as determined by the Board of Directors of Pollard.

Capital Management:

Pollard's objectives in managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Pollard also strives to maintain an optimal capital structure to reduce the overall cost of capital.

In the management of capital, Pollard includes long-term debt, share capital and deficit, but excludes other comprehensive loss. The Board of Directors regularly monitors the levels of debt, equity and dividends.

Pollard monitors capital on the basis of funded debt to EBITDA, working capital ratio and debt service coverage. Pollard has externally imposed capital requirements as determined through its bank credit facility. Under the syndicated credit facility, Pollard has agreed not to pay dividends in excess of the current quarterly amount of $0.03 per share until the debt to income before interest, taxes, depreciation and amortization ratio is reduced to a certain level. As at September 30, 2010, Pollard is in compliance with all financial covenants.

On January 28, 2010, Pollard LP changed its dividend policy. Dividends of $0.01 per share were declared for the months of February, payable March 15, 2010, and March, payable April 15, 2010.

Following the Conversion, Pollard initiated a dividend rate of $0.03 per share per quarter. The dividend declared on May 5, 2010, to shareholders of record on June 30, 2010, for payment July 15, 2010, was $0.02 per share relating to the months of May and June. Prior to the Conversion, a dividend of $0.01 per share was paid on May 14, 2010, for the month of April.

On August 4, 2010, a dividend of $0.03 per share was declared, payable to shareholders of record on September 30, 2010.

(In thousands of dollars, except for share amounts)

11. Share capital (continued):

There were no other changes in Pollard's approach to capital management during the current period.

12. Accumulated other comprehensive loss:

	Three months ended September 30, 2010	Three months ended September 30, 2009	**Nine months ended September 30, 2010**	Nine months ended September 30, 2009
Translation of financial statements of self-sustaining foreign operations:				
Balance, beginning of period	**$ (2,054)**	$ (827)	**$ (2,188)**	$ 140
Unrealized gain (loss) on translation of financial statements of self-sustaining foreign operations	**(408)**	(977)	**(274)**	(1,944)
Balance, end of period	**(2,462)**	(1,804)	**(2,462)**	(1,804)
Derivatives designated as cash flow hedges:				
Balance, beginning of period	**(499)**	(2,303)	**(1,220)**	(2,536)
Unrealized gain (loss) on derivatives designated as cash flow hedges, net of income tax (reduction) of ($18) and ($63) (2009 – $82 and $182)	**(32)**	689	**(111)**	922
Amortization of de-designated hedges, net of income tax of $40 and $158	**275**	-	**1,075**	-
Balance, end of period	**(256)**	(1,614)	**(256)**	(1,614)
Total accumulated other comprehensive loss	**$ (2,718)**	$ (3,418)	**$ (2,718)**	$ (3,418)

13. Related party transactions:

During the third quarter Pollard paid rent of $676 (2009 - $398) to affiliates of Equities and $2,019 (2009 - $1,207) during the nine months ended September 30, 2010. During the third quarter, Equities paid Pollard $18 (2009 - $18) for accounting and administrative fees and $54 (2009 - $54) during the nine months ended September 30, 2010.

13. Related party transactions (continued):

At September 30, 2010, included in accounts payable and accrued liabilities is an amount owing to Equities and its affiliates of $698. At September 30, 2009, included in accounts payable and accrued liabilities is an amount recoverable from Equities and its affiliates of $251.

During the quarter ended June 30, 2010, Pollard disposed of a building and land in Kamloops, British Columbia to an affiliate of Equities for total proceeds of $2,900 resulting in a gain of $1,838. The selling price was based on appraised value as determined through an independent appraisal. Under certain circumstances if the affiliate of Equities re-sells the property to a third party for a price higher than $2,900, Pollard will receive additional proceeds up to a maximum of $200.

During the quarter ended June 30, 2009, Pollard disposed of a surplus building and land in Winnipeg, Manitoba to an affiliate of Equities for total proceeds of $3,400 resulting in a gain of $1,737. The selling price was based on the current fair market value as determined through an independent appraisal.

14. Facility closing:

On November 5, 2009, Pollard announced the closing of its Kamloops production facility effective February 28, 2010. In 2009 a facility closing reserve of $4,746 was incurred primarily representing employee severance and related fringe costs. The cash outlays related to the facility closing accrual will be expended, starting March 1, 2010, over a period of approximately two years, consistent with the terms of their salary and benefit continuance based on their individual weeks of severance.

As of September 30, 2010, Pollard had expended approximately $3,100 of the facility closing reserve.