



For Immediate Release

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VITERRA ANNOUNCES ITS FIRST QUARTER FINANCIAL RESULTS

Consolidated sales and other operating revenues for the first quarter of fiscal 2009 increased \$64.6 million to \$1.4 billion (2008 - \$1.3 billion), with sales increases reported in the Agri-products, Agri-food Processing, Livestock Feed and Services, and Financial Products segments.

EBITDA (consolidated earnings before interest, taxes, amortization, gain (loss) on disposal of assets, integration expenses – see Non-GAAP Financial Measures in Section 9) was a loss of \$6.4 million for the quarter, which included a fertilizer inventory writedown of \$28.1 million.

Excluding the writedown, consolidated EBITDA was \$21.7 million, which compares to \$81.3 million in the same quarter of 2008. A decision by farmers to defer fertilizer purchases to the spring and lower fertilizer margins, together with the impact of a decline in grain margins and volumes in the first quarter were the main reasons for the variance.

Viterra's first quarter net loss was \$33.0 million or \$0.14 per share, which compares to net earnings of \$41.2 million or \$0.20 per share in same three-month period of 2008. Excluding the fertilizer inventory writedown, Viterra's net loss for the quarter was \$13.6 million or \$0.06 per share.

“It is not unusual to record an operating loss in the first quarter, particularly if fall fertilizer applications do not materialize”, said President and Chief Executive Officer, Mayo Schmidt. “Even with the slow start this year, we expect a solid financial year in 2009. Farmers are now working closely with us to make sure they are positioned with the right products to plant a profitable crop in the spring. As such, we anticipate good demand for our agri-products and service offerings, particularly in our third quarter, which is the period in which we generate the bulk of our earnings.”

First Quarter Operating Highlights

- Viterra's grain shipments for the quarter ended January 31, 2009 were 3.8 million tonnes. This compares to 4.2 million tonnes for the comparable period in 2008. Canadian Wheat Board shipments were on par with last year, while open market products lagged the previous year's quarter, primarily due to timing. Management expects to see movement pick up substantially throughout the

remainder of the year, given the size of the 2008 crop and an increase of approximately 1 million metric tonnes of grain receipts that are expected to be made available to the industry.

- An important measure of the Company's performance in the Grain segment is market share, which is based on primary elevator receipts of the six major grains. Viterra's market share in the first quarter of 2009 was 44.1% compared to 41.5% in 2008.
- Gross margin per tonne was \$25.47 for the first quarter of 2009, in line with management's expectations of annual average margin per tonne of \$26. This quarter's margin per tonne compares to \$27.86 generated in the same quarter a year ago when more opportunities existed to extract premiums from the market due to commodity price volatility.
- In Viterra's Agri-products segment, sales and other operating revenues were \$186.2 million compared to \$166.0 million for the same three-month period of 2008, reflecting sales improvements in seed, crop protection products and equipment. While fertilizer sales were higher in the quarter, the increase reflects higher prices relative to the same period a year ago. As expected, fertilizer volumes were down quarter-over-quarter reflecting growers' decisions to delay fertilizer applications in the fall in anticipation of lower pricing as they moved toward the spring months.
- As anticipated and noted in its 2008 fourth quarter results, the Company wrote down \$28.1 million on its fertilizer inventory position as at January 31, 2009.
- The EBITDA loss in the Agri-products segment for the quarter was \$43.2 million including the writedown, compared to EBITDA of \$18.2 million in the first quarter of 2008.

Commenting on Viterra's core grain and agri-products operations, Mr. Schmidt said, "Results this quarter primarily reflect timing issues. Prospects for the remainder of the year are good. Viterra is situated in the heart of the Western Canadian growing region, where production reached a record high this past fall. We have a very large, good quality crop and the infrastructure and international presence to get the product to the destination. Market conditions also suggest that we may see more CWB movement this year, which would be positive for farmers, handlers and the industry as a whole.

In our Agri-products business, we recognize that much depends on the spring growing season. However, based on the level of prepayments and the increase in fertilizer volumes that we have experienced since the end of the quarter, we are certainly confident as we head into spring. Prices have begun to stabilize on most product lines and farmers are now taking product home. They understand all too well the logistic and supply challenges that can occur when fall purchases are pushed into the spring selling season. Viterra is working diligently with its suppliers to ensure

products are strategically positioned to meet the significant fertilizer demands that we expect to experience in the next two quarters.”

- Sales in the Agri-food Processing segment for the quarter were \$48.4 million, up \$5.3 million from the comparable period of 2008, reflecting higher average sales prices offset partially by lower sales volumes.
- EBITDA in the Agri-food Processing segment was \$2.5 million for the first quarter, up \$1.8 million from the same period last year. A number of marked-to-market adjustments for foreign exchange and commodity prices were reflected in both three-month periods.
- The Livestock Feed and Services segment generated sales of \$193.7 million for the three months ended January 31, 2009 which compares to \$119.2 million in the comparable period of 2008. The increase is primarily due to the contributions from feed manufacturing plants that Viterra acquired during fiscal 2008. Segment EBITDA for the quarter was \$9.2 million, compared to EBITDA of \$5.3 million for the same period of the prior year.
- For Viterra’s Financial Products segment, EBITDA was \$2.1 million in the first quarter of 2009 compared to EBITDA of \$1.1 million for the same three-month period of 2008.
- Consolidated operating, general and administration expenses (“OG&A”), net of synergies, increased by \$26.6 million from the same three-month period last year, a reflection of a number of initiatives undertaken by the Company to position it for the future. The increase reflects:
 - OG&A expenses associated with the addition of three feed manufacturing plants that were acquired part way through fiscal 2008;
 - costs related to several growth initiatives including the enhancement of our information technology systems and start-up expenses related to the International Grain division;
 - an increase in repair and maintenance expenditures that were necessary to bring a number of assets that were acquired from Agricores United up to Viterra’s quality standards; and
 - an increase in wages and salaries across Viterra that reflects the Company’s new five-year collective bargaining agreement, a new incentive plan for employees and the implementation of a common compensation platform that aligned salaries and eliminated wage inequities that existed between the predecessor companies.
- Viterra’s balance sheet remains one of the strongest in the industry with a total debt to capital ratio of 25% at January 31, 2009, which compares to 38% at the same time a year ago.

- During the quarter, the Company renewed its grain volume insurance program for fiscal 2009 securing coverage of up to \$60 million to protect against production declines in the western Canadian market.
- The Company achieved a total of \$121 million in synergies related to the acquisition and integration of Agricores United, which represents both a full run rate of synergies and the final report to shareholders on these numbers.

Based on current industry projections, fiscal 2009 industry receipts are estimated to be 32 to 33 million tonnes for the six major grains, up approximately 1 million tonnes from last year. Record farm incomes in 2008 and relatively strong grain and oilseed prices are positive indicators for the Agri-products segment for 2009. Soil nutrient levels have been depleted over the last number of years and the record production of the 2008 crop only contributed further to this depletion. Replenishing soil nutrient levels is essential to maximizing yields. An important indicator for the spring selling season is agri-products prepayments, which totaled \$242.2 million at the end of the quarter, a positive sign that producers intend to maximize their plantings during the upcoming growing season.

Viterra will be hosting a conference call for interested parties on March 11, 2008 at 1:00 p.m. Toronto time, 11:00 a.m. Regina time to discuss its First Quarter Financial Report. Details are available on Viterra's website, under Newsroom at www.viterra.ca.

Certain statements in this news release are forward-looking statements and reflect Viterra's expectations regarding future results of operations, financial condition and achievements. All statements that address activities, events or developments that Viterra or its management expects or anticipates will or may occur in the future, including such things as growth of its business and operations, competitive strengths, strategic initiatives, planned capital expenditures, plans and references to future operations and results, critical accounting estimates and expectations regarding future capital resources and liquidity of the Company and such matters, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance and achievements of Viterra to be materially different from any future results, performance and achievements expressed or implied by those forward-looking statements. A number of factors could cause actual results to differ materially from expectations. These factors and assumptions are further detailed in Viterra's First Quarter Financial Report.

Viterra Inc. is Canada's leading agribusiness, with extensive operations and distribution capabilities across Western Canada, and with operations in the United States, Japan, and Singapore. The Company is diversified into sales and services of crop inputs and equipment, grain handling and marketing, livestock feed and services, agri-food processing and financial products. These operations are complemented by value-added businesses and strategic alliances which allow Viterra to leverage its

pivotal position between Prairie farmers and destination customers. The Company's common shares are listed on the Toronto Stock Exchange under the symbol VT.

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Audio webcast:

<http://events.onlinebroadcasting.com/viterra/031109/index.php>

VITERRA

FIRST QUARTER FINANCIAL REPORT – JANUARY 31, 2009 MANAGEMENT’S DISCUSSION AND ANALYSIS

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1. RESPONSIBILITY FOR DISCLOSURE

Management's Discussion and Analysis ("MD&A") was prepared based on information available to Viterra Inc. (referred to herein as Viterra or the "Company") as of March 11, 2009. Management prepared this report to help readers interpret Viterra's consolidated financial results for the three months ended January 31, 2009 and January 31, 2008.

To support the discussion, this report includes information with respect to the agri-business industry, the markets in which the Company operates and any trends that may impact operating and financial performance into the future. This report should be read in conjunction with Viterra's 2008 Annual Financial Review and the 2008 Annual Information Form, which are available on Viterra's website at www.viterra.ca, as well as on SEDAR's website at www.sedar.com, under Viterra Inc.

This MD&A, the unaudited Consolidated Balance Sheet, Statement of Earnings (Loss), Statement of Cash Flows, Statement of Comprehensive Income (Loss), Statement of Shareholders' Equity and Notes to the Consolidated Financial Statements have been prepared in accordance with Canadian GAAP and are presented in Canadian dollars unless specifically stated to the contrary.

2. COMPANY OVERVIEW

Viterra is a vertically integrated Canadian agri-business engaged in a number of distinct but interrelated businesses. Founded in 1924, the Company serves western Canadian farmers and markets commodities and food products around the world. Viterra is Canada's leading agri-business, with extensive operations and distribution capabilities across Western Canada as well as operations in the United States ("U.S."), Japan and Singapore.

As a major participant in the value-added agri-food supply chain, Viterra's core businesses are diversified among five segments: Agri-products sales and services, Grain Handling and Marketing, Livestock Feed and Services, Agri-food Processing and Financial Products. Geographically, Viterra's operations are diversified across Western Canada, through the south central United States, Japan, and Singapore, with plans to open an office in Geneva in April 2009. Viterra participates in fertilizer manufacturing through its 34% ownership in Canadian Fertilizers Limited ("CFL"), oat milling through Can-Oat Milling ("Can-Oat") and malt processing through its interest in Prairie Malt Limited. Viterra is also involved in other commodity-related businesses through strategic alliances and supply agreements with domestic and international grain traders and food processing companies. The Company markets commodities directly to customers in more than 50 countries.

Viterra's shares trade on the Toronto Stock Exchange ("TSX") under the symbol "VT".

3. SUMMARY AND ANALYSIS OF CONSOLIDATED RESULTS

Selected Consolidated Financial Information <i>(in thousands - except percentages and per share amounts)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
Sales and other operating revenues	\$ 1,381,741	\$ 1,317,142	\$ 64,599
Gross profit and net revenues from services	\$ 124,128	\$ 185,228	\$ (61,100)
Operating, general and administrative expenses	(130,533)	(103,958)	(26,575)
EBITDA	(6,405)	81,270	(87,675)
Amortization	(26,178)	(25,522)	(656)
EBIT	(32,583)	55,748	(88,331)
Integration expenses	(1,676)	(6,619)	4,943
Gain (loss) on disposal of assets	(245)	2,109	(2,354)
Financing expenses	(9,250)	(13,343)	4,093
	(43,754)	37,895	(81,649)
Recovery of (provision for) corporate taxes			
Current	(129)	(5,740)	5,611
Future	10,933	9,062	1,871
Net earnings (loss)	\$ (32,950)	\$ 41,217	\$ (74,167)
Earnings (loss) per share	\$ (0.14)	\$ 0.20	\$ (0.34)

Consolidated sales and other operating revenues for the first quarter of fiscal 2009 increased \$64.6 million to \$1.4 billion (2008 - \$1.3 billion), with sales increases reported in the Agri-products, Agri-food Processing, Livestock Feed and Services, and Financial Products segments.

EBITDA (consolidated earnings before interest, taxes, amortization, gain (loss) on disposal of assets, integration expenses) was a loss of \$6.4 million for the quarter, which included a fertilizer inventory writedown of \$28.1 million. Excluding the writedown, consolidated EBITDA was \$21.7 million, a decrease of \$59.6 million compared to the same quarter of 2008. Slow fall fertilizer sales and lower fertilizer margins, together with the impact of an anticipated decline in grain margins and volumes were the main reasons for the quarter over quarter variance. Further information on segment performance is described in Section 4 “Segment Results”.

Amortization for the three months ended January 31, 2009 was \$26.2 million, in line with the \$25.5 million recorded in the same three-month period in 2008.

Financing expenses were \$9.3 million for the quarter. This is net of \$3.4 million of interest income and a \$1.0 million Canadian Wheat Board (“CWB”) carrying charge recovery. Financing expenses were \$13.3 million in the same period of 2008, net of \$1.2 million of interest income and a \$1.6 million CWB carrying charge recovery. After adjusting for interest income and recoveries, financing expenses decreased by \$2.4 million to \$13.7 million in 2009. This decrease is mainly due to decreased levels of short-term borrowings and lower interest rates associated with the Company’s debt facilities.

Viterra recorded a net corporate income tax recovery of \$10.8 million in the three-month period ended January 31, 2009, compared to a net corporate income tax recovery of \$3.3 million in the same period of 2008.

The effective tax rate for the first quarter was 24.7%, compared to -8.8% for the same period last year. The current quarter effective tax rate differs from the Canadian statutory rate of 31% due to a variety of factors including the change in future tax rates applied to different tax assets and tax liabilities as well as the effect of foreign income tax rates differing from Canadian income tax rates. Due to Viterra's loss carry-forwards, current taxes largely reflect the current taxes of the Company's subsidiary operations and in the three-month period ended January 31, 2009 these decreased by \$5.6 million to \$0.1 million.

Viterra's first quarter net loss was \$33.0 million or \$0.14 per share, which compares to net earnings of \$41.2 million or \$0.20 per share in same three-month period of 2008.

3.1 SELECT QUARTERLY INFORMATION

Select Quarterly Financial Information									
For the quarters ended									
(Millions - except per share amounts)									
(Unaudited)									
	January 31, 2009 Q1	October 31, 2008 Q4 ²	July 31, 2008 Q3 ²	April 30, 2008 Q2 ²	January 31, 2008 Q1 ²	October 31, 2007 Q5 ^{2,3}	July 31, 2007 Q4 ^{1,3}	April 30, 2007 Q3	
Sales and other operating revenues	\$ 1,381.7	\$ 1,716.8	\$ 2,218.2	\$ 1,525.4	\$ 1,317.1	\$ 1,285.9	\$ 1,400.2	\$ 401.5	
Net earnings (loss)	\$ (33.0)	\$ 46.8	\$ 166.7	\$ 33.6	\$ 41.2	\$ 0.9	\$ 98.5	\$ 9.2	
Basic and Diluted earnings (loss) per share	\$ (0.14)	\$ 0.20	\$ 0.71	\$ 0.16	\$ 0.20	\$ -	\$ 0.58	\$ 0.10	

¹ Includes consolidation of results of AU from May 29, 2007, the date of acquisition

² Includes consolidation of results of AU for the entire quarter

³ As restated

The Company's earnings follow the seasonal pattern of prairie grain production. Activity peaks in the spring as new crops are sown and in the fall as mature crops are harvested. The volume of grain shipments are relatively stable through the quarters, but can be influenced by destination customer demand, the CWB's export program, and producers' marketing decisions which in turn are driven by commodity price expectations, harvest pressures and cash flow requirements. The level of grain receipts each quarter also depends on these factors.

Sales of Viterra's Agri-products peak in May through July, corresponding with the growing season, supplemented by additional crop nutrient sales in the late fall, should weather permit. Although relatively steady throughout the year, sales in the Livestock Feed and Services segment tends to peak during the winter months as feed consumption increases. In the Agri-food Processing segment, earnings are more fluid with continuous demand for products throughout each quarter. Financial Products agency fees follow the related pattern of sales in the underlying activity in Agri-products and Livestock Feed and Services segments.

4. SEGMENT RESULTS

4.1 GRAIN HANDLING AND MARKETING

In the Grain Handling and Marketing segment, Viterra actively buys grain and oilseeds from farm customers throughout the year. Viterra tests the commodities for quality and cleans, dries and blends them in preparation for shipping. Viterra earns a margin for these services. Volumes, quality and export demand are key drivers in this business. Viterra markets open market grains and oilseeds directly to destination customers and buys and sells CWB grains as an Agent and Accredited Exporter of the CWB.

Grain Handling and Marketing <i>(in thousands - except percentages & margins)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
Gross profit and net revenues from services	\$ 96,064	\$ 115,694	\$ (19,630)
Operating, general and administrative expenses	(48,139)	(42,639)	(5,500)
EBITDA	47,925	73,055	(25,130)
Amortization	(10,121)	(10,343)	222
EBIT	\$ 37,804	\$ 62,712	\$ (24,908)
Operating Highlights			
Total sales and other operating revenues	\$ 964,030	\$ 988,732	\$ (24,702)
[A] Industry receipts - six major grains (tonnes)	8,181	8,681	(500)
Industry shipments - six major grains (tonnes)	7,981	8,791	(810)
[B] Primary elevator receipts (tonnes) *	3,611	3,603	8
Primary elevator shipments (tonnes)	3,772	4,153	(381)
Six Major Grains	3,611	3,843	(232)
Industry terminal handle - six major grains (tonnes)	5,505	5,348	157
Port Terminal receipts (tonnes)	2,087	2,428	(341)
Vancouver	1,203	1,284	(81)
Thunder Bay	600	609	(9)
Prince Rupert Grain (Company share)	284	535	(251)
Market share (%) - Country Receipts * [B]/[A]	44.1%	41.5%	2.6 pt
Margin (\$ per grain tonne shipped)	\$ 25.47	\$ 27.86	\$ (2.39)
Licensed storage capacity (tonnes) **			
- Industry	5,312	5,270	0.8%
- Company	1,868	1,881	(0.7%)
Inventory turns (shipments divided by capacity) ¹			
- Industry	6.01 x	6.67 x	(0.66) x
- Company	8.08 x	8.83 x	(0.75) x

¹ This ratio is annualized to be a more meaningful measure

* Represents six major grains

** CGC's Dec. 28, 2007 edition of Grain Elevators in Canada - updated to include new builds, expansions and closures

4.1.1 Industry Shipments

Shipments in any given fiscal year are dependant upon production levels and carry-out stocks from the prior year. Grain flows can fluctuate somewhat in the first quarter depending on global demand, crop size, prices of competing commodities, as well as the factors noted in section 4.1. During the first quarter of 2009, these factors affected the volumes available to the industry. In addition, year-over-year exports were down, in part, due to the lack of feed barley exports. Canadian feed barley exports were nearly 1 million tonnes lower than 2008 figures. Competing regions such as the Black

Sea and Australia have been aggressive sellers in the global feed barley market. As a result, industry shipments for the three months ended January 31, 2009 declined by 9.2% compared to the first quarter of 2008.

4.1.2 Viterra Shipments

Viterra's shipments for the quarter ended January 31, 2009 were 3.8 million tonnes. This compares to 4.2 million tonnes for the comparable period in 2008. Viterra shipped 1.8 million tonnes of CWB grains during the quarter, on par with the comparable period last year. Open market grain shipments decreased by 0.5 million tonnes. Based on receipts, the split between CWB and open market grains for the quarter was 53/47 compared to 48/52 for the first quarter of 2008.

For open market grains, last year's volumes included a number of feed barley shipments that were executed based on contracts which were secured during the temporary de-regulation of the CWB barley program. As such, they were included as open-market grains. This year, canola movement has been strong while pea exports have been slower than last year, primarily due to timing. After being generally absent from the export market in the first quarter, India has recently re-emerged as a major importer of peas.

An important measure of the Company's performance in this segment is market share, which is based on primary elevator receipts of the six major grains. Viterra's market share in the first quarter of 2009 was 44.1% compared to 41.5% in 2008.

At port terminal position, industry receipts were up 2.9% quarter-over-quarter, while Viterra's port terminal receipts declined by 14%. Viterra made a conscious decision to temporarily hold off on certain sales contracts as it assessed the impact of global economic conditions on certain customers' ability to pay. Viterra has reviewed its counterparty risk and is comfortable no material issues exist at this time.

The higher proportion of CWB grains this year also had an impact on the Company's port volumes as the CWB diverted a portion of Viterra originated grain to Alliance Grain Terminal in Vancouver resulting in lost pipeline efficiencies, lower terminal volumes and revenue.

Gross margin per tonne was \$25.47 for the first quarter of 2009, in line with management expectations. This compares to \$27.86 per tonne in the same quarter a year ago. This decrease mainly reflects:

- lower terminal handling volumes;
- less merchandising and blending opportunities because of higher quality and lower commodity prices;
- fewer opportunities to extract premiums from the market due to less volatility and lower commodity prices; and
- a higher percentage of CWB grains

Incremental earnings associated with the Company's interest in Prince Rupert Grain were \$0.5 million for the first quarter of 2009 (contribution of \$0.12 per tonne) compared to \$2.3 million (contribution of \$0.56 per tonne) for the same period last year. Volumes at the Prince Rupert terminal were down 46.9% from the same three-month period last year, primarily reflecting slower CWB movement through that port.

The following table demonstrates comparable commodity prices year-over-year:

Select Commodity Prices Per Tonne	Opening		Closing	Increase (Decrease)	Opening		Closing	10 Year Average
	Oct 31 2007	Jan 31 2008	Jan 31 2008		Oct 31 2008	Jan 31 2009	Increase (Decrease)	
Wheat (No.1 CWRS 11.5%)	\$ 290.00	\$ 354.00	\$ 354.00	\$ 64.00	\$ 292.00	\$ 287.00	\$ (5.00)	\$ 196.00
Feed Barley (No.1 Feed, Lethbridge)	\$ 183.00	\$ 208.00	\$ 208.00	\$ 25.00	\$ 171.00	\$ 146.00	\$ (25.00)	\$ 134.00
Oats (US No.2, CBoT nearby (US Dollars))	\$ 186.00	\$ 213.00	\$ 213.00	\$ 27.00	\$ 150.00	\$ 126.00	\$ (24.00)	\$ 152.00
Flax (No.1 CW, I/S Thunder Bay)	\$ 536.00	\$ 673.00	\$ 673.00	\$ 137.00	\$ 496.00	\$ 505.00	\$ 9.00	\$ 333.00
Canola (No.1 Canada, I/S Vancouver)	\$ 432.70	\$ 548.30	\$ 548.30	\$ 115.60	\$ 413.00	\$ 433.00	\$ 20.00	\$ 312.00
Peas (Producer Price, FOB plant)	\$ 248.00	\$ 340.00	\$ 340.00	\$ 92.00	\$ 220.00	\$ 224.00	\$ 4.00	\$ 160.00

Source: 10 year Average from Agriculture and Agrifood Canada
Canadian Wheat Board Pool Return Outlook (No.1 CWRS 11.5% PRO) and Company Reports

OG&A expenses for the Grain Handling and Marketing segment increased by \$5.5 million for the first quarter of 2009, relative to the comparable period of the prior year. The increase primarily reflects additional wages, salaries and short-term incentive accruals associated with a new five-year collective bargaining agreement with the Grain Services Union ("GSU"), as well as costs related to the Company's employee share purchase plan, which was implemented in June 2008. Increased expenses also reflect the addition of a new International Grain division that was established in the latter part of 2008.

Lower grain handling volumes and margins, together with higher OG&A expenses, resulted in EBITDA of \$47.9 million for the first quarter of 2009, compared to \$73.1 million in the same period last year.

During the quarter, Viterra finalized its grain volume insurance program for the 2009 crop. The program provides up to \$60 million in coverage for reductions in grain production due to drought or other weather related events. Partial insurance payments are receivable if grain production decreases by more than about 25% and a full payout is available if production decreases by more than 40%.

4.2 AGRI-PRODUCTS

Agri-products <i>(in thousands - except percentages)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
Gross profit and net revenues from services	\$ (8,641)	\$ 47,101	\$ (55,742)
Operating, general and administrative expenses	(34,605)	(28,915)	(5,690)
EBITDA	(43,246)	18,186	(61,432)
Amortization	(11,273)	(11,308)	35
EBIT	\$ (54,519)	\$ 6,878	\$ (61,397)
Operating Highlights			
Sales and other operating revenues	\$ 186,172	\$ 165,946	\$ 20,226
Fertilizer *	\$ 169,718	\$ 155,418	\$ 14,300
Crop Protection	\$ 2,971	\$ 1,842	\$ 1,129
Seed	\$ 1,928	\$ 784	\$ 1,144
Equipment sales and other revenue	\$ 11,555	\$ 7,902	\$ 3,653
Margin (% of Sales)	-4.6%	28.4%	(33.0 pt)

* Consolidated sales from wholesale and retail operations

Viterra currently operates 253 ag-retail facilities located across Western Canada and holds a 34% investment in CFL, a nitrogen fertilizer manufacturing plant in Medicine Hat, Alberta. The Company is entitled to receive 34% of approximately 1.5 million tonnes of merchantable product, split equally between granular urea and anhydrous ammonia (“NH₃”).

Retail sales of agri-products are seasonal and correlate directly to the life cycle of the crop. Historically, the Company averages only 9% of its agri-products sales during the first quarter of the fiscal year and receives pre-purchase payments from customers for the spring agri-products. This year, fall sales were slow due to decisions to hold off on fertilizer purchases in anticipation of falling prices.

During the quarter, producers also evaluate the performance of their seed from the previous harvest and the condition of their soil in order to determine what crops they intend to plant in the spring. Seed bookings, prepayments and discussions with customers across Western Canada indicate that the upcoming seeded acreage will likely be similar to the 2008 crop. Viterra retail customer prepayments totaled \$242.2 million at January 31, 2009, which compares to \$276.9 million at the same time the previous year.

Sales and other operating revenues for the Agri-products segment during the first quarter were up from the prior year, increasing by \$20.2 million to \$186.2 million compared to \$166.0 million for the same three-month period of 2008.

Average pricing across all major fertilizer nutrients were up approximately 31% from the same three-month period of 2008 and was the primary reason for the \$14.3 million fertilizer sales increase during the quarter. Fertilizer volumes were down approximately 15.7% quarter-over-quarter. Given volatile and declining fertilizer prices, Viterra believes many producers chose to defer their fall fertilizer purchases into spring.

Seed sales during the first quarter were \$1.9 million, an increase of \$1.1 million over the \$0.8 million reported in the three months ended January 31, 2008. Sales increases reflect higher forage sales as well as increased demand for canola and wheat seed varieties.

Sales of the Company's crop protection products increased \$1.1 million in the first quarter to \$3.0 million. The increase is due mainly to timing. Producers purchased glyphosates and dicots (weed control products) earlier than in previous years because of uncertainty of world supplies of these products.

Equipment sales and other revenue increased by \$3.7 million to \$11.6 million. The increase for the first quarter of 2009 reflects stronger storage bin sales, an indication of the record 2008 harvest as well as grower decisions to store more grain on-farm in the first quarter. Higher equipment sales were partially offset by lower custom applications and NH₃-related services revenue due to reduced fertilizer demand.

The segment had a gross margin loss of \$8.6 million for the first quarter of 2009, compared to gross margin of \$47.1 million for the comparable period of the prior year, which includes an inventory writedown of \$28.1 million on the Company's fertilizer inventory as at January 31, 2009. In accordance with GAAP, management estimates the value of its inventory each period at the lower of cost and net realizable value. Gross margin in 2009 also included a \$3.2 million realized loss and a \$3.5 million marked-to-market unrealized loss on the Company's natural gas hedging program (as part of the Company's risk management process, it manages its exposure to natural gas costs incurred in the manufacture of nitrogen fertilizer through its ownership of CFL), a reflection of lower natural gas prices during the period. Excluding the inventory writedown and hedging loss, the net decrease in gross margin compared to the same quarter of 2008 was \$20.9 million. The decrease in fertilizer volumes and lower fertilizer margins were the primary reasons for the variance. In addition, last year's first quarter results included price appreciation that was realized on lower cost fertilizer.

OG&A expenses increased by \$5.7 million for the first quarter of 2009 to \$34.6 million. Incremental expenses for wages and salaries related to the Company's new five-year collective bargaining agreement as well as costs associated with the new employee share purchase plan, which was implemented in June 2008, were the primary reasons for the increase.

The EBITDA loss for the quarter was \$43.2 million compared to EBITDA of \$18.2 million in the first quarter of 2008. It is important to note that it is not unusual for this segment to record a loss in the first quarter, particularly when fall applications do not materialize.

4.3 AGRI-FOOD PROCESSING

Agri-food Processing	Actual Three Months ended January 31,		Better (Worse)
<i>(in thousands - except percentages and margins)</i>	2009	2008	
Gross profit and net revenues from services	\$ 4,515	\$ 2,317	\$ 2,198
Operating, general and administrative expenses	(1,997)	(1,586)	(411)
EBITDA	2,518	731	1,787
Amortization	(1,468)	(1,445)	(23)
EBIT	\$ 1,050	\$ (714)	\$ 1,764
Operating Highlights			
Sales and other operating revenues	\$ 48,441	\$ 43,175	\$ 5,266
Tonnes sold	70	85	(15)
Margin per tonne	\$ 64.50	\$ 27.26	\$ 37.24

Viterra's significant interests in Agri-food Processing include its Can-Oat division, one of the world's largest industrial oat millers, with plants in Portage la Prairie, Manitoba, Martensville, Saskatchewan, and Barrhead, Alberta, and a 42.4% interest in Prairie Malt Limited, a single-site malting plant located at Biggar, Saskatchewan.

Can-Oat is an established market leader in industrial oat supply and the supplier of choice for many North American food manufacturers. For the oat milling business, yield is a significant factor in profitability. In an average year, it takes 1.6 tonnes of raw oats to produce one tonne of oat ingredients. The quality of raw oats has the largest impact on yield. Oats are priced in U.S. dollars and the world feed grain market predominantly drives prices. As a result, foreign exchange rates can impact margins and Can-Oat employs currency hedging practices to protect margins. The price of finished goods moves up and down with the price of oats.

In Viterra's malt business, reliable quality is a key factor in maintaining sales relationships with international customers. Only high-quality malt barley is selected for the malting process so crop quality can affect supply and increase production costs. For Prairie Malt, energy consumption, labour and yield maximization (the amount of malt produced from a tonne of barley) are key production drivers. Natural gas is also a key factor in production; thus gas prices can affect margins. Since sales are priced in U.S. dollars, Prairie Malt reduces the impact of foreign currency fluctuations by engaging in currency hedging activities.

Sales in the Agri-food Processing segment for the quarter were \$48.4 million, up \$5.3 million from the comparable period of 2008. The increase reflects higher average sales prices during the quarter for both oats and malt, offset partially by lower sales volumes. The decline in volumes reflects slower export sales to South America and the U.S., partly due to timing issues. As well Australia harvested a large good quality oat crop in 2008 which has increased the world's oat supply and increased competitiveness.

Gross margin in the first quarter of 2009 increased by \$2.2 million to \$4.5 million compared to the same three-month period of 2008. Marked-to-market adjustments for foreign exchange and commodity prices resulted in the recognition of a \$2.0 million gain in Can-Oat's gross margin during the quarter, which compares to a negative adjustment of \$5.3 million recorded in the same three-month period of 2008. The \$2.0 million gain in Can-Oat's gross margin was offset by a \$2.5 million foreign exchange loss that Prairie Malt recorded during the quarter.

Excluding the above adjustments, operating margins otherwise decreased by \$2.6 million compared to the same three-month period of 2008. The lower operating margins reflect reduced volumes and a lower proportion of higher valued finished products such as oat bran in the sales mix, offset partially by improved yields at Can-Oat. Can-Oat's yield factor for the first quarter of 2009 was 1.597, compared to 1.606 in the same quarter of 2008. This reflects a 0.6% reduction in the amount of raw oats used in its production.

OG&A expenses were up \$0.4 million in the first quarter of 2009, compared to the same three-month period of 2008 due to higher expenses at Can-Oat.

Segment EBITDA was \$2.5 million for the first quarter, up \$1.8 million from the same period last year. Excluding the above-noted adjustments, EBITDA decreased by \$3.0 million.

4.4 LIVESTOCK FEED AND SERVICES

Livestock Feed and Services <i>(in thousands - except percentages and margins)</i>	Actual Three Months ended January 31, 2009		2008	Better (Worse)
Gross profit and net revenues from services	\$ 28,451	\$ 18,001		\$ 10,450
Operating, general and administrative expenses	(19,209)	(12,695)		(6,514)
EBITDA	9,242	5,306		3,936
Amortization	(3,000)	(2,321)		(679)
EBIT	\$ 6,242	\$ 2,985		\$ 3,257
Operating Highlights				
Feed sales <i>(tonnes)</i>	560	444		116
Feed sales and other operating revenues	\$ 193,698	\$ 119,197		\$ 74,501
Non-feed sales and other operating revenues	\$ 3,615	\$ 8,149		\$ (4,534)
Feed margin <i>(\$ per feed tonne sold)</i>	\$ 50.62	\$ 42.89		\$ 7.73
Non-feed gross profit and net revenue from services	\$ 103	\$ (1,042)		\$ 1,145

This segment formulates and manufactures feed and feed ingredients for swine, dairy and beef cattle, poultry and other specialty feeds from six feed mills and three pre-mix facilities across Western Canada and at six feed mill locations in Texas, New Mexico and Oklahoma in the U.S. The key driver in the profitability of feed manufacturing is volume, since feed sales prices typically fluctuate in response to the underlying cost of ingredients. Margins remain relatively consistent year-over-year, with average annualized margins of about \$41 to \$43 per tonne. However, there can be some seasonal variability in the U.S. market, with lower margins generated in the

spring when the sales product mix shifts to lower margin products aimed at commercial feedlots.

Feed sales of \$193.7 million for the three months ended January 31, 2009 compared with feed sales of \$119.2 million in the comparable period of 2008. The increase is primarily due to the Company's acquisition of Sunrise Feeds LLC, a U.S. manufacturer and retailer of beef, horse and other animal feed and pasture supplements, V-S Feed and Agri-Supplies Ltd. in Alberta, and Gore Bros., Inc. and Gore's Trucking, Inc. These transactions were completed during the second quarter of 2008, therefore last year's first quarter results did not include these acquisitions.

Gross profit on feed for the quarter was \$28.4 million (\$50.62 per tonne) compared to \$19.0 million (\$42.89 per tonne) in the prior comparable period of 2008. Higher gross profit in the most recent three-month period is primarily a result of more U.S. sales (a result of the acquisitions mentioned above) and a weaker Canadian dollar.

OG&A expenses for the quarter were \$19.2 million, \$6.5 million higher than the first quarter of 2008 reflecting the addition of costs associated with the acquisitions described above.

EBITDA for the quarter was \$9.2 million, compared to EBITDA of \$5.3 million for the same comparable period of the prior year.

4.5 FINANCIAL PRODUCTS

Financial Products <i>(in thousands except percentages)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
Gross profit and net revenues from services	\$ 3,739	\$ 2,115	\$ 1,624
Operating, general and administrative expenses	(1,592)	(995)	(597)
EBITDA	2,147	1,120	1,027
Amortization	(105)	(105)	-
EBIT	\$ 2,042	\$ 1,015	\$ 1,027
Sales and other operating revenues	\$ 3,739	\$ 2,031	\$ 1,708

Through both Viterra Financial™ and Unifeed Financial®, the Company acts as an agent of a Canadian Schedule I chartered bank. Viterra Financial extends unsecured trade credit at competitive rates to the Company's Agri-products customers. Unifeed Financial offers secured loans to customers to primarily purchase feeder cattle and a small number of feeder hogs, as well as related feed inputs, with terms that do not require payment until the livestock is sold. The Company directly manages the customer relationship and receives a fee for performing front-end credit reviews and management services. In addition to these credit programs, this segment also offers other ancillary financial and risk management products to producers as well as a new carbon credit program in Alberta in which Viterra purchases and aggregates carbon offset credits from producers that use reduced or no-till farming practices (that reduce

greenhouse gas emissions). Viterra has a long-term agreement to supply these carbon offset credits to ENMAX Energy Corporation.

The profitability of this segment relates to the level, duration and quality of credit in a given period, which, in turn, is influenced by crop input and feed prices, farm income levels and interest rates.

Gross profit of \$3.7 million in Financial Products relates to fees generated by Viterra Financial and Unifeed Financial during the quarter. This compares to gross profit of \$2.1 million for the same period last year. The increase reflects a larger loan portfolio value in 2009.

OG&A expenses of \$1.6 million increased by \$0.6 million in the first quarter of 2009 compared to the same period of 2008 and is due to additional wages and benefits incurred to support the new carbon credit program and business development initiatives.

EBITDA was \$2.1 million in the first quarter of 2009 compared to EBITDA of \$1.1 million for the same three-month period of 2008.

4.6 CORPORATE EXPENSES

Corporate Expenses <i>(in thousands)</i>	Actual Three Months ended January 31,		Better <i>(Worse)</i>
	2009	2008	
Operating, general and administrative expenses	\$ (24,991)	\$ (17,128)	\$ (7,863)
Amortization	(211)	-	(211)
EBIT	\$ (25,202)	\$ (17,128)	\$ (8,074)

Corporate expenses of \$25.0 million in 2009 (2008 - \$17.1 million) primarily reflect an increase to the directors' compensation program, the impact of a higher share price on the costs related to the Company's long-term incentive plan, additional external consulting expenses and increased program funding for the Western Farm Leadership Council. In addition, wages, salaries, and short-term incentive accruals have increased to reflect the Company's new five-year collective bargaining agreement, together with costs associated with its employee share purchase plan, which was implemented in June 2008. Corporate synergies of approximately \$4.0 million were reflected in both three-month periods.

5. OUTLOOK

In addition to other sections of the Company's report, this section contains forward-looking information and actual outcomes may differ materially from those expressed or implied therein. For more information, please see "Forward-Looking Information" on page 29 of this report.

The December 4, 2008 Statistics Canada final production estimate revealed that western Canadian producers harvested a record 12.5 million tonnes of canola and a record 3.6 million tonnes of dry peas. Production of the six major crops is up over 25% from last year to a record 57.7 million tonnes. Based on yield reports, there is the potential for the crop to be even larger than estimated by Statistics Canada. The record crop, coupled with a lackluster export program in the first quarter of 2009 has resulted in increased on-farm stocks. Statistics Canada estimates on-farm stocks as at December 31, 2008 are 10 million tonnes higher than last year. According to the Canadian Grain Commission, Canadian grain exports for the first five months of the crop year (August to December) were down almost 870,000 tonnes.

While the overall CWB export program for all wheat, durum and malt barley is on par with the levels experienced last year, Canadian feed barley exports have lagged last year as previously noted. Pea exports were slow in the first quarter but have since picked up and, as a result, are expected to be only slightly lower than 2008 levels. Canola exports are on a record pace, up approximately 25% from last year.

Going forward, fiscal 2009 industry receipts are projected to be 32 to 33 million tonnes for the six major grains, up approximately 1 million tonnes from last year. This would not include any additional CWB movement that may occur if market conditions remain favourable. Depending on final shipments, the record production of 2008 may not necessarily translate into proportionately higher grain handling volumes in fiscal 2009. Management expects an increase of carry-out stocks into the following crop year, which should supplement future grain handling volumes in years where production may be below or on average.

Record farm incomes in 2008 and relatively strong grain and oilseed prices are positive indicators for the Agri-product segment for 2009. Even though there is some uncertainty among growers about which crops to grow, given the volatility of world commodity prices, producers appear to be cautiously optimistic. The expectation is that canola acreage will remain at least consistent with 2008 record levels. Industry participants project canola acreage for 2009 to range from 14.2 million to 14.7 million. This would be positive for the Agri-products segment given a large portion of its proprietary seed varieties are canola.

Soil nutrient levels have been depleted over the last number of years and the record production of the 2008 crop only contributed further to this depletion. Demand for fertilizer is expected to be very strong in the spring. Replenishing soil nutrient levels is important to maximizing yields. This, along with the fact that nitrogen prices have

started to recover, has resulted in fertilizer volumes picking up in the latter part of the quarter.

Contributions from Viterra's oat processing operations are expected to remain similar to last year's performance as demand for whole grain, nutritional food ingredients remains strong. With the economic challenges facing North America, management is anticipating an increase in demand for private label/store brand ready-to-eat cereals and economical whole grain convenience foods like granola and meal replacement bars. Oat supplies from the 2008 harvest are adequate and the quality for milling purposes is generally average to very good, which should support efficient production yields. Growth of premium products has slowed and is expected to be stagnant due to current global economic conditions.

In the Canadian livestock sector, the decline in feed ingredient costs and the softening of the Canadian dollar are expected to be positive for feed manufacturers in fiscal 2009. Demand from the dairy and poultry sectors is anticipated to remain steady. The Canadian hog industry is recovering and as such, demand is still soft.

In the United States, the poor economic situation is expected to reduce demand for meat and dairy products in the near term. Livestock producers are focused on managing input costs, putting pressure on feed manufacturers to produce lower cost feed rations. Given these supply/demand fundamentals, management anticipates some margin pressures within its U.S. operations in 2009. To date, the weak Canadian dollar has somewhat offset the impact on results.

6. LIQUIDITY AND CAPITAL RESOURCES

6.1 Cash Flow Information

Cash Flow Provided by (Used in) Operations <i>(in thousands - except per share amounts)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
EBITDA	\$ (6,405)	\$ 81,270	\$ (87,675)
Add (Deduct):			
Employee future benefits	1,326	158	1,168
Equity loss (earnings) of significantly influenced companies	(55)	1,442	(1,497)
Other items	60	(161)	221
Adjusted EBITDA	(5,074)	82,709	(87,783)
Integration expenses	(1,676)	(6,619)	4,943
Cash interest expense	(8,018)	(12,365)	4,347
Pre-tax cash flow	(14,768)	63,725	(78,493)
Current income taxes	(129)	(5,740)	5,611
Cash flow provided by (used in) operations	\$ (14,897)	\$ 57,985	\$ (72,882)
Per share	\$ (0.06)	\$ 0.28	\$ (0.34)

For the three months ended January 31, 2009, cash flow used in operations decreased by \$72.9 million (or \$0.34 per share). Lower cash flow in 2009 reflects lower EBITDA, partly offset by lower integration and cash financing costs incurred by the

Company during the most current period. Lower current income taxes reflect the lower income levels for the current three-month period.

Cash Flow Provided by (Used in) Operating Activities <i>(in thousands)</i>	Actual Three Months ended January 31,		Better (Worse)
	2009	2008	
Net earnings (loss)	\$ (32,950)	\$ 41,217	\$ (74,167)
Adjustments for items not involving cash	18,053	16,768	1,285
Cash flow provided by operations *	\$ (14,897)	\$ 57,985	\$ (72,882)
Changes in non-cash working capital items	(43,244)	(328,735)	285,491
Cash flow provided by (used in) operating activities	\$ (58,141)	\$ (270,750)	\$ 212,609
Free Cash Flow *			
Cash flow provided by operations *	\$ (14,897)	\$ 57,985	\$ (72,882)
Property, plant and equipment expenditures	(14,694)	(6,612)	(8,082)
Free Cash Flow	\$ (29,591)	\$ 51,373	\$ (80,964)

* See Non-GAAP Measures in Section 9

Free cash flow is measured by cash flow provided by operations less capital expenditures and does not reflect changes in non-cash working capital (see Non-GAAP Financial Measures in Section 9). For the three months ended January 31, 2009, free cash flow decreased by \$81.0 million from the comparable period of the prior year. The decrease reflects lower cash flow provided by operations and higher capital expenditures during the most recent quarter.

6.2 Investing Activities

Capital expenditures for the three months ended January 31, 2009 were \$14.7 million. This compares to \$6.6 million for the comparable period of the prior year. Capital expenditures in 2009 reflect a number of capital improvements and upgrades undertaken in the ordinary course of business.

On an annualized basis, Viterra expects consolidated capital expenditures of approximately \$80 million, which will be funded by cash flow provided by operations.

6.3 Non-cash Working Capital

Non-cash Working Capital <i>(in thousands)</i>	As at January 31		Better (Worse)
	2009	2008	
Inventories	\$ 874,267	\$ 922,120	\$ (47,853)
Accounts receivable	645,490	693,570	(48,080)
Prepaid expenses and deposits	119,167	87,238	31,929
Accounts payable and accrued liabilities	(820,415)	(799,504)	(20,911)
	\$ 818,509	\$ 903,424	\$ (84,915)

Inventories at the end of January 31, 2009 were \$47.9 million lower than at January 31, 2008. Grain inventories decreased by \$203.3 million, partially offset by higher Agri-products inventories, which increased by \$132.9 million due to increased fertilizer inventories, equipment, seed, and crop protection products. The remaining variance is due mainly to higher Livestock Feed and Services and Agri-food Processing inventories.

Accounts receivable at the end of January 31, 2009 were \$48.1 million lower than at January 31, 2008, reflecting lower commodity prices.

Prepaid expenses and deposits increased by \$31.9 million, mainly due to higher pre-payments to suppliers.

6.4 Financing Activities

Key Financial Information *	As at January 31		Better (Worse)
	2009	2008	
<i>(in thousands - except percentages, pts and ratios)</i>			
Funded Debt, Net of Cash and Cash Equivalents	\$ 36,872	\$ 898,793	\$ 861,921
EBITDA <i>(three months ended January 31)</i>	\$ (6,405)	\$ 81,270	\$ (87,675)
Ratios			
Current Ratio	2.77 x	1.28 x	1.49 x ↑
Total Debt-to-Capital	25.2%	38.1%	12.9 pt
Long-Term Debt-to-Capital	24.5%	12.4%	(12.1 pt)

* See Non-GAAP Measures in Section 9

The Company's total funded debt, net of cash and short-term investments, of \$36.9 million at January 31, 2009, improved by \$861.9 million from the same quarter of the prior year due to a decrease in short-term borrowings of \$611.7 million and an increase of \$665.6 million in cash and short-term investments, offset by an increase in long-term debt, including the current portion, of \$403.8 million.

Long-term debt, including the current portion, was \$707.8 million at January 31, 2009, up \$403.8 million from the \$304.0 million reported at the same time last year. The increase is attributable to a \$400 million, five-year term credit facility ("Term Credit Facility") that was issued on May 15, 2008. The Company borrowed \$300 million of the facility in May 2008 and used \$232 million of the proceeds to fully repay outstanding amounts on a bridge facility. The remaining \$100 million was drawn by the Company in the most recent quarter. The net proceeds, after repayments of the bridge facility, are expected to be used for general corporate purposes, including the funding of future acquisitions, with minimum mandatory principal repayments of 4% per annum.

The Company has entered into a series of interest rate swaps to convert the Company's floating rate exposure on the \$400 million drawn on the Term Credit Facility described above to a fixed interest rate obligation. As a result of the swap, the hedged fixed rate, based upon Viterro's current credit ratings, is at approximately

5.3% on Canadian dollar borrowings and approximately 6.1% on U.S. dollar borrowings.

Short-term borrowings decreased \$611.7 million to \$19.3 million as at January 31, 2009, compared to \$631.0 million reported in the prior year. The lower short-term borrowings over last year reflect the refinancing of the bridge facility with long-term debt, free cash flow provided by operations as well as lower non-cash working capital requirements. At January 31, 2009, the Company had \$642.9 million available under the revolving credit facility.

The increase in cash and short-term investments is primarily attributable to a common share offering that was completed by the Company in May 2008 and the net proceeds of the Term Credit Facility (after repayment of the bridge loan).

The following table summarizes all material credit facilities of the Company, not including member loans and joint ventures, as at January 31, 2009:

Credit Facility	Principal Outstanding (000's)	Interest Rate	Due Date (Expiry)	Scheduled Payments
Senior Unsecured Notes ¹	\$ 100,000	8.00% Fixed	April 08, 2013	None
Senior Unsecured Notes ¹	\$ 200,000	8.50% Fixed	August 01, 2017	None
Term Credit Facility - \$ CAN ²	\$ 321,750	BA + 200 BP ³	May 15, 2013	4% per annum
Term Credit Facility- \$ U.S. ²	\$ 74,250	LIBOR + 200 BP ³	May 15, 2013	4% per annum
Revolving Credit Facility ⁴	\$ -	Prime or BA + 90 BP	August 10, 2010	N/A

¹ Rank pari passu with Term Credit Facility

² 1st charge on property, plant and equipment; 2nd charge on all other assets of the Company (including certain subsidiaries property, plant and equipment and the subsidiaries capital stock)

³ The effective rate has been fixed at 5.3% on Canadian funds and 6.1% on U.S. funds.

⁴ 1st charge on all assets of the Company and certain subsidiaries other than property, plant and equipment; 2nd charge on property, plant and equipment. Term extendable at option of borrower up to August 10, 2012. Maximum credit limit is the lower of \$800 million or the calculated borrowing base of the facility.

Short-term debt is used at various times during the year to finance operating requirements, which primarily consist of grain and agri-products inventory purchases and financing of accounts receivable from the CWB and other trade accounts.

Typically, the revolving credit lines are used to purchase inventories in the months prior to the agri-product spring selling season and reflect the significant seasonal variations in that business segment. The Company's leverage ratio will typically decline to its lowest quarterly level at July 31 (third fiscal quarter), representing the Company's core non-seasonal level of working capital. The level of short-term debt can also fluctuate as a result of changes in underlying commodity prices and the timing of grain purchases.

Management believes that cash flow from operations and its access to undrawn credit facilities will provide Viterra with sufficient financial resources to fund its working capital requirements, planned capital expenditure programs, and debt servicing requirements. This belief is predicated upon the Company's expectations of future commodity and crop input prices, and the expected turnover of inventory and accounts receivable components of working capital. (See Forward-Looking Information on page 29 of this report).

6.5 Debt Ratings

The following table summarizes the Company's current credit ratings:

	Corporate Rating	Senior Unsecured Notes	Term Credit Facility	Revolving Credit Facility	Trend
Standard & Poor's	BB+	BB+	n/a	BBB	Positive
DBRS Limited	n/a	BBB (Low)	BBB (Low)	n/a	Stable
Moody's Investors Service	Ba1	Ba1	n/a	n/a	Stable

No changes were made to these credit ratings during the quarter.

6.6 Contractual Obligations

The following table summarizes the Company's outstanding contractual obligations as at January 31, 2009:

Contractual Obligations (in thousands)	Principal Payments Due by Period				
	Total	Less than 1 Year	1 to 3 Years	4 to 5 Years	After 5 Years
Balance Sheet Obligations					
Short-term debt	\$ 19,285	\$ 19,285	\$ -	\$ -	\$ -
Long-term debt	718,822	18,615	35,832	464,169	200,206
Other long-term obligations	60,532	19,315	22,763	7,534	10,920
	798,639	57,215	58,595	471,703	211,126
Other Contractual Obligations					
Operating leases	\$ 39,701	11,835	15,354	7,918	4,594
Purchase obligations ¹	733,288	707,165	26,123	-	-
	772,989	719,000	41,477	7,918	4,594
Total Contractual Obligations	\$ 1,571,628	\$ 776,215	\$ 100,072	\$ 479,621	\$ 215,720

¹ Substantially all of the purchase obligations represent contractual commitments to purchase commodities and products for resale.

6.7 Off-Balance Sheet Arrangements

6.7.1 Pension Plans

The Company, excluding its subsidiaries and affiliates, contributes to several defined contribution plans, including four multi-employer plans. The Company's total contribution expense, including the subsidiaries' and proportionate share of joint ventures' defined contribution plans for the three-month period ended January 31, 2009 was \$2.7 million (2008 - \$2.0 million).

With regard to the Company's defined benefit plans, management currently estimates quarterly payments of \$5.6 million in 2009, (2008 - \$1.5 million) to fund solvency deficiencies in accordance with actuarially determined amounts based on federal pension regulations. The estimated increase in payments is primarily the result of a reduction in the fair value of plan assets, reflecting the current downturn in financial markets. Funding requirements may increase or decrease depending upon future actuarial valuations. The Company's projection is based on funding the increase in plan deficits over a five-year period and these payments may change in the future to reflect formal valuations as at December 31, 2008, which are required to be filed with the regulatory authority by June 30, 2009.

6.7.2 Viterra Financial and Unifeed Financial

Viterra Financial provides grain and oilseeds producers with unsecured working capital financing, through a Canadian Schedule I chartered bank, to purchase the Company's fertilizer, crop protection products, seed and equipment. Outstanding credit was \$293.1 million at January 31, 2009, compared to \$224.7 million at January 31, 2008. Approximately 96% of the current outstanding credit relates to Viterra Financial's highest credit rating categories. The Company indemnifies the bank for 50% of future losses under Viterra Financial to a maximum limit of 5% of the aggregate qualified portfolio balance. The Company's aggregate indemnity will vary at any given time with the size of the underlying portfolio. As at January 31, 2009, Viterra has provided \$3.6 million for actual and future expected losses.

Unifeed Financial provides livestock producers with secured working capital financing through a Canadian Schedule I chartered bank to purchase feeder cattle, feeder hogs and related feed inputs under terms that do not require payment until the livestock are sold. The customer base for Unifeed Financial tends to be smaller with individually larger average credit balances than Viterra Financial. Unifeed Financial approved \$97.0 million (January 31, 2008 – \$102.3 million) in credit applications of which customers had drawn \$39.7 million at January 31, 2009 (January 31, 2008 - \$36.4 million). The Company has indemnified the bank for aggregate credit losses of up to \$6.5 million based on the first 20% to 33% of new credit issued on an individual account as well as for credit losses, shared on an equal basis, of up to 5% of the aggregate qualified portfolio balance. The Company's aggregate indemnity will vary at any given time with the credit rating of underlying accounts and the aggregate credit outstanding. As at January 31, 2009, the Company had provided about \$0.6 million for actual and expected future losses.

6.8 Outstanding Share Data

The market capitalization of the Company's 237 million issued and outstanding shares at March 10, 2009 was \$2.2 billion or \$9.30. The issued and outstanding shares at March 10, 2009, together with securities convertible into common shares are summarized in the following table:

<i>As at March 10, 2009</i>	
<i>(Unaudited)</i>	
Issued and outstanding Common Shares	237,049,213
Securities convertible into Common Shares:	
Stock Options	71,100
	<u>237,120,313</u>

7. OTHER MATTERS

7.1 Accounting Policy Changes

7.1.1 Inventories

As described in Note 2 of the Consolidated Financial Statements, effective November 1, 2008, the Company adopted the Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3031, Inventories. Grain inventories include both hedgeable and non-hedgeable commodities. Hedgeable and non-hedgeable grain inventories are valued on the basis of closing market quotations less freight and handling costs. Agri-products, feed, and other inventories consist of raw materials, work in progress and finished goods, and are valued at the lower of cost and net realizable value, the former is determined on a first-in, first-out basis.

7.1.2 Goodwill and Intangible Assets

Effective November 1, 2008, the Company adopted the CICA Handbook Section 3064, Goodwill and Intangibles. This adoption had no material impact to the Company.

7.1.3 International Financial Reporting Standards

In February 2008, the Accounting Standards Board (“AcSB”) announced that 2011 is the changeover date for publicly accountable enterprises to replace Canadian GAAP with International Financial Reporting Standards (“IFRS”). The date relates to interim and annual financial statements for fiscal years beginning on or after January 1, 2011 which will be applicable for Viterra’s first quarter of fiscal 2012. The Company will also be required to provide IFRS comparative information for the previous fiscal period.

The Company has undertaken a project to assess the potential impacts of its transition to IFRS. A detailed project plan has been developed and working teams formed to ensure compliance with the new standards. A Steering Committee of senior individuals from Finance, Treasury, Legal, Investor Relations and Information Technology has been established to monitor progress and review and approve recommendations from the working teams. Quarterly IFRS updates are provided to the Audit Committee.

The Company has recently completed the Initial Assessment phase of its project plan and has moved to the Detailed Assessment phase. Key segments of this phase that are currently in progress include training of individuals throughout the Company and the detailed determination of accounting policy and disclosure changes that will be required upon transition to IFRS.

7.2 Critical Accounting Estimates

At January 31, 2009, the Company had consolidated loss carry-forwards of \$184.7 million (January 31, 2008 - \$243.3 million) including \$25.0 million of losses from inactive subsidiaries of which the company has less than 100% interest. These loss carry-forwards are available to reduce taxes otherwise payable in future years and expire between October 2009 and 2027. The Company has recorded a corresponding future tax asset of \$49.4 million, net of a \$6.8 million valuation allowance related to the loss carry-forwards of the inactive subsidiaries.

Included in the Company's loss carry-forwards is a loss for tax purposes related to the first quarter of 2009 of \$77.1 million. The Company expects this first quarter tax loss to be fully utilized against income generated during the remainder of fiscal 2009.

8. INTEGRATION

On May 29, 2007, the Company acquired effective control of Agricore United. As of January 31, 2009, the integration of the two companies was complete. The Company achieved a total of \$121 million in synergies related to the acquisition. This represents both a full run rate of synergies achieved through the acquisition and the final report to shareholders on these numbers.

These results are further described in the table below:

Segment	January 31, 2009 Actual Synergies
Grain Handling and Marketing	\$67.4 Million
Agri-products	\$27.3 Million
Corporate Services	\$26.3 Million
	\$121.0 Million

9. NON-GAAP FINANCIAL MEASURES

EBITDA (earnings before interest, taxes, amortization, gain (loss) on disposal of assets, integration expenses) and EBIT (earnings before interest, taxes, gain (loss) on disposal of assets, integration expenses) are non-GAAP measures. Those items excluded in the determination of EBITDA and EBIT represent items that are non-cash in nature, income taxes, financing charges or are otherwise not considered to be in the ordinary course of business. These measures are intended to provide further insight with respect to Viterra's financial results and to supplement its information on earnings (losses) as determined in accordance with GAAP.

EBITDA is used by management to assess the cash generated by operations and EBIT is a measure of earnings from operations prior to financing costs and taxes. Both measures also provide important management information concerning business segment performance since the Company does not allocate financing charges, income taxes or other excluded items to these individual segments.

Funded debt, net of cash and cash equivalents, is provided to assist investors and is used by management in assessing the Company's liquidity position and to monitor how much debt the Company has after taking into account its liquid assets, such as cash and cash equivalents. Such measures should not be used in isolation of, or as a substitute for, current liabilities, short-term debt, or long-term debt as a measure of the Company's indebtedness.

Cash flow provided by operations is the cash from (or used in) operating activities, excluding non-cash working capital changes. Viterra uses cash flow provided by operations and cash flow provided by operations per share as a financial measure for the evaluation of liquidity. Management believes that excluding the seasonal swings of non-cash working capital assists management's evaluation of long-term liquidity.

Free cash flow is cash flow provided by operations (prior to any changes in non-cash working capital) net of capital expenditures, excluding business acquisitions. Free cash flow is used by management to assess liquidity and financial strength. This measurement is also useful as an indicator of the Company's ability to service its debt, meet other payment obligations and make strategic investments. Readers should be aware that free cash flow does not represent residual cash flow available for discretionary expenditures.

These non-GAAP measures should not be considered in isolation from, or as a substitute for, GAAP measures such as (i) net earnings (loss), as an indicator of the Company's profitability and operating performance or (ii) cash flow from or used in operations, as a measure of the Company's ability to generate cash. Such measures do not have any standardized meanings prescribed by Canadian GAAP and are, therefore, unlikely to be comparable to similar measures presented by other corporations.

Reconciliations of each of these terms are provided in the table below.

Non-GAAP Terms, Reconciliations and Calculations			
<i>(in thousands - except percentages and ratios)</i>			
	2009	2008	<i>Better (Worse)</i>
For the three months ended January 31			
Gross profit and net revenues from services	\$ 124,128	\$ 185,228	\$ (61,100)
Operating, general and administrative expenses	\$ (130,533)	\$ (103,958)	\$ (26,575)
EBITDA	\$ (6,405)	\$ 81,270	\$ (87,675)
Amortization	(26,178)	(25,522)	\$ (656)
EBIT	\$ (32,583)	\$ 55,748	\$ (88,331)
Net earnings (loss)	\$ (32,950)	\$ 41,217	\$ (74,167)
Amortization	26,178	25,522	\$ 656
Non-cash financing expenses	1,232	978	\$ 254
Employee future benefits	1,326	158	\$ 1,168
Equity loss (earnings) of significantly influenced companies	(55)	1,442	\$ (1,497)
Future income taxes (recovery)	(10,933)	(9,062)	\$ (1,871)
Loss (gain) on disposal of assets	245	(2,109)	\$ 2,354
Other items	60	(161)	\$ 221
Cash flow prior to working capital changes	\$ (14,897)	\$ 57,985	\$ (72,882)
Property, plant and equipment expenditures	(14,694)	(6,612)	\$ (8,082)
Free Cash Flow	\$ (29,591)	\$ 51,373	\$ (80,964)
As at January 31			
Current assets	\$ 2,410,687	\$ 1,828,860	\$ 581,827
Current liabilities	870,097	1,433,275	\$ 563,178
Current Ratio (Current Assets/Current Liabilities)	2.77	1.28	1.49 pt
Short-term borrowings (Note 12)	\$ 19,285	\$ 630,961	\$ 611,676
[A] Long-term debt due within one year (Note 12)	18,582	2,448	\$ (16,134)
[A] Long-term debt (Note 12)	689,259	301,539	\$ (387,720)
[B] Total debt	\$ 727,126	\$ 934,948	207,822
Cash and short-term investments	\$ 702,069	\$ 36,517	\$ 665,552
Bank indebtedness	(11,815)	(362)	\$ (11,453)
[C] Cash and cash equivalents	\$ 690,254	\$ 36,155	\$ 654,099
Funded Debt, Net of Cash and Cash Equivalents	\$ 36,872	\$ 898,793	\$ 861,921
[D] Total equity	\$ 2,159,557	\$ 1,520,831	\$ 638,726
[E] Total capital [B + D]	\$ 2,886,683	\$ 2,455,779	
Total Debt-to-Capital [B]/[E]	25.2%	38.1%	12.9 pt
Long-Term Debt-to-Capital [A]/[E]	24.5%	12.4%	(12.1 pt)

10. FORWARD-LOOKING INFORMATION

Certain statements in this Management’s Discussion and Analysis are forward-looking statements and reflect Viterra’s expectations regarding future results of operations, financial condition and achievements. All statements that address activities, events or developments that Viterra or its management expects or anticipates will or may occur in the future, including such things as growth of its business and operations, competitive strengths, strategic initiatives, planned capital expenditures, plans and references to future operations and results, critical accounting estimates and expectations regarding future capital resources and liquidity of the Company and such matters, are forward-looking statements. In addition, the words “believes”, “intends”, “anticipates”, “expects”, “estimates”, “plans”, “likely”, “will”, “may”, “could”, “should”, “would”, “outlook”, “forecast”, “objective”, “continue” (or the negative thereof) and words of similar import may indicate forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance and achievements of Viterra to be materially different from any future results, performance and achievements expressed or implied by those forward-looking statements. A number of factors could cause actual results to differ materially from expectations including, but not limited to, those factors discussed under the heading “Risk Factors” in Viterra’s 2008 Annual Information Form and in the Company’s 2008 Management’s Discussion and Analysis under the heading “Risks and Risk Management”; adverse weather conditions; political and economic risks; changes in domestic regulation; commodity price and market risks; employee relations and collective bargaining; foreign exchange risk; availability of credit and credit costs; dependence on key personnel; environmental, health and safety risks; property and

liability risks; food and agricultural products risks; diseases and other livestock industry risks; credit risk; and reliance on computerized business systems. The uncertainties and other factors include, but are not limited to, crop production and crop quality in Western Canada; world agricultural commodity prices and markets; producers' decisions regarding total seeded acreage, crop selection and utilization levels of farm inputs such as fertilizer and pesticides, changes in the grain handling and agri-products competitive environments, including pricing pressures; Canadian grain export levels; changes in government policy and transportation deregulation; international trade matters; global political and economic conditions, including grain subsidy actions and tariffs of the United States and the European Union; current global financial crises and changes in credit markets and competitive developments in connection with Viterra's grain handling, agri-products, agri-food processing, financial products and livestock, feed and services businesses. Many of these risks, uncertainties and other factors are beyond the control of the Company. All of the forward-looking statements made in this Management's Discussion and Analysis and the documents incorporated herein by reference are qualified by these cautionary statements and the other cautionary statements and factors contained herein or in documents incorporated by reference herein, and there can be no assurance that the actual developments or results anticipated by the Company and its management will be realized or, even if substantially realized, that they will have the expected consequences for, or effects on, the Company.

Although Viterra believes the assumptions inherent in forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this Management's Discussion and Analysis. In addition to other assumptions identified in this Management's Discussion and Analysis, assumptions have been made regarding, among other things:

- western Canadian crop production and quality in 2008 and subsequent crop years;
- the volume and quality of grain held on farm by producer customers;
- movement and sales of Board grains by the Canadian Wheat Board;
- demand for and supply of open market grains;
- the ability to maintain existing customer contracts and relationships;
- agricultural commodity prices;
- general financial conditions for western Canadian agricultural producers;
- demand for seed grain, fertilizer, chemicals and other agri-products;
- market share of grain deliveries and agri-product sales that will be achieved by Viterra;
- extent of customer defaults in connection with credit provided by Viterra, its subsidiaries or a Canadian chartered bank in connection with agri-product purchases;
- ability of the railways to ship grain to port facilities for export without labour or other service disruptions;
- demand for oat and malt barley products and the market share of sales of these products that will be achieved by Viterra's subsidiaries;
- the availability of feed ingredients for livestock and poultry;

- the impact of competition;
- environmental and reclamation costs;
- the ability to obtain and maintain existing financing on acceptable terms; and
- currency, exchange and interest rates.

The preceding list is not exhaustive of all possible factors. All factors should be considered carefully when making decisions with respect to Viterra and undue reliance should not be placed on Viterra's forward-looking information.

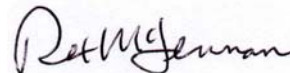
Viterra disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as otherwise required by applicable law.

11. ANNUAL MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis relating to the first quarter ended January 31, 2009, should be read in conjunction with Viterra's Management's Discussion and Analysis for its year ended October 31, 2008. Additional information relating to Viterra, including the most recent Annual Information Form filed by the Company, is available on SEDAR at www.sedar.com and Viterra's website, www.viterra.ca.



Mayo Schmidt
President and Chief Executive Officer
March 11, 2009



Rex McLennan
Chief Financial Officer

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