Constellation Software Inc.

INTERIM FINANCIAL REPORT

Third Quarter Fiscal Year 2010

For the three and nine month periods ended
September 30, 2010
(UNAUDITED)

CONSTELLATION SOFTWARE INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following discussion and analysis should be read in conjunction with the Unaudited Consolidated Interim Financial Statements for the three and nine month periods ended September 30, 2010 and with our Annual Consolidated Financial Statements for the year ended December 31, 2009, which we prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Certain information included herein is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Forward-Looking Statements" and "Risks and Uncertainties".

Unless otherwise indicated, all dollar amounts are expressed in U.S. dollars. All references to "$" are to U.S. dollars and all references to "C$" are to Canadian dollars.

Additional information about the Company, including our most recently filed Annual Information Form ('AIF'), is available on SEDAR at www.sedar.com.

Forward Looking Statements

Certain statements in this report may contain "forward looking" statements that involve risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Words such as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology are intended to identify forward looking statements. These statements reflect current assumptions and expectations regarding future events and operating performance and speak only as of the date of this MD&A, November 3, 2010. Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements, including, but not limited to, the factors discussed under "Risks and Uncertainties". Although the forward looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this MD&A and the Company assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances. This report should be viewed in conjunction with the Company's other publicly available filings, copies of which can be obtained electronically on SEDAR at www.sedar.com.

Non-GAAP Measures

This MD&A includes certain measures which have not been prepared in accordance Canadian GAAP such as Adjusted EBITDA, Adjusted EBITDA margin, Adjusted net income and Adjusted net income margin.

The term ''Adjusted EBITDA'' refers to net income before deducting interest, taxes, depreciation, other expenses (income), amortization, and foreign exchange (gain) loss. The Company believes that Adjusted EBITDA is useful supplemental information as it provides an indication of the results generated by the Company's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration asset depreciation and the other items listed above. ''Adjusted EBITDA margin'' refers to the percentage that Adjusted EBITDA for any period represents as a portion of total revenue for that period.

''Adjusted net income'' means net income plus non-cash expenses (income) such as amortization of intangible assets, future income taxes, and certain other expenses (income). The Company believes that Adjusted net income is useful supplemental information as it provides an indication of the results generated by the Company's main business activities prior to taking into consideration amortization of intangible assets, future income taxes, and certain other non-cash expenses (income) incurred by the Company from time to time. ''Adjusted net income margin'' refers to the percentage that Adjusted net income for any period represents as a portion of total revenue for that period.

Adjusted EBITDA and Adjusted net income are not recognized measures under GAAP and, accordingly, shareholders are cautioned that Adjusted EBITDA and Adjusted net income should not be construed as alternatives to net income determined in accordance with GAAP. The Company's method of calculating Adjusted EBITDA and Adjusted net income may differ from other issuers and, accordingly, Adjusted EBITDA and Adjusted net income may not be comparable to similar measures presented by other issuers. See ''Results of Operations —Adjusted EBITDA'' and ''— Adjusted net income'' for a reconciliation of Adjusted EBITDA and Adjusted net income to net income.

Overview

We acquire, manage and build vertical market software ("VMS") businesses. Generally, these businesses provide mission critical software solutions that address the specific needs of our customers in particular markets. Our focus on acquiring businesses with growth potential, managing them well and then building them, has allowed us to generate significant cash flow and revenue growth during the past several years.

Our revenue consists primarily of software license fees, maintenance fees, professional service fees, and hardware sales. Software license revenue is comprised of license fees charged for the use of our software products generally licensed under single-year, multiple-year or perpetual arrangements in which the fair value of maintenance and/or professional service fees are determinable. Maintenance revenue primarily consists of fees charged for customer support on our software products post-delivery and also includes, to a lesser extent, recurring fees derived from combined software/support contracts, transaction revenues, and hosted products. Maintenance fee arrangements generally include ongoing customer support and rights to certain product updates "if and when available" and products sold on a subscription basis. Professional service revenue consists of fees charged for product training, consulting, implementation services, and custom programming. Hardware sales include the resale of third party hardware as well as sales of hardware created internally. Our customers typically purchase a combination of software, maintenance, professional services, and hardware, although the types, mix and quantity of each varies by customer and by product.

Cost of revenue consists primarily of the costs directly related to revenues including third party costs and internal costs related to the delivery of professional services and maintenance. Cost of revenue is generally expected to increase in the future as a result of increases in revenue.

Research and development expenses include personnel and related costs associated with our research and development efforts.

Sales and marketing expenses consist primarily of personnel and related costs associated with our sales and marketing functions, including advertising, commissions, trade shows and other promotional materials.

General and administration expenses include personnel and related costs associated with the administration of our business, rental of office space, legal and professional fees and insurance.

Results of Operations

(In thousands of dollars, except percentages and per share amounts)

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2010	2009	$	%	2010	2009	$	%
Revenue	**162,814**	**107,279**	**55,535**	**52%**	**459,389**	**306,046**	**153,343**	**50%**
Cost of Revenue	69,347	40,115	29,232	73%	190,850	112,934	77,916	69%
Gross Profit	93,467	67,164	26,303	39%	268,539	193,112	75,427	39%
Expenses								
Research and development	20,563	16,478	4,085	25%	64,052	46,460	17,592	38%
Sales and marketing	14,110	10,714	3,396	32%	43,075	31,494	11,581	37%
General and administration	26,950	16,968	9,982	59%	77,726	49,260	28,466	58%
Total Expenses (excluding depreciation and amortization)	61,623	44,160	17,463	40%	184,853	127,214	57,639	45%
Adjusted EBITDA	**31,844**	**23,004**	**8,840**	**38%**	**83,686**	**65,898**	**17,788**	**27%**
Depreciation	1,671	1,067	604	57%	4,148	2,706	1,442	53%
Total Expenses	63,294	45,227	18,067	40%	189,001	129,920	59,081	45%
Income before the undernoted	**30,173**	**21,937**	**8,236**	**38%**	**79,538**	**63,192**	**16,346**	**26%**
Amortization of intangible assets	17,544	15,583	1,961	13%	50,014	44,271	5,743	13%
Other (income) expenses	(81)	0	(81)	NA	(393)	1,441	(1,834)	NA
Interest expense, net	841	542	299	55%	2,495	1,908	587	31%
Foreign exchange loss	(980)	2,022	(3,002)	-148%	41	624	(583)	-93%
Income before extraordinary gain and income taxes	12,849	3,790	9,059	239%	27,381	14,948	12,433	83%
Extraordinary gain (taxes - nil)	3,518	0	3,518	NA	3,518	0	3,518	NA
Income taxes (recovery)								
Current	4,728	4,806	(78)	-2%	13,034	11,463	1,571	14%
Future	(2,572)	(3,722)	1,150	-31%	(6,007)	(6,749)	742	-11%
	2,156	1,084	1,072	99%	7,027	4,714	2,313	49%
Net income	**14,211**	**2,706**	**11,505**	**425%**	**23,872**	**10,234**	**13,638**	**133%**
Adjusted net income	**25,665**	**14,567**	**11,098**	**76%**	**64,361**	**47,756**	**16,605**	**35%**
Weighted average number of shares outstanding (000's)								
Basic	21,180	21,171			21,178	21,163		
Diluted	21,192	21,192			21,192	21,192		
Net income per share								
Basic	$ 0.67	$ 0.13	$ 0.54	415%	$ 1.13	$ 0.48	$ 0.65	135%
Diluted	$ 0.67	$ 0.13	$ 0.54	415%	$ 1.13	$ 0.48	$ 0.65	135%
Adjusted EBITDA per share								
Basic	$ 1.50	$ 1.09	$ 0.41	38%	$ 3.95	$ 3.11	$ 0.84	27%
Diluted	$ 1.50	$ 1.09	$ 0.41	38%	$ 3.95	$ 3.11	$ 0.84	27%
Adjusted net income per share								
Basic	$ 1.21	$ 0.69	$ 0.52	75%	$ 3.04	$ 2.26	$ 0.78	35%
Diluted	$ 1.21	$ 0.69	$ 0.52	75%	$ 3.04	$ 2.25	$ 0.79	35%

Comparison of the third quarter and nine months ended September 30, 2010 and 2009

Revenue:

Total revenue for the quarter ended September 30, 2010 was $163 million, an increase of 52%, or $56 million, compared to $107 million for the comparable period in 2009. For the first nine months of 2010 total revenues were $459 million, an increase of 50%, or $153 million, compared to $306 million for the comparable period in 2009. The increase for both the third quarter and nine month periods compared to the same periods in the prior year was entirely attributable to growth from acquisitions, as organic growth from our existing businesses declined by approximately 3% for the third quarter and 6% the first nine months ended September 30, 2010. For acquired companies, organic growth is calculated as the difference between actual revenues achieved by each company in the financial period following acquisition compared to the revenues they achieved in the corresponding financial period preceding the date of acquisition by Constellation.

Constellation acquired the Public Transit Solutions (‘PTS’) business from Continental Automotive AG (‘Continental’) on November 2, 2009. Given the substantial amount of non-recurring revenue historically earned by PTS, gross revenue from PTS has fluctuated significantly in the past and may continue to do so in the future. Constellation expects revenue from PTS to decline significantly over the twelve month period following acquisition compared to revenue in the corresponding financial period preceding acquisition as PTS recognized substantial non-recurring revenue in the twelve months prior to acquisition that Constellation does not expect to re-occur in the corresponding financial period following acquisition. As such, management has chosen to provide supplemental organic growth disclosure to provide greater clarity regarding the impact of PTS on Constellation’s consolidated financial results. Excluding PTS, organic growth for Constellation was 2% in Q3 2010 and 3% for the first nine months of 2010.

The following table provides a summary of the impact of PTS on Constellation’s organic revenue growth:

Organic Revenue Growth

	Three months ended September 30, 2010	Nine months ended September 30, 2010
Constellation	-3%	-6%
Constellation excluding PTS	2%	3%

Further details of the PTS acquisition are provided under “Acquisition of PTS from Continental”.

Software license revenue for the quarter ended September 30, 2010 was $14 million, an increase of 31%, or $3 million, compared to $10 million in the same period in 2009. During the nine months ended September 30, 2010, license revenue increased by 22% or $7 million to $37 million, from $30 million for the same period in 2009. Professional services and other services revenue for the quarter ended September 30, 2010 increased by 71%, or $18 million to $42 million, from $25 million for the same period in 2009. During the nine months ended September 30, 2010, professional services and other services revenue increased by 66% or $49 million to $124 million, from $75 million for the same period in 2009. Hardware and other revenue for the quarter ended September 30, 2010 increased by 121%, or $11 million to $20 million from $9 million for the same period in 2009. During the nine months ended September 30, 2010, hardware and other revenue increased by 128% or $29 million to $52 million, from $23 million for the same period in 2009. The disproportionate increase in professional services and other services revenue and hardware and other revenue for both the three and nine months ending September 30, 2010 compared to the same periods in 2009 is due to the PTS acquisition as this business has a higher proportion of these types of revenues than the rest of our business. Maintenance revenues for the quarter ended September 30, 2010 increased by 38%, or $24 million to $87 million, from $63 million for the same period in 2009. During the nine months ended September 30, 2010, maintenance revenue increased by 38% or $68 million to $246 million, from $178 million for the same period in 2009. The following table displays the breakdown of our revenue according to revenue type:

	Three months ended September 30,				Nine months ended September 30,			
	2010	2009	2010	2009	2010	2009	2010	2009
	($000)		(% of total revenue)		($000)		(% of total revenue)	
Licenses	13,681	10,468	8%	10%	36,945	30,350	8%	10%
Professional services and other:								
Services	42,320	24,757	26%	23%	124,201	74,713	27%	24%
Hardware and other	20,313	9,184	12%	9%	52,087	22,844	11%	7%
Maintenance	86,500	62,870	53%	59%	246,156	178,139	54%	58%
	162,814	107,279	100%	100%	459,389	306,046	100%	100%

We aggregate our business into two distinct segments for financial reporting purposes: (i) the public sector segment, which includes business units focused on government and government-related customers, and (ii) the private sector segment, which includes business units focused on commercial customers.

The following table displays our revenue by reportable segment and the percentage change for the three and nine months ended September 30, 2010 compared to the same periods in 2009:

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2010	2009	$	%	2010	2009	$	%
	($000, except percentages)				($000, except percentages)			
Public Sector								
Licenses	9,561	8,052	1,509	19%	26,672	24,195	2,477	10%
Professional services and other:								
Services	34,695	21,805	12,890	59%	103,260	65,631	37,629	57%
Hardware and other	17,772	8,117	9,655	119%	46,013	20,100	25,913	129%
Maintenance	58,362	43,131	15,231	35%	167,994	123,431	44,563	36%
	120,390	81,105	39,285	48%	343,939	233,357	110,582	47%
Private Sector								
Licenses	4,120	2,416	1,704	71%	10,273	6,155	4,118	67%
Professional services and other:								
Services	7,624	2,952	4,672	158%	20,941	9,082	11,859	131%
Hardware and other	2,542	1,066	1,476	138%	6,074	2,745	3,329	121%
Maintenance	28,138	19,740	8,398	43%	78,162	54,707	23,455	43%
	42,424	26,174	16,250	62%	115,450	72,689	42,761	59%

Public Sector

For the quarter ended September 30, 2010, total revenue in the public sector segment increased 48%, or $39 million, to $120 million, compared to $81 million for the quarter ended September 30, 2009. For the nine months ended September 30, 2010, total revenue increased by 47% or $111 million, to $344 million, compared to $233 million for the comparable period in 2009. The increases for both the three and nine month periods were significant across all revenue types. Revenue growth from acquired businesses was significant for both the three and nine month periods as we completed twelve acquisitions since the beginning of 2009 in our public sector segment. It is estimated that acquisitions completed since the beginning of 2009 contributed approximately $45 million to our Q3 2010 revenues and $130 million to our revenues in the nine months ended September 30, 2010. Revenues decreased organically by $5 million in Q3 2010 and $20 million in the nine months ended September 30, 2010 compared to the same periods in 2009. Excluding PTS, organic growth for the Public Sector was nil in Q3 2010 and 3% for the nine months ended September 30, 2010 compared to the same periods in 2009.

Organic Revenue Growth

	Three months ended September 30, 2010	Nine months ended September 30, 2010
Public Sector	-7%	-8%
Public Sector excluding PTS	0%	3%

The organic revenue change was primarily driven by the following:

- **Trapeze operating group** (decrease of approximately $6 million in Q3 and a decrease of approximately $24 million for the nine months ended September 30, 2010). For both Q3 and the nine months ended September 30, 2010, the negative organic growth was primarily caused by the PTS business as PTS recognized substantial non-recurring revenue in the twelve months prior to acquisition that Trapeze does not expect to re-occur in the corresponding financial period following acquisition. Excluding the impact of PTS, Trapeze experienced no organic growth in Q3 and an increase of approximately $2 million for the nine months ended September 30, 2010.

- **Harris operating group** (increase of approximately $0.5 million in Q3 and an increase of approximately $5 million for the nine months ended September 30, 2010). For the nine months ended September 30, 2010, Harris had continued strong revenue from existing clients and new customers in their utility, local government, and school business units.

Private Sector

For the quarter ended September 30, 2010, total revenue in the private sector segment increased by 62%, or $16 million, to $42 million, compared to $26 million for the quarter ended September 30, 2009. For the nine months ended September 30, 2010 total revenue increased by 59% or $43 million, to $115 million, compared to $73 million for the comparable period in 2009. Revenue growth from acquired businesses was significant for both the three and nine month periods as we completed seventeen acquisitions since the beginning of 2009 in our private sector segment. It is estimated that acquisitions completed since the beginning of 2009 contributed approximately $15 million to our Q3 2010 revenues and $39 million to our revenues in the nine months ended September 30, 2010. Revenues increased organically by $2 million in Q3 2010 and $3 million in the nine months ended September 30, 2010 compared to the same periods in 2009. The organic revenue change was negligible across each of the private sector operating groups.

Gross Profit by Source:

The following table displays the breakdown of our gross profit by revenue source and as a percentage of total revenue:

	Three months ended September 30,				Nine months ended September 30,			
	2010	2009	2010	2009	2010	2009	2010	2009
			($000)				($000)	
Gross profit licenses	87%	91%	11,934	9,538	89%	92%	32,941	27,894
Gross profit services & maintenance	60%	63%	77,567	55,265	60%	63%	221,980	159,832
Gross profit hardware & other	20%	26%	3,966	2,361	26%	24%	13,618	5,386
Gross profit on total revenue	57%	63%	93,467	67,164	58%	63%	268,539	193,112

Gross profit increased for the quarter ended September 30, 2010 to $93 million from $67 million for the quarter ended September 30, 2009. Our gross profit as a percentage of revenue declined from 63% in Q3 2009 to 57% in Q3 2010. For the first nine months of 2010, gross profit increased to $269 million from $193 million for the same period in 2009. Our gross profit as a percentage of revenue declined to 58% in the first nine months of 2010 compared to 63% for the same period in 2009. For both periods, the increase in gross profit dollars is attributable to the overall increase in total revenue and the decline in gross profit as a percentage of revenue is primarily due to lower margin revenues acquired in the PTS acquisition. Hardware and other revenue margins can fluctuate significantly, given the relatively small size of this category and its diverse product mix.

Operating Expenses:

The following table displays the breakdown of our operating expenses by category:

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2010	2009	$	%	2010	2009	$	%
	($000, except percentages)				($000, except percentages)			
Research and development	20,563	16,478	4,085	25%	64,052	46,460	17,592	38%
Sales and marketing	14,110	10,714	3,396	32%	43,075	31,494	11,581	37%
General and administration	26,950	16,968	9,982	59%	77,726	49,260	28,466	58%
Depreciation	1,671	1,067	604	57%	4,148	2,706	1,442	53%
	63,294	45,227	18,067	40%	189,001	129,920	59,081	45%

Overall operating expenses for the quarter ended September 30, 2010 increased 40%, or $18 million, to $63 million, compared to $45 million during the same period in 2009. As a percentage of total revenue, operating expenses decreased to 39% in the quarter ended September 30, 2010 from 42% in the quarter ended September 30, 2009. During the nine months ended September 30, 2010, operating expenses increased 45%, or $59 million, to $189 million, compared to $130 million during the same period in 2009. As a percentage of total revenue, operating expenses decreased from 42% in the nine months ended September 30, 2009 to 41% in the nine months ended September 30, 2010. The growth in expenses for the three and nine month periods is primarily due to the growth in the number of employees, an increase in performance bonus, and the appreciation of the Canadian dollar versus the U.S. dollar. Our average employee headcount associated with operating expenses grew 32% from 1,213 in the quarter ended September 30, 2009 to 1,602 in the quarter ended September 30, 2010 primarily due to acquisitions. During the nine months ended September 30, 2010, headcount associated with operating expenses was up 34% to an average headcount of 1,553 compared to an average of 1,160 during the same period in 2009. Appreciation of the Canadian dollar vs. the U.S. dollar has a significant negative impact on operating expenses as a disproportionate amount of our total expenses, including costs of revenue, are originated and denominated in Canadian dollars (See "Foreign Currency Exposure" below). The average exchange rate for the Canadian dollar changed significantly in the periods being measured, as evidenced by a 6% increase in Q3 2010 vs. Q3 2009 and a 13% increase for the comparable nine month periods.

Research and development – Research and development expenses increased 25%, or $4 million, to $21 million for the quarter ended September 30, 2010 compared to $16 million for the same period in 2009. During the nine months ended September 30, 2010, research and development expense increased 38%, or $18 million, to $64 million, compared to $46 million over the same period in 2009. The increase in expenses as a dollar amount for the three and nine month periods is largely attributable to our growth in headcount from acquisitions and the appreciation of the Canadian dollar versus the U.S. dollar. For Q3 2010, we averaged 860 staff compared to 688 in the same period in 2009, representing a 25% increase in headcount. During the nine months ended September 30, 2010, headcount associated with research and development was up 26% to an average headcount of 840 compared to an average of 665 during the same period in 2009. As a percentage of total revenue, research and development expense declined to 13% in the quarter ended September 30, 2010 from 15% in the quarter ended September 30, 2009 and declined to 14% in the nine months ended September 30, 2010 from 15% in the nine months ended September 30, 2009. We do not have any capitalized software development costs. All of our software development costs are expensed as incurred.

Sales and marketing – Sales and marketing expenses increased 32%, or $3 million to $14 million, in the quarter ended September 30, 2010 compared to $11 million for the same period in 2009. During the nine months ended September 30, 2010, sales and marketing expense increased 37%, or $12 million, to $43 million, compared to $31 million over the same period in 2009. As a percentage of total revenue, sales and marketing expense declined to 9% in both the quarter and nine months ended September 30, 2010 from 10% in the same periods in 2009. The increase in expenses as a dollar amount for the three and nine month periods is largely attributable to our growth in headcount from acquisitions. For Q3 2010, we averaged 370 staff compared to 272 in the same period in 2009, representing a 36% increase in headcount. During the nine months ended September 30, 2010, headcount associated with sales and marketing was up 38% to an average headcount of 357 compared to an average of 259 during the same period in 2009.

General and administration – General and administration (“G&A”) expenses increased 59%, or $10 million, to $27 million in the quarter ended September 30, 2010 from $17 million for the same period in 2009. During the nine months ended September 30, 2010, general and administration expense increased 58%, or $28 million, to $78 million, compared to $49 million over the same period in 2009. The increase in expenses as a dollar amount during the quarter and the nine month period is largely attributable to our growth in headcount from acquisitions, an increase in bonus expense, and the appreciation of the Canadian dollar compared to the US dollar. For Q3 2010, we averaged 371 staff compared to 253 in the same period in 2009, representing a 47% increase in headcount. During the nine months ended September 30, 2010, headcount associated with general and administration was up 50% to an average headcount of 356 compared to an average of 237 during the same period in 2009. As a percentage of total revenue, G&A expenses increased to 17% in both the quarter and nine months ended September 30, 2010 compared to 16% in the same periods in 2009.

Depreciation of property and equipment – Depreciation of property and equipment increased 57%, or $0.6 million, to $1.7 million in the quarter ended September 30, 2010 from $1.1 million for the same period in 2009. During the nine months ended September 30, 2010, depreciation of property and equipment increased 53%, or $1.4 million, to $4.1 million from $2.7 million for the same period in 2009. The increase in both periods is primarily due to an increase in purchased property and equipment and property and equipment obtained in acquisitions.

Non-Operating Expenses:

The following table displays the breakdown of our non-operating expenses:

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2010	2009	$	%	2010	2009	$	%
	($000, except percentages)				($000, except percentages)			
Amortization of intangible assets	17,544	15,583	1,961	13%	50,014	44,271	5,743	13%
Other (income) expenses	(81)	0	(81)	NA	(393)	1,441	(1,834)	NA
Interest expense, net	841	542	299	55%	2,495	1,908	587	31%
Foreign exchange (gain) loss	(980)	2,022	(3,002)	-148%	41	624	(583)	-93%
Extraordinary gain	(3,518)	0	(3,518)	NA	(3,518)	0	(3,518)	NA
Income taxes	2,156	1,084	1,072	99%	7,027	4,714	2,313	49%
	15,962	19,231	(3,269)	-17%	55,666	52,958	2,708	5%

Amortization of intangible assets – Amortization of intangible assets increased to $18 million for the quarter ended September 30, 2010 from $16 million for the quarter ended September 30, 2009, representing a 13% increase. For the nine months ended September 30, 2010, amortization of intangibles increased 13%, to $50 million, compared to $44 million over the same period in 2009. Both the three and nine month increases are attributable to the increases in our intangible asset balance (on a cost basis) over the twelve month period ended September 30, 2010 as a result of the acquisitions that we completed during this period.

Other expenses (income) – Other income was $0.1 million for the quarter ended September 30, 2010 compared to nil for the same period in the previous year. Other income was $0.4 million for the nine months ended September 30, 2010 compared to an expense of $1.4 million for the same period in the previous year. The decrease in other expense for the nine months ended September 30, 2010 is primarily due to a non-cash one time write-down of a UK sterling denominated investment that occurred in Q2 2009. Although the investment was classified as available for sale, which requires fair value adjustments be recorded in other comprehensive income, it was determined that a holding loss relating to the depreciation of the UK sterling was other than temporary and as such a loss was recorded in the statement of operations for the decline in value of the investment relating to the depreciation of the UK sterling since the investment was made.

Interest expense, net – Net interest expense was $0.8 million for the quarter ended September 30, 2010 compared to $0.5 million for the same period in the previous year. For the nine months ended September 30, 2010, interest expense was $2.5 million compared to $1.9 million for the comparable period in 2009. The increase in interest expense for both periods is due to an increase in our borrowings to fund acquisitions.

Foreign exchange (gain) loss – Most of our businesses are organized geographically so many of our expenses are incurred in the same currency as our revenues, which mitigates some of our exposure to currency fluctuations. For the quarter ended September 30, 2010, our foreign exchange gain was $1.0 million compared to a loss of $2.0 million in Q3 2009. The foreign exchange gain for the three months ended September 30, 2010 is mainly attributable to an increase in the closing exchange rate of the Swiss Franc and Euro vs. the U.S. dollar at September 30, 2010 vs. June 30, 2010. We ended the period with positive working capital denominated in Swiss Francs and Euros and as such recorded a foreign exchange gain due to the appreciation of these currencies relative to the U.S. dollar. For the nine months ended September 30, 2010, the foreign exchange loss was nil versus a loss of $0.6 million for the same period in 2009.

Extraordinary gain – Extraordinary gain was $3.5 million for the quarter and nine months ended September 30, 2010 compared to nil for the same periods in the previous year. The extraordinary gain recorded in 2010 relates to negative goodwill associated with the PTS acquisition. Negative goodwill arose on acquisition because the fair value of the separately identifiable assets acquired net of the liabilities acquired exceeded the total consideration paid.

Income taxes – We operate globally and we calculate our tax provision in each of the jurisdictions in which we conduct business. Our tax rate is, therefore, affected by the realization and anticipated relative profitability of our operations in those various jurisdictions, as well as different tax rates that apply and our ability to utilize tax losses. For the quarter ended September 30, 2010, income tax expense was $2.2 million, compared to $1.1 million for the same period in 2009. The increase in income tax expense is primarily due to an increase in income before tax. For the quarter ended September 30, 2010, income tax expense as a percent of net income before tax was 13%, compared to 29% for the same period in 2009. The decrease in tax expense as a percent of net income before tax in Q3 2010 is primarily due to a non-taxable extraordinary gain included in income before tax in 2010 and certain tax recoveries recognized in 2010 that did not occur in 2009. For the nine months ended September 30, 2010, income tax expense was $7.0 million, compared to $4.7 million for the same period in 2009. The increase in income tax expense for the nine months ended September 30, 2010 compared to the same period in 2009 is primarily due to an increase in income before tax over the same period.

Net Income:

Net income for the quarter ended September 30, 2010 was $14 million compared to net income of $3 million for the same period in 2009. On a per share basis this translated into a net income per diluted share of $0.67 in Q3 2010 vs. a net income per diluted share of $0.13 in Q3 2009. For the first nine months of 2010, net income was $24 million or $1.13 per diluted share compared to $10 million or $0.48 per diluted share in the first nine months of 2009. Net income in Q3 2010 was positively impacted by the growth in our Adjusted EBITDA, the recording of an extraordinary gain and a foreign exchange gain, offset by increases in amortization of intangibles and income tax expense. Net income for the first nine months of 2010 was positively impacted by the growth in our Adjusted EBITDA, the recording of an extraordinary gain and a decline in our foreign exchange loss, offset by increases in amortization of intangibles, and income tax expense.

Adjusted EBITDA:

For Q3 2010, Adjusted EBITDA increased by $9 million to $32 million compared to $23 million in Q3 2009, representing an increase of 38%. Adjusted EBITDA margin was 20% in the third quarter of 2010 compared to 21% in the comparable period in 2009. For the first nine months of 2010, Adjusted EBITDA increased by $18 million to $84 million compared to $66 million during the same period in 2009, representing an increase of 27%. Adjusted EBITDA margin was 18% in the first nine months of 2010, compared to 22% of total revenue for the same period in 2009. The decrease in Adjusted EBITDA margin for the nine months ended September 30, 2010 is largely due to the impact of the relatively lower profitability of the PTS business acquired in Q4 2009 and also due to the appreciation of the Canadian dollar vs. the U.S. dollar as a significant amount of our operating expenses are originated in Canadian dollars (See "Foreign Currency Exposure" below). The average exchange rate for the Canadian dollar increased by 13% versus the U.S. dollar in the nine months ended September 30, 2010 versus the same period in 2009. See "Non-GAAP Measures" for a description of Adjusted EBITDA and Adjusted EBITDA margin.

The following table reconciles Adjusted EBITDA to net income:

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
	($000, except percentages)		($000, except percentages)	
Total revenue	$ 162,814	$ 107,279	$ 459,389	$ 306,046
Net income	14,211	2,706	23,872	10,234
Add back:				
Income taxes	2,156	1,084	7,027	4,714
Extraordinary gain	(3,518)	0	(3,518)	0
Foreign exchange (gain) loss	(980)	2,022	41	624
Interest expense, net	841	542	2,495	1,908
Other (income) expenses	(81)	0	(393)	1,441
Amortization of intangible assets	17,544	15,583	50,014	44,271
Depreciation	1,671	1,067	4,148	2,706
Adjusted EBITDA	31,844	23,004	83,686	65,898
Adjusted EBITDA margin	20%	21%	18%	22%

Adjusted net income:

For Q3 2010, Adjusted net income increased by $11 million to $26 million compared to $15 million in Q3 2009, representing an increase of 76%. Adjusted net income margin was 16% in the third quarter of 2010 compared to 14% in the comparable period in 2009. For the first nine months of 2010, Adjusted net income increased by $17 million to $64 million compared to $48 million during the same period in 2009, representing an increase of 35%. Adjusted net income margin was 14% in the first nine months of 2010, compared to 16% of total revenue for the same period in 2009. Adjusted net income margin for the nine months ended September 30, 2010 declined primarily due to a decline in Adjusted EBITDA margin. See "Non-GAAP Measures" for a description of Adjusted Net Income and Adjusted Net Income margin.

The following table reconciles Adjusted net income to net income:

	Three months ended Septembere 30, 2010	Three months ended Septembere 30, 2009	Nine months ended Septembere 30, 2010	Nine months ended Septembere 30, 2009
	($000, except percentages)		($000, except percentages)	
Total revenue	$ 162,814	$ 107,279	$ 459,389	$ 306,046
Net income (loss)	14,211	2,706	23,872	10,234
Add back:				
Amortization of intangible assets	17,544	15,583	50,014	44,271
Extraordinary gain	(3,518)	0	(3,518)	0
Future income taxes (recovery)	(2,572)	(3,722)	(6,007)	(6,749)
Adjusted net income	25,665	14,567	64,361	47,756
Adjusted net income margin	16%	14%	14%	16%

Quarterly Results

	Quarter Ended							
	Dec. 31, 2008	Mar. 31, 2009	Jun. 30, 2009	Sep. 30 2009	Dec. 31 2009	Mar. 31 2010	Jun. 30 2010	Sep. 30 2010
	($000, except per share amounts)							
Revenue	98,397	97,252	101,515	107,279	131,894	143,893	152,682	162,814
Net Income (loss)	3,970	3,781	3,738	2,715	(10)	6,313	3,348	14,211
Net Income per share								
Basic	0.19	0.18	0.18	0.13	(0.00)	0.30	0.16	0.67
Diluted	0.19	0.18	0.18	0.13	(0.00)	0.30	0.16	0.67

We do not generally experience significant seasonality in our operating results from quarter to quarter. However, our quarterly results may fluctuate as a result of the various acquisitions which may be completed by the Company in any given quarter. We may experience variations in our net income on a quarterly basis depending upon the timing of certain one-time expenditures or gains which may include loss (gain) on the sale of short-term investments, marketable securities and other assets.

Acquisition of PTS from Continental

On November 2, 2009, Constellation acquired PTS from Continental for gross cash consideration of $3 million. The purchase price was a small percent of PTS' annualized revenues, reflecting its recent history of negative cash flows. PTS is not considered a reportable segment of Constellation, however management has chosen to provide certain supplemental financial information to provide greater clarity into the operating performance and cash flow from operations of PTS until such time as it becomes consistently cash flow positive.

Management believes cash flow from operations is useful supplemental information about the performance of the underlying business as certain purchase price adjustments and purchase contract accounting under GAAP may result in reported earnings that differ materially from cash flow from operations. A significant amount of working capital was acquired with the PTS business which may have a material positive impact on cash flow from operations should we be able to reduce the level of working capital required in the business.

Management believes cash flow from operations from PTS will fluctuate significantly from quarter to quarter due to the timing of receipt of milestone payments associated with large contracts. For example, in Q3 2010, PTS contributed minimal cash flow from operations but in Q4 2010, we expect PTS to have positive cash flow from operations, and in the first six months of 2011, we expect PTS to have negative cash flow from operations.

As of the date of acquisition, Constellation recorded a restructuring provision of $2 million to realign operations with the future prospects of the acquired business. The majority of the restructuring provision relates to severance costs. The $1 million balance of the restructuring provision is included in accounts payable and accrued liabilities in the September 30, 2010 balance sheet.

A number of acquired contracts were recorded at their estimated fair value as of the date of acquisition. Under this treatment, excess profits or costs relative to normalized profitability are recorded as contract assets or liabilities and amortized against revenues over the remaining life of the contract. As a result, the revenue and costs of these contracts reflected in the statement of operations will differ from the revenue and costs that would have been recognized under normal course percentage of completion accounting and will differ from the underlying operating cash flow associated with these contracts had we recognized these contracts since their inception. The impact on cash flows will be reflected in the statement of cash flow from operating activities.

In Q1 2010, the Company revised its estimates for progress to completion on a number of acquired long-term contracts which resulted in additional revenue of $1 million being recognized in the period related to work performed and costs incurred over the contract term to date. The revised estimate was based on a detailed project review conducted by management in the post-acquisition period.

As part of the PTS acquisition, Constellation also assumed certain long-term contracts that contain contingent liabilities which may, but in management's opinion are unlikely to, exceed $4 million in the aggregate. The contingent liabilities relate to liquidated damages contractually available to customers for breaches of contracts by PTS. The contingent liabilities represent the maximum financial liabilities potentially due to customers less the amounts accrued in connection with the contracts assumed on acquisition.

In Q3 2010, the Company received an assessment, from a neutral accounting firm, of the value of certain tangible net assets acquired as part of the PTS acquisition, in order to resolve an existing dispute between the Company and Continental AG. The findings indicated a reduction in the purchase price of approximately $6.8 million. The Company received payment from Continental AG on October 1, 2010. The amount was recorded as a receivable as at September 30, 2010 and the opening balance sheet was adjusted as part of the purchase price allocation.

In Q3 2010, the Company recorded an extraordinary gain of $3.5 million relating to negative goodwill associated with the PTS acquisition. Negative goodwill arose on acquisition because the estimated fair value of the separately identifiable assets acquired net of the liabilities acquired exceeded the total consideration paid. There is a further $4.0 million recorded in other long-term liabilities relating to the PTS acquisition as at September 30, 2010 that relate to additional liabilities that may exist from the PTS acquisition. The Company believes additional liabilities may exist due to uncertainties associated with costs related to acquired contracts and, as such, has retained on the balance sheet an amount equal to an estimate of these liabilities pending resolution of ongoing reviews of estimated costs to complete these arrangements, which management anticipates will occur during the allowable measurement period under GAAP. The resolution of these matters may result in the recognition of an extraordinary gain in the event the acquired liabilities are less than the amounts accrued.

Acquisition of certain software assets and liabilities from MAXIMUS Inc.

On September 30, 2008, Constellation acquired certain assets and liabilities of MAXIMUS Inc.'s Asset, Justice, and Education businesses ('MAJES') for net cash consideration of $34 million.

As part of the MAJES acquisition, Constellation also assumed certain long-term contracts that contain contingent liabilities that may, but in management's opinion are unlikely to, exceed $13 million in the aggregate. The contingent liabilities relate to liquidated damages contractually available to customers for breaches of contracts by MAJES and for estimated damages available to customers for breaches of such contracts by MAJES where such contracts did not contain specified penalties. The contingent liabilities represent the maximum financial liabilities potentially due to customers less the amounts accrued in connection with the contracts assumed on acquisition.

Supplemental Financial Information for MAJES and PTS

The table below provides certain supplemental statement of operations and cash flow information regarding MAJES and PTS for the three and nine months ended September 30, 2010. MAJES and PTS are not considered reportable operating segments of Constellation; however, management has chosen to provide certain supplemental financial information to provide greater clarity into the operating performance and cash flow from operations of each business. Management believes cash flow from operations is useful supplemental information about the performance of the underlying business as certain purchase price adjustments and contract accounting under GAAP may result in reported earnings that differ materially from cash flow from operations. Certain contracts acquired as part of the MAJES business are being accounted for using the completed contract method of accounting. As a result, the revenue and costs on these contracts will not be reflected in the statement of operations until such contracts are complete. Over the course of the remaining term of the applicable contracts, the impact on cash flows will be reflected in the statement of cash flows from operating activities.

Statement of Operations

For the three and nine months ended September 30, 2010

(Unaudited)	For the three months ended September 30, 2010				For the nine months ended September 30, 2010			
	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated
Revenue	$ 113,710	$ 19,109	$29,995	$ 162,814	$ 321,149	$57,608	$80,632	$ 459,389
Cost of revenue	42,967	5,485	20,895	69,347	120,141	18,436	52,273	190,850
Gross Profit	70,743	13,624	9,100	93,467	201,008	39,172	28,359	268,539
Total Expenses (excluding amortization)	49,824	6,676	5,123	61,623	145,354	20,750	18,749	184,853
Adjusted EBITDA	20,919	6,948	3,977	31,844	55,654	18,422	9,610	83,686
EBITDA as % Total Revenue	18%	36%	13%	20%	17%	32%	12%	18%
Depreciation	1,125	84	462	1,671	3,066	320	762	4,148
Income before the undernoted	19,794	6,864	3,515	30,173	52,588	18,102	8,848	79,538
Amortization of intangible assets	16,097	1,447	-	17,544	45,670	4,344	-	50,014
Other expenses (income), net	1,863	(2)	(2,081)	(220)	2,268	25	(150)	2,143
Income before extraordinary gain and income taxes	1,834	5,419	5,596	12,849	4,650	13,733	8,998	27,381
Extraordinary gain	-	-	3,518	3,518	-	-	3,518	3,518
Income taxes	(923)	2,059	1,020	2,156	411	3,760	2,856	7,027
Net Income	$ 2,757	$ 3,360	$ 8,094	$ 14,211	$ 4,239	$ 9,973	$ 9,660	$ 23,872

Cash flow from operating activities

For the three and nine months ended September 30, 2010

(Unaudited)	For the three months ended September 30, 2010				For the nine months ended September 30, 2010			
	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated
Cash flows from operating activities:								
Net income	$ 2,757	$ 3,360	$ 8,094	$ 14,211	$ 4,239	$ 9,973	$ 9,660	$ 23,872
Adjustments to reconcile net income to net cash flows from operations:								
Depreciation	1,125	84	462	1,671	3,066	320	762	4,148
Amortization of intangible assets	16,097	1,447	-	17,544	45,670	4,344	-	50,014
Extraordinary gain	-	-	(3,518)	(3,518)	-	-	(3,518)	(3,518)
Future income taxes	(1,936)	(645)	9	(2,572)	(5,284)	(782)	59	(6,007)
Other non-cash items	73	(4)	(1,118)	(1,049)	(393)	21	(78)	(450)
Change in non-cash operating working capital	(1,938)	3,521	(4,258)	(2,675)	501	(383)	(5,028)	(4,910)
Cash flows from operating activities	$ 16,178	$ 7,763	$ (329)	$ 23,612	$ 47,799	$13,493	$ 1,858	$ 63,149

Adjusted EBITDA to net income reconciliation
For the three and nine months ended September 30, 2010

(Unaudited)	For the three months ended September 30, 2010				For the nine months ended September 30, 2010			
	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated	Constellation Software Inc. (excluding MAJES and PTS)	MAJES	PTS	Consolidated
Total revenue	$ 113,710	$19,109	$29,995	$ 162,814	$ 321,149	$ 57,608	$ 80,632	$ 459,389
Net income	2,757	3,360	8,094	14,211	4,239	9,973	9,660	23,872
Add back:								
Income tax expense	(923)	2,059	1,020	2,156	411	3,760	2,856	7,027
Extraordinary gain	-	-	(3,518)	(3,518)	-	-	(3,518)	(3,518)
Other expenses (income), net	1,863	(2)	(2,081)	(220)	2,268	25	(150)	2,143
Amortization of intangible assets	16,097	1,447	-	17,544	45,670	4,344	-	50,014
Depreciation	1,125	84	462	1,671	3,066	320	762	4,148
Adjusted EBITDA	20,919	6,948	3,977	31,844	55,654	18,422	9,610	83,686
Adjusted EBITDA margin	18%	36%	13%	20%	17%	32%	12%	18%

Liquidity

Our net cash position (cash less bank indebtedness) at September 30, 2010 decreased to negative $15 million, from negative $10 million at December 31, 2009. Borrowings on our line of credit decreased by $4 million and cash decreased by $9 million.

Total assets increased $37 million, from $480 million at December 31, 2009 to $517 million at September 30, 2010. The majority of the increase can be explained by an increase in intangible assets and goodwill of $16 million due to acquisitions completed since the beginning of the year and due to an increase in WIP, inventory and accounts receivable of $19 million primarily from our PTS business.

Current liabilities increased $11 million, from $299 million at December 31, 2009 to $310 million at September 30, 2010. The majority of the increase can be explained by an increase in deferred revenue of $19 million primarily due to an increase in maintenance revenue from acquisitions and from the timing of billings versus revenue recognized. This increase was offset by a decrease in bank indebtedness of $4 million.

Net Changes in Cash Flow	**Nine months ended September 30, 2010**
	(in millions of $)
Net cash provided by operating activities	$63
Net cash used in financing activities	(9)
Net cash used in investing activities	(63)
Effect of currency translation	(nil)
Net decrease in cash and cash equivalents	$(9)

The net cash flow from operating activities was $63 million for the nine months ended September 30, 2010. The $63 million provided by operating activities resulted from $24 million in net income, plus adjustments for $44 million of non-cash items included in net income less $5 million of cash used by changes in our non-cash operating working capital.

The net cash used in financing activities in the nine months ended September 30, 2010 was $9 million. $6 million was used in Q1 2010 to pay a dividend of $0.26 per share and $4 million was used to reduce bank indebtedness.

The net cash used in investing activities in the nine months ended September 30, 2010 was $63 million. The cash used in investing activities was primarily due to acquisitions for an aggregate of $49 million (including payments for holdbacks relating to prior acquisitions) and due to $10 million in additions to short term investments, marketable securities and other assets.

We believe we have more than sufficient cash and cash equivalents to continue to operate for the foreseeable future. Generally our VMS businesses operate with negative working capital as a result of the collection of maintenance payments and other revenues in advance of the performance of the related services. As such, management anticipates that it can continue to grow the business organically without any additional funding. If we continue to acquire VMS businesses we may need additional external funding depending upon the size and timing of the acquisitions.

Capital Resources and Commitments

We have a $160 million credit facility that is collateralized by substantially all of our assets including the assets of the majority of our material Canadian and U.S. subsidiaries. Certain other subsidiaries also guarantee this facility. The facility is available for acquisitions, working capital needs, and other general corporate purposes and for the needs of our subsidiaries. As of September 30, 2010, we had drawn $40 million on this facility.

Commitments include operating leases for office equipment and facilities, bank guarantees, and performance bonds issued on our behalf by financial institutions in connection with facility leases and contracts with public sector customers. Also, occasionally we structure some of our acquisitions with “earn out” payments based on the future performance of the acquired business. Aside from the aforementioned, we do not have any other business arrangements, derivative financial instruments, or any equity interests in unconsolidated companies (aside from our shareholdings in publicly traded companies included in our short term investments) that would have a significant effect on our assets and liabilities as at September 30, 2010.

Foreign Currency Exposure

We operate internationally and have foreign currency risks related to our revenue, operating expenses, assets and liabilities denominated in currencies other than the U.S. dollar. Consequently, we believe movements in the foreign currencies in which we transact could significantly affect future net earnings. Currently, we do not use hedging techniques to mitigate such currency risks. We cannot predict the effect of foreign exchange losses in the future; however, if significant foreign exchange losses are experienced, they could have a material adverse effect on our business, results of operations, and financial condition.

The following table provides an approximate breakdown of our revenue and expenses by currency, expressed as a percentage of total revenue/expenses, as applicable, for the three and nine month periods ended September 30, 2010:

	Three Months Ended September 30, 2010		Nine Months Ended September 30, 2010	
Currencies	% of Revenue	% of Expenses	% of Revenue	% of Expenses
USD	67%	51%	70%	54%
CAD	9%	22%	10%	24%
GBP	9%	11%	8%	9%
CHF	9%	12%	6%	10%
EURO	3%	0%	3%	0%
Others	3%	4%	3%	3%
Total	100%	100%	100%	100%

Off-Balance Sheet Arrangements

As a general practice, we have not entered into off-balance sheet financing arrangements. Except for operating leases, bank guarantees, and letters of credit, all of our liabilities and commitments are reflected on our balance sheet.

Transactions with Related Parties

Aside from our Key Employee Loan Program ("KELP"), we had no material related party transactions during the nine months ended September 30, 2010. The outstanding balance of loans granted under the KELP as of September 30, 2010 was $0.5 million as compared to $0.6 million as of December 31, 2009.

Proposed Transactions

We seek potential acquisition targets on an ongoing basis and may complete several acquisitions in any given fiscal year.

Changes in Accounting Policies

Effective January 1, 2010, the Company adopted CICA Handbook, Section 1582 "Business Combinations" which replaces existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent consideration and contingencies will also be recorded at fair value at the acquisition date. This standard also states that acquisition related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. The Company has elected to early adopt this standard and apply to all business combinations with acquisition dates on or after January 1, 2010. The impact to the Company's financial statements as a result of adopting this new standard was an increase in General and administration expenses of approximately $1.6 million for the nine months ended September 30, 2010 compared to the same period in 2009.

Effective January 1, 2010, the Company adopted CICA Handbook, Section 1601, "Consolidated financial statements", which replaces existing standards. This section establishes the standards for preparing consolidated financial statements and is effective for fiscal 2011. The Company has elected to early adopt this standard effective January 1, 2010. There was no material impact to the Company's financial statements as a result of adopting this new standard.

In January 2009, the CICA issued Handbook Section 1602, "Noncontrolling interests in Consolidated Financial Statements". This section specifies that noncontrolling interests be treated as a separate component of equity, not as a liability or other item outside of equity. Section 1602 is effective for periods beginning on or after January 1, 2011 and will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company has elected to early adopt this standard effective January 1, 2010. There was no material impact to the Company's financial statements as a result of adopting this new standard.

Recent Accounting Pronouncements

International Financial Reporting Standards (IFRS)

In February 2008, the Canadian Accounting Standards Board announced the adoption of IFRS for publicly accountable enterprises in Canada. Effective January 1, 2011, companies must convert from Canadian GAAP to IFRS. IFRS is effective for our first quarter ended March 31, 2011, with comparative data also prepared under IFRS.

We have initiated an IFRS transition project with a formal and detailed project plan. A project team consisting of senior management from our head office and operating subsidiaries are engaged on the project. We have also engaged external IFRS consultants. Regular reporting is provided to our senior executive management team and to our Audit Committee on the project's progress.

The table below illustrates key elements of our transition plan, our major milestones and status as at September 30, 2010. Our conversion plan is organized in phases over time and by area.

Activities	Milestones	Status
Financial reporting:		
• Identification of differences between Canadian GAAP and IFRS applicable to the Company. • Selection of IFRS accounting policies and IFRS 1 elections. • Quantification of differences between Canadian GAAP and IFRS. • Development of IFRS financial statements including disclosures.	• Analysis of significant differences. • Senior management and Audit Committee approval of financial statement format in Q4 2010. • Final quantification of conversion effects on the 2010 opening balance sheet by Q4 2010 and 2010 comparative period by Q1 2011.	• Identification of initial differences and preliminary selection of IFRS accounting policies completed in 2009.
System and processes:		
• Assessment of the impact of changes on the systems and processes. • Implementation of any system and process design changes. • Documentation and testing of	• Systems, process and internal control changes implemented by Q4 2010. • Testing of internal controls for 2010 comparatives completed by Q1 2011.	• To date no significant modifications to our information systems have been identified. • To date only minor changes to our internal controls and processes have been

internal controls over new systems and processes.		identified.
Contracts, communication and training:		
• Assessment of the impact to contracts on changing from Canadian GAAP, specifically, employee bonus plans, debt covenants, and any contingent consideration from business combinations. • Communicate the effect of the IFRS change over internally and externally. • Provide appropriate training to employees based on their interaction with IFRS.	• Contracts analyzed and updated (if appropriate) by end of 2010. • Communication at all levels throughout the transition process.	• Communication is ongoing. • Training of employees has begun, scheduled to be completed by Q4 2010.

The following are our preliminary significant IFRS policy decisions and significant expected accounting differences, based on our analysis of the current IFRS standards. Additional differences between Canadian GAAP and IFRS may be identified once the training is completed and as we conduct the quantification process. As a result, our accounting policy choices may change prior to the adoption of IFRS on January 1, 2011. Although we have identified key accounting policy differences, we cannot at this time determine the impact of these differences to our consolidated financial statements.

The impact of IFRS at transition will depend on the IFRS standards in effect at the time, accounting elections that have not yet been made and the prevailing business and economic facts and circumstances. The evolving nature of IFRS may also result in additional accounting changes, some of which may be significant. We will continue to monitor changes in the IFRS standards and will adjust our transition plans accordingly.

First-time adoption of IFRS (IFRS 1):

Upon transition, a company is required to apply IFRS on a retrospective basis. However, IFRS 1 has certain mandatory exceptions, as well as limited optional exemptions, in specific areas of certain standards that do not require retrospective application of IFRS. Based on our analysis to date, we expect to apply the following optional exemptions available under IFRS 1 that may be significant to us in preparing our first consolidated financial statements under IFRS:

Business combinations - IFRS 1 allows us to apply these standards on a prospective or retrospective basis. We have elected to apply IFRS 3(revised), Business combinations, on a prospective basis for all business combinations completed after January 1, 2010.

Cumulative translation differences - IFRS 1 allows cumulative translation differences for foreign operations to be cleared through equity on transition. We have elected to reset cumulative translation differences to zero on transition. At September 30, 2010, our cumulative translation account under Canadian GAAP was a loss of $2.2 million and a loss of $3.2 million at December 31, 2009.

IFRS to Canadian GAAP differences:

In addition to the IFRS 1 exceptions and exemptions, the following are preliminary differences between our Canadian GAAP accounting policies and those under IFRS that we believe are applicable and significant to Constellation based on our analysis to date:

Recognizing and measuring goodwill or a gain from a bargain purchase

Under IFRS, negative goodwill does not result in the proportionate reduction of certain acquired assets, or the inclusion of contingent liabilities. Rather, negative goodwill is recorded in the P&L. We have had acquisitions in the past wherein negative goodwill has resulted in a proportionate reduction of certain acquired assets. Under IFRS, this would result in negative goodwill being recorded in the statement of operations.

Foreign currency translation

Under IFRS, there are various indicators to be considered in determining the appropriate functional currency of an entity. When the indicators are mixed and the functional currency is not obvious, priority should be given to indicators that have a greater weighting, such as primary indicators including the currency that most influences sales prices, the currency of the market in which the goods are sold, and the currency that mainly influences expenses. Canadian GAAP has similar indicators as IFRS in determining functional currency. However, Canadian GAAP does not have a hierarchy of indicators under which certain indicators are given priority. Based on our preliminary analysis of the functional currency under IFRS, we believe that the functional currency of some of our foreign subsidiaries will change from US dollars to local currency. Based on a preliminary analysis, we do not believe that these changes will have a material impact on our January 1, 2010 opening balance sheet. Any impact of a retrospective change in the functional currency will be initially reported in retained earnings.

Business combinations

IFRS 3 “Business Combinations”, requires that changes to preliminary purchase equations be retrospectively adjusted as of the acquisition date. At January 1, 2010 the accounting for certain of our business combinations was incomplete, consequently they have been recorded using provisional amounts. Changes to these purchase equations will be reflected in our opening IFRS balance sheet.

Provisions

Under IFRS a provision is recognized in the financial statements if it is probable. Probable is defined under IFRS as “more likely than not”. This is a lower threshold than “likely” under Canadian GAAP. Currently, we have approximately $19 million in contingent liabilities disclosed in our financial statements. Under IFRS, some of these liabilities may be recorded in our financial statements.

Revenue recognition

We have certain long term contracts that are being accounted for using the completed contract method of accounting. Completed contract method of accounting is not allowed under IFRS. As such, we will record accumulated profit/loss on these contracts in our opening retained earnings and recognize the remaining billings and expenses using the percentage completion method where we can reliably estimate costs to complete. Where we cannot estimate costs to complete, the zero margin method will be used.

Amortization of Fixed Assets and Finite Life Intangible Assets

Under IFRS uniform accounting policies must be used for reporting like transactions. With input from our subsidiaries we have developed draft uniform accounting policies. These policies decrease the useful life of some of our fixed assets and finite life intangible assets. IFRS requires that we retrospectively apply this change, the result being a decrease in the net book value of our depreciable assets and a decrease in our retained earnings.

Impairment of Assets

Under IFRS, assets are tested separately for impairment, and where the recoverable amount cannot be estimated for individual assets, it should be estimated as part of a cash-generating unit. IFRS uses a one-step process for testing and measuring impairment of long-lived assets, rather than two-step methods under Canadian GAAP. Except for goodwill, IFRS also requires reversal of impairments of long-lived assets where adverse circumstances have reversed. The Company preliminarily assessed the carrying value of its assets in accordance with IAS 36 and found that no impairment losses are required to be recognized as at January 1, 2010, or at September 30, 2010. Whether the Company will be materially affected will depend upon the facts at the time of each impairment test.

Income Taxes

For integrated subsidiaries and foreign-denominated purchases of capital assets, IFRS requires a deferred tax asset/liability to be recorded based on foreign exchange movements, whereby an amount arises based on the difference between the historical rate and the current rate. Under its current structure, Constellation has a number of integrated subsidiaries that could be impacted by this difference. We will also be impacted by the potential income tax effect of the other IFRS changes noted above.

Share Capital

As at November 3, 2010, there were 21,191,530 total shares outstanding comprised of 17,503,530 common shares and 3,688,000 class A non-voting shares.

Outlook

Although we anticipate that our annual revenue and Adjusted EBITDA will vary from year to year, management's objective is to grow each of our annual revenue per share and Adjusted EBITDA per share at an average rate, in the five year period commencing January 1, 2006 and ending December 31, 2010, in excess of 20% per annum. While we previously anticipated that approximately one half to three quarters of our growth would be attributable to acquisitions over this five year period, the availability of acquisitions combined with the impact of the economy on our organic growth over this period is currently expected to result in the majority of our growth being attributable to acquisitions. The foregoing objectives are based on various assumptions of management, including, without limitation, that (i) there will be a sufficient number of reasonably-priced acquisitions available, and (ii) we will continue to declare modest dividends. See ''Forward-Looking Statements'' and ''Risks and Uncertainties".

Risks and Uncertainties

The risks and uncertainties affecting the Company are described in the Company's most recently filed AIF. Additional risks and uncertainties not presently known to us or that we currently consider immaterial also may impair our business and operations and cause the price of the common shares to decline. If any of the noted risks actually occur, our business may be harmed and the financial condition and results of operation may suffer significantly. In that event, the trading price of the common shares could decline, and shareholders may lose all or part of their investment.

Controls and Procedures

Evaluation of disclosure controls and procedures:

Management is responsible for establishing and maintaining disclosure controls and procedures as defined under National Instrument 52-109. At September 30, 2010, the President and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective and that material information relating to the Company, including its subsidiaries, was made known to them and was recorded, processed, summarized and reported within the time periods specified under applicable securities legislation.

Internal controls over financial reporting:

In accordance with National Instrument 52-109 respecting certification of disclosure in issuers' interim filings, the President and Chief Financial Officer have designed or caused it to be designed under their supervision, disclosure controls and procedures to provide reasonable assurance that (i) information required to be disclosed by the Company in its quarterly filings or other reports filed or submitted by it under applicable securities legislation is recorded, processed, summarized and reported within the prescribed time periods, and (ii) material information regarding the Company is accumulated and communicated to the Company's management, including its President and Chief Financial Officer in a timely manner.

In addition, the President and Chief Financial Officer have designed or caused it to be designed under their supervision internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes. The control framework the President and the Chief Financial Officer used to design the Company's ICFR is recognized by the Committee of Sponsoring Organizations of the Treadway Commission.

The President and the Chief Financial Officer have evaluated, or caused to be evaluated under their supervision, whether or not there were changes to its ICFR during the three-month period ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect the Company's ICFR. No such changes were identified through their evaluation.

Exclusion of PTS

Our assessment of and conclusion on the effectiveness of disclosure controls and procedures and internal control over financial reporting did not include the controls or procedures of the operations of PTS, which are included in our Q3 2010 interim consolidated financial statements. Certain summary financial information related to PTS has been included above under 'Acquisition of PTS from Continental'.

Consolidated Financial Statements
(In U.S. dollars)

CONSTELLATION SOFTWARE INC.

For the three and nine months ended September 30, 2010 and 2009
(Unaudited)

CONSTELLATION SOFTWARE INC.

Interim Consolidated Balance Sheets
(In thousands of U.S. dollars)

	September 30, 2010	December 31, 2009
	(Unaudited)	
Assets		
Current assets:		
Cash	$ 24,654	$ 33,249
Short-term investments and marketable securities available for sale (note 5)	26,025	22,323
Accounts receivable	109,738	99,742
Work in progress	26,679	21,349
Inventory (note 6)	16,050	12,702
Prepaid expenses and other current assets (note 7)	19,844	19,606
Notes receivable	4,022	3,833
Investment tax credits recoverable	1,744	2,250
Future income taxes (note 14)	3,617	4,445
	232,373	219,499
Restricted cash (note 4)	957	2,229
Property and equipment	16,239	10,539
Future income taxes (note 14)	15,179	10,155
Investment tax credits recoverable	3,473	2,133
Other long-term assets (note 7)	4,089	7,169
Intangible assets (note 10)	197,512	187,788
Goodwill (note 9)	47,483	40,977
	$ 517,305	$ 480,489
Liabilities and Shareholders' Equity		
Current liabilities:		
Bank indebtedness (note 11)	$ 39,629	$ 43,100
Accounts payable and accrued liabilities (note 8)	106,777	111,307
Acquisition holdback payments	3,208	3,587
Deferred revenue	156,018	136,857
Income taxes payable (note 14)	3,875	3,751
	309,507	298,602
Future income taxes (note 14)	34,977	28,121
Other long-term liabilities (note 8)	43,392	45,708
Shareholders equity:		
Capital stock	99,283	99,283
Shareholder loans (note 12)	(469)	(646)
Accumulated other comprehensive income (loss) (note 18)	2,675	(157)
Retained earnings	27,940	9,578
	129,429	108,058
Contingencies (note 9(f))		
Subsequent events (note 19)		
	$ 517,305	$ 480,489

See accompanying notes to interim consolidated financial statements.

CONSTELLATION SOFTWARE INC.

Interim Consolidated Statements of Operations
(In thousands of U.S. dollars, except per share amounts)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
	(Unaudited)		(Unaudited)	
Revenue	$ 162,814	$ 107,279	$ 459,389	$ 306,046
Cost of revenue	69,347	40,115	190,850	112,934
	93,467	67,164	268,539	193,112
Research and development	20,563	16,478	64,052	46,460
Sales and marketing	14,110	10,714	43,075	31,494
General and administration	26,950	16,968	77,726	49,260
Depreciation	1,671	1,067	4,148	2,706
	63,294	45,227	189,001	129,920
Income before the undernoted	30,173	21,937	79,538	63,192
Amortization of intangible assets	17,544	15,583	50,014	44,271
Other (income) expenses (note 13)	(81)	-	(393)	1,441
Interest expense, net	841	542	2,495	1,908
Foreign exchange (gain) loss	(980)	2,022	41	624
Income before extraordinary gain and income taxes	12,849	3,790	27,381	14,948
Extraordinary gain (taxes - nil) (note 9(e))	3,518	-	3,518	-
Income taxes (recovery) (note 14):				
Current	4,728	4,806	13,034	11,463
Future	(2,572)	(3,722)	(6,007)	(6,749)
	2,156	1,084	7,027	4,714
Net income	$ 14,211	$ 2,706	$ 23,872	$ 10,234
Income per share (note 15):				
Basic	$ 0.67	$ 0.13	$ 1.13	$ 0.48
Diluted	0.67	0.13	1.13	0.48
Weighted average number of shares outstanding (note 15):				
Basic	21,180	21,171	21,178	21,163
Diluted	21,192	21,192	21,192	21,192
Outstanding at the end of the period	21,192	21,192	21,192	21,192

See accompanying notes to interim consolidated financial statements.

CONSTELLATION SOFTWARE INC.

Interim Consolidated Statements of Retained Earnings
(In thousands of U.S. 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
	(Unaudited)		(Unaudited)	
Retained earnings, beginning of period	$ 13,729	$ 6,882	$ 9,578	$ 3,931
Net income	14,211	2,706	23,872	10,234
Dividends	-	-	(5,510)	(4,577)
Retained earnings, end of period	$ 27,940	$ 9,588	$ 27,940	$ 9,588

Interim Consolidated Statements of Comprehensive Income
(In thousands of U.S. 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
	(Unaudited)		(Unaudited)	
Net income	$ 14,211	$ 2,706	$ 23,872	$ 10,234
Other comprehensive net income:				
Net unrealized mark-to-market adjustment gain (loss) on available-for-sale financial assets during the period	870	3,720	3,354	4,099
Net unrealized foreign exchange gain (loss) on available-for-sale financial assets during the period	409	(218)	(31)	524
Reclassification of unrealized gain upon derecognition of available-for-sale investments	-	-	(696)	-
Amounts reclassified to net income during the period related to other than temporary losses in available-for-sale investments	-	-	-	1,474
Future tax expense on unrealized net gains	(192)	-	(844)	-
Foreign currency translation adjustment	742	-	1,049	-
Comprehensive income	$ 16,040	$ 6,208	$ 26,704	$ 16,331

See accompanying notes to interim consolidated financial statements.

CONSTELLATION SOFTWARE INC.

Interim Consolidated Statements of Cash Flows
(In thousands of U.S. 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
	(Unaudited)		(Unaudited)	
Cash flows from operating activities:				
Net income	$ 14,211	$ 2,706	$ 23,872	$ 10,234
Adjustments to reconcile net income to net cash flows from operations:				
Depreciation	1,671	1,067	4,148	2,706
Amortization of intangible assets	17,544	15,583	50,014	44,271
Extraordinary gain (note 9(e))	(3,518)	-	(3,518)	-
Non-cash interest	(70)	(30)	(211)	(101)
Future income taxes	(2,572)	(3,722)	(6,007)	(6,749)
Other	1	-	(280)	1,441
Foreign exchange (gain) loss	(980)	2,022	41	624
Change in non-cash operating working capital (note 17)	(2,675)	11,918	(4,910)	(4,543)
Cash flows from operating activities	23,612	29,544	63,149	47,883
Cash flows from (used in) financing activities:				
Increase (decrease) in other long-term liabilities	(716)	(135)	(209)	(194)
Increase (decrease) in bank indebtedness, net	(19,825)	17,000	(3,471)	(6,200)
Credit facility financing fees	(13)	(26)	(13)	(54)
Dividends paid	-	-	(5,510)	(4,577)
Repayment of shareholder loans (note 12)	17	2	207	329
Cash flows from (used in) financing activities	(20,537)	16,841	(8,996)	(10,696)
Cash flows from (used in) investing activities:				
Acquisition of businesses, net of cash acquired (note 9)	(3,628)	(38,701)	(43,533)	(44,295)
Acquisition holdback payments	(2,667)	701	(5,489)	(1,871)
Earnout payments	-	-	(71)	-
Acquisitions of short-term investments, marketable securities and other assets, net	(2,163)	(1,521)	(10,411)	(1,411)
Decrease in restricted cash	-	(50)	1,272	(50)
Decrease (increase) in other assets	(149)	(177)	699	(306)
Property and equipment purchased	(1,926)	(978)	(5,149)	(2,907)
Cash flows used in investing activities	(10,533)	(40,726)	(62,682)	(50,840)
Effect of currency translation adjustment on cash and cash equivalents	1,750	(1,132)	(66)	221
Increase (decrease) in cash and cash equivalents	(5,708)	4,527	(8,595)	(13,432)
Cash, beginning of period	30,362	12,446	33,249	30,405
Cash, end of period	$ 24,654	$ 16,973	$ 24,654	$ 16,973
Supplemental cash flow information:				
Income taxes paid	$ 8,911	$ 1,103	$ 13,926	$ 9,917
Interest paid	995	684	3,127	2,331
Investment tax credits received	844	55	1,382	260
Interest received	5	-	84	46

See accompanying notes to interim consolidated financial statements.

1. Basis of presentation:

The accompanying unaudited condensed interim consolidated financial statements (the "Interim Consolidated Financial Statements") include the accounts of the Company and all entities which are controlled by the Company, referred to as subsidiaries. All significant inter-company transactions and balances have been eliminated. During the nine months ended September 30, 2010, the Company completed certain acquisitions as described in note 9 to the Interim Consolidated Financial Statements. The results of operations of these acquired companies have been included in these Interim Consolidated Financial Statements from the dates of acquisition.

These Interim Consolidated Financial Statements are expressed in U.S. dollars and are prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and reflect all adjustments consisting only of normal adjustments which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods presented. These Interim Consolidated Financial Statements are based upon accounting policies and methods of their application that are consistent with those used and described in the Company's annual consolidated financial statements, except as described in note 2. The Interim Consolidated Financial Statements do not include all of the financial statement disclosures included in the annual financial statements prepared in accordance with Canadian GAAP and, therefore, should be read in conjunction with the 2009 annual consolidated financial statements and notes.

2. Changes in accounting policies:

(a) Business combinations:

In January 2009, the CICA issued Handbook Section 1582, "Business combinations," which replaces the existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent consideration and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted. The Company elected to early adopt this standard and it has been applied to all business combinations with acquisition dates on or after January 1, 2010. The impact to the Company's consolidated financial statements as a result of adopting this new standard for the nine months ended September 30, 2010, was an increase in general and administration expenses of approximately $1,600, attributable to acquisition-related costs and restructuring charges.

(b) Consolidated financial statements:

In January 2009, the CICA issued Handbook Section 1601, "Consolidated financial statements," which replaces the existing standards. This section establishes the standards for preparing consolidated financial statements and is effective as of January 1, 2011. Earlier adoption is permitted. The Company has elected to early adopt this standard effective January 1, 2010. There was no material impact to the Company's consolidated financial statements as a result of this new standard.

2. Changes in accounting policies (continued):

(c) Noncontrolling interests in consolidated financial statements:

In January 2009, the CICA issued Handbook Section 1602, "Noncontrolling interests in Consolidated Financial Statements". This section specifies that noncontrolling interests be treated as a separate component of equity, not as a liability or other item outside of equity. Section 1602 is effective for periods beginning on or after January 1, 2011 and will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company has elected to early adopt this standard effective January 1, 2010. There has been no material impact to the Company's consolidated financial statements as a result of this new standard.

3. Changes in accounting policies not yet adopted:

The following accounting pronouncements have been released but have not yet been adopted by the Company.

(a) International Financial Reporting Standards ("IFRS"):

In February 2008, the Canadian Accounting Standards Board announced the adoption of IFRS for publicly accountable enterprises in Canada. Effective January 1, 2011, companies must convert from Canadian GAAP to IFRS. IFRS is effective for the Company's quarter ended March 31, 2011, being the first quarter in fiscal 2011, with comparative data also prepared under IFRS.

The Company has initiated an IFRS transition project with a formal and detailed project plan. A project team consisting of senior management from the Company's head office and operating subsidiaries are engaged on the project. The Company has also engaged external IFRS consultants. Regular reporting is provided to the Company's senior executive management and to their Audit Committee on the project's progress. The project focuses on the key areas impacted by the conversion, including financial reporting, systems and processes, communications and training. The Company's transition plan is progressing according to its implementation schedule.

(b) Revenue arrangements with multiple deliverables:

In December 2009, the CICA issued Emerging Issue Committee Abstract ("EIC") 175, "Revenue Arrangements with Multiple Deliverables", an amendment to EIC 142, "Revenue Arrangements with Multiple Deliverables". EIC 175 provides guidance on certain aspects of the accounting for arrangements under which the Company will perform multiple revenue-generating activities. Under the new guidance, when vendor specific objective evidence or third party evidence for deliverables in an arrangement cannot be determined, a best estimate of the selling price is required to separate deliverables and allocate arrangement consideration using the relative selling price method. EIC 175 also includes new disclosure requirements on how the application of the relative selling price method affects the timing and amount of revenue recognition. EIC 175 is effective prospectively, with retrospective adoption permitted, for revenue arrangements entered into or materially modified in fiscal years beginning on or after January 1, 2011. Early adoption is also permitted; however, early adoption during an interim period requires retrospective application from the beginning of the fiscal year. The Company will not be early adopting.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

4. Restricted cash:

At September 30, 2010, the Company has $957 (December 31, 2009 - $2,229) held in accordance with escrow agreements related to prior business acquisitions.

5. Short-term investments and marketable securities:

At September 30, 2010, the Company held investments in four (December 31, 2009 - five) public companies listed in the U.K., U.S. and Canada, all of which develop and sell software solutions. All investments have been designated as available for sale in the Company's consolidated financial statements. During the nine months ended September 30, 2010, the Company's accounting basis for its investment in Gladstone PLC was reclassified from an equity investee to a consolidated subsidiary (refer to note 9(b)).

	September 30, 2010		December 31, 2009	
	Cost	Market Value	Cost	Market Value
Common shares	$ 20,262	$ 26,025	$ 19,319	$ 22,323

6. Inventory:

	September 30, 2010	December 31, 2009
Raw materials	$ 7,640	$ 2,955
Work in progress	1,162	499
Finished goods	7,248	9,248
	$ 16,050	$ 12,702

The cost of inventories, including applicable writedowns to net realizable value, included in cost of revenue for the nine months ended September 30, 2010 amounted to $31,574 (Nine months ended September 30, 2009 - $11,176). The cost for the three months ended September 30, 2010 amounted to $14,048 (Three months ended September 30, 2009 - $4,384).

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

7. Other long-term assets:

		September 30, 2010		December 31, 2009
Share purchase warrants	$	200	$	200
Acquired contract assets (i)		1,227		3,364
Long term receivables and other		2,662		3,605
	$	4,089	$	7,169

(i) Long-term contracts acquired in a business combination are assigned a fair value at the date of acquisition based on the remaining amounts to be billed under the contract, reduced by the estimated costs to complete the contract and an allowance for normal profit related to the activities that will be performed after the acquisition. The resulting amount is recorded as an asset when billings are in excess of costs plus the allowance for normal profit on uncompleted contracts at the date of acquisition. The current portion which amounts to $2,389 (December 31, 2009 - $4,238) is included in Prepaid expenses and other current assets.

Each period subsequent to acquisition, the asset is reduced by actual billings and increased by revenue recognized in the statement of operations.

8. Other long-term liabilities:

		September 30, 2010		December 31, 2009
Acquisition holdback payments	$	1,577	$	2,537
Acquired contract liabilities (i)		34,772		34,120
Acquired liabilities (ii)		3,967		6,212
Other (iii)		3,076		2,839
	$	43,392	$	45,708

(i) Long-term contracts acquired in a business combination are assigned a fair value at the date of acquisition based on the remaining amounts to be billed under the contract, reduced by the estimated costs to complete the contract and an allowance for normal profit related to the activities that will be performed after the acquisition. The resulting amount is recorded as a liability when costs plus the allowance for normal profit are in excess of billings on uncompleted contracts at the date of acquisition. The current portion which amounts to $9,442 (December 31, 2009 - $7,652) is included in Accounts payable and accrued liabilities.

Each period subsequent to acquisition, the liability is increased by actual billings and decreased by revenue recognized in the statement of operations.

(ii) These liabilities are a component of the Public Transit Solutions business acquired on November 2, 2009 (note 9(e)). The Company believes additional liabilities may exist due to uncertainties associated with costs related to acquired contracts and, as such, has retained on the balance sheet an amount equal to an estimate of these liabilities pending resolution of ongoing reviews of estimated costs to complete these arrangements, which management anticipates will occur during the allowable measurement period. The resolution of these matters may result in the recognition of an extraordinary gain in the event the acquired liabilities are less than the amounts currently accrued.

(iii) Other primarily consists of lease inducements and non-compete accruals to be paid out over the next four years.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions:

2010

(a) On April 30, 2010, the Company acquired all of the remaining shares, not already held by the Company, of UK-based Gladstone PLC ("Gladstone") for $17,336. As at March 31, the Company had recorded its ownership in Gladstone as an equity investment with a fair value of $9,479. The aggregate fair value determined upon acquistion was $26,870. There was no gain or loss resulting from the difference in equity accounting and fair value on acquisition. Gladstone is a global provider of solutions for the health and leisure and education verticals. The acquisition has been accounted for using the acquisition method with the results of operations included in these consolidated financial statements from the date of acquisition. Due to the size and complexity of the acquisition, the Company is still in the process of resolving the fair value of the assets and liabilities acquired as part of the acquisition. The following table summarizes the aggregate preliminary estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

Assets acquired:		
Cash	$	7,653
Other current assets		4,339
Property and equipment		2,871
Technology assets		12,276
Customer assets		3,791
Backlog		800
Goodwill		2,917
		34,647
Liabilities assumed:		
Current liabilities		42
Deferred revenue		3,012
Future income taxes		4,723
		7,777
Total purchase price consideration	$	26,870

This acquisition has been included in the Private Sector reportable segment.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

(b) During the nine months ended September 30, 2010, the Company made fifteen additional acquisitions for aggregate cash consideration of $39,896 plus cash holdbacks of $3,789 resulting in total consideration of $43,685. The holdbacks are payable over a three-year period ending June 25, 2013 and are adjusted for claims under the representations and warranties of the agreements. In addition, there is contingent consideration payable in the maximum amount of $781 based on the achievement of certain revenue targets. The obligaton for contingent consideration has been recorded at its estimated fair value, determined to be $305 at the acquisition date. The acquisitions include software companies catering to the pulp and paper, tourism and attractions, schools, catalog, public transit, agriculture business, health club, and housing finance agency markets. The acquisitions have been accounted for using the acquisition method with the results of operations included in these consolidated financial statements from the date of each acquisition. Due to the size, complexity, and timing of certain acquisitions, the Company is still in the process of resolving the fair value of the assumed assets and liabilities acquired as part of the acquisitions. The following table summarizes, by reportable segment, the aggregate preliminary estimated fair value of the assets acquired and liabilities assumed at the date of each acquisition:

	Public Sector	Private Sector	Consolidated
Assets acquired:			
Cash	$ 4,692	$ 1,354	$ 6,046
Other current assets	5,280	4,290	9,570
Property and equipment	1,273	374	1,647
Technology assets	13,314	17,168	30,482
Customer assets	5,922	5,388	11,310
Goodwill	3,224	233	3,457
	33,705	28,807	62,512
Liabilities assumed:			
Current liabilities	4,474	2,078	6,552
Deferred revenue	4,331	3,063	7,394
Future income taxes	3,078	1,433	4,511
Other long term liabilities	211	159	370
	12,094	6,733	18,827
Total purchase price consideration	$ 21,611	$ 22,074	$ 43,685

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

2009

(c) On September 2, 2009, the Company acquired the Resource Management ("RM") Business from Medisolution Ltd. for aggregate cash consideration of $27,762 plus cash holdbacks of $1,359 resulting in total consideration of $29,121. The holdbacks have subsequently been paid. The RM business provides ERP software, solutions and services to healthcare and service sector customers across North America. The acquisition has been accounted for using the purchase method with the results of operations included in these consolidated financial statements from the date of acquisition. The following table summarizes the aggregate fair value of the assets acquired and liabilities assumed at the date of acquisition:

Assets acquired:		
Current assets	$	6,190
Property and equipment		222
Other long-term assets		72
Technology assets		18,881
Customer assets		8,153
Backlog		1,109
		34,627
Liabilities assumed:		
Current liabilities		2,045
Deferred revenue		3,223
Other long-term liabilities		238
		5,506
Total purchase price consideration	$	29,121

This acquisition has been allocated to the Public Sector.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

(d) During the nine months ended September 30, 2009, the Company made nine additional acquisitions for aggregate cash consideration of $14,892 plus cash holdbacks of $3,628 resulting in total consideration of $18,520. Holdbacks of $2,135 have subsequently been paid. The remaining holdbacks are payable over a two-year period ending August 3, 2012 and are adjusted for any claims under the representations and warranties of the agreements. In addition, there is contingent consideration payable in the amount of $1,500 based on the achievement of certain revenue and earnings targets. Revenue targets relating to $600 of the total payable amount have subsequently been missed resulting in no payment. The remaining contingent consideration will be recorded if and when it becomes determinable. The acquisitions have been accounted for using the purchase method with the results of operations included in these consolidated financial statements from the date of each acquisition. The following table summarizes by reportable segment the aggregate fair value of the assets acquired and liabilities assumed at the date of each acquisition:

	Public Sector	Private Sector	Consolidated
Assets acquired:			
Cash	$ -	$ 437	$ 437
Other current assets	467	2,347	2,814
Property and equipment	86	646	732
Technology assets	4,365	12,388	16,753
Customer assets	1,349	3,000	4,349
Goodwill	-	900	900
	6,267	19,718	25,985
Liabilities assumed:			
Current liabilities	132	1,407	1,539
Deferred revenue	1,790	2,680	4,470
Future income taxes	-	1,456	1,456
	1,922	5,543	7,465
Total purchase price consideration	$ 4,345	$ 14,175	$ 18,520

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

(e) On November 2, 2009, the Company acquired the Public Transit Solutions ("PTS") business of Continental Automotive AG ("Continental") for cash consideration of $1,471 plus transaction costs of $1,356 resulting in total consideration of $2,827. PTS is a global provider of solutions for public urban passenger transport. The division develops, produces and integrates intelligent transportation systems including operation control systems, on-board computers, and passenger information displays. The acquisition has been accounted for using the purchase method with the results of operations included in these consolidated financial statements from the date of acquisition. The following table summarizes the aggregate preliminary estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

	As of June 30, 2010	Purchase Price Adjustments	As of September 30, 2010
Assets acquired:			
Cash	$ 10,527	$ -	$ 10,527
Other current assets	49,338	6,200	55,538
Property and equipment	210	-	210
Other long-term assets	9,493	2,025	11,518
	69,568	8,225	77,793
Liabilities assumed:			
Current liabilities	19,407	(3,237)	16,170
Deferred revenue	11,098	1,033	12,131
Other long-term liabilities	36,236	6,911	43,147
	66,741	4,707	71,448
Excess of fair value of net assets acquired over cost	-	3,518	3,518
Total purchase price consideration	$ 2,827	$ -	$ 2,827

This acquisition has been included in the Public Sector reportable segment.

Adjustments made to the purchase price equation relate to purchase price adjustments made within the allocation period as defined by EIC 14, Adjustment to the Purchase Equation Subsequent to the Acquisition Date.

- During the three month period ended September 30, 2010, the Company received an assessment, from a neutral accounting firm, of the value of certain tangible net assets acquired as part of the PTS acquisition, in order to resolve an existing dispute between the Company and Continental. The findings indicated a reduction in the purchase price of approximately $6,800. The Company received payment from Continental on October 1, 2010. Other current assets were increased by $6,200 during the period primarily as a result of this assessment.
- Revisions to the remaining amounts to be billed and cost to complete estimates for certain long-term contracts resulted in increases to both Other long-term assets and Other long-term liabilities.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

- Negative goodwill has arisen on acquisition because the fair value of the separately identifiable assets and liabilities acquired exceeded the total consideration paid. The excess of fair value of net assets acquired over cost has been recorded in income for the three and nine month periods ended September 30, 2010 and shown separately as an extraordinary gain in the statement of operations.

In addition to the assets acquired and liabilities assumed as noted above, the Company also acquired contingent liabilities related to certain long-term contracts that may, but are unlikely to, exceed $4,000 in the aggregate. As the likelihood of loss is not determinable, these amounts have not been recorded in the financial statements.

The contingent liabilities relate to liquidated damages contractually available to customers for breaches of contracts by PTS. The contingent liabilities represent the difference between the maximum financial liabilities potentially due to customers less the amounts accrued in connection with the contracts assumed on acquisition.

The Company determined that restructuring actions were required to improve the overall utilization and to reduce overhead costs at PTS. Restructuring actions primarily relate to a reduction in the workforce. The majority of the employees terminated are development and production employees in Switzerland and the workforce reductions are expected to be completed by 2011. Management is in the process of reprioritizing development efforts and assessing customer commitments, the result of which may impact the final restructuring assessment. On a quarterly basis, management will conduct an evaluation of the remaining balances relating to the workforce reduction and revise assumptions and estimates as appropriate. Any changes in estimates during the measurement period will be recorded as an adjustment to the purchase price allocation.

The following table details the movement in the restructuring charges that were recognized in the above purchase equation. The reversal resulted from a change in estimate and was recorded as an adjustment to the purchase price allocation.

	2010	2009
Opening balance (January 1, November 2)	$ 6,290	$ 6,977
Reversals	(4,642)	-
Cash payments	(702)	(567)
Foreign exchange	(31)	(120)
Ending balance (September 30, December 31)	$ 915	$ 6,290

The restructuring charges are included in accounts payable and accrued liabilities acquired.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

9. Business acquisitions (continued):

2008

(f) On September 30, 2008, the Company acquired certain assets and liabilities of Maximus Inc.'s Justice, Education, and Asset Solutions businesses ("MAJES") for aggregate net cash consideration of $34,176. The Company also acquired certain long-term contracts that contain contingent liabilities that may, but are unlikely to, exceed $13,000 in the aggregate.

The contingent liabilities relate to liquidated damages contractually available to customers for breaches of contracts by MAJES and for estimated damages available to customers for breaches of such contracts by MAJES where such contracts did not contain specified penalties. The contingent liabilities represent the difference between the maximum financial liabilities potentially due to customers less the amounts accrued in connection with the contracts assumed on acquisition.

10. Intangible assets:

			September 30, 2010	December 31, 2009
	Cost	Accumulated amortization	Net book value	Net book value
Technology assets	$ 296,276	$ 157,188	$ 139,088	$ 130,088
Non-compete agreements	2,680	2,147	533	1,425
Customer assets	100,718	44,725	55,993	54,317
Trademarks	133	120	13	21
Backlog	10,458	9,991	467	-
Contract related assets	2,923	1,505	1,418	1,937
	$ 413,188	$ 215,676	$ 197,512	$ 187,788

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

11. Credit facilities:

The Company has an operating line-of-credit with a syndicate of U.S. and Canadian chartered banks in the amount of $160,000 (December 31, 2009 - $160,000). The line-of-credit bears a variable interest rate and is due in full on September 30, 2012. It is secured by a general security agreement covering the majority of the assets of the Company and its subsidiaries, and is subject to various standard debt covenants. As at September 30, 2010, $39,629 (December 31, 2009 - $43,100) had been drawn from this credit facility, and letters of credit totalling nil (December 31, 2009 - nil) were issued, which limits the borrowing capacity on a dollar-for-dollar basis. As the Company consistently generates sufficient cash flows from operating activities to repay the drawn portion of the credit facility within one year, the amount drawn has been classified as a current liability on the balance sheet.

12. Shareholder loans:

Share purchase loans receivable under the Company's share purchase plan are included as a reduction of shareholders' equity. Interest rates on these loans range from 5.0% to 6.5% depending on the year the loan was advanced. The balances outstanding are secured by the shares for which they were used to purchase. At September 30, 2010, the market value of the shares held as collateral was $4,359 (December 31, 2009 - $4,551).

The following table summarizes the shareholder loan activity for the period:

		2010		2009
Balance, January 1	$	646	$	931
Repayment of shareholder loans		(207)		(329)
Interest		21		19
Currency translation adjustment		9		20
Balance, September 30	$	469	$	641

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

13. Other (income) expenses:

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Gain on sale of short-term investments, marketable securities and other assets	$ 1	$ -	$ (81)	$ (33)
Other than temporary decline in value of available for sale investments	-	-	-	1,474
Earnings of equity investee	-	-	(199)	-
Other	(82)	-	(113)	-
	$ (81)	$ -	$ (393)	$ 1,441

14. Income taxes:

The Company operates in various tax jurisdictions, and accordingly, the Company's income is subject to varying rates of tax. Losses incurred in one jurisdiction cannot be used to offset income taxes payable in another. The Company's ability to use income tax losses and future income tax deductions is dependent upon the profitable operations of the Company in the tax jurisdictions in which such losses or deductions arise. As of September 30, 2010, the Company had total future tax assets of $18,796 (December 31, 2009 - $14,600) and total future tax liabilities of $34,977 (December 31, 2009 - $28,121).

In assessing the valuation of future income tax assets, management considers whether it is more likely than not that some portion or all of the future income tax assets will be realized. The ultimate realization of future income tax assets is dependent upon the generation of future taxable income during the years in which the temporary differences are deductible. Management considers the scheduled reversals of future income tax liabilities, the character of the income tax assets, and tax planning strategies in making this assessment. To the extent that management believes that the realization of the future income tax assets does not meet the more likely than not realization criterion, a valuation allowance is recorded against the future tax assets.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

15. Income per share:

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Numerator:				
Net income	$ 14,211	$ 2,706	$ 23,872	$ 10,234
Denominator:				
Weighted average number of shares (in '000):				
Basic	21,180	21,171	21,178	21,163
Effect of dilutive securities:				
Shares secured by shareholder loans	12	21	14	29
Diluted	21,192	21,192	21,192	21,192
Net income per share:				
Basic	$ 0.67	$ 0.13	$ 1.13	$ 0.48
Diluted	$ 0.67	$ 0.13	$ 1.13	$ 0.48

16. Segmented information:

(a) Reportable segments:

The Company has a number of operating subsidiaries, which have been aggregated into two reportable segments in accordance with CICA Handbook Section 1701. The Company's Public Sector segment develops and distributes software solutions primarily to government and government-related customers. The Company's Private Sector segment develops and distributes software solutions primarily to commercial customers. Unallocated corporate expenses have been classified as Other.

The accounting policies of the segments are the same as those described in the significant accounting policies in note 1 of the 2009 annual financial statements. The Company evaluates performance of the Public Sector business units and the Private Sector business units based on several factors, of which the primary financial measures are revenue and income (loss) from operations. The Company defines income (loss) from operations as income (loss) prior to: amortization of intangible assets, (gain) loss on sale of short-term investments and marketable securities and other assets, interest expense (income), foreign exchange gains and losses, inter-company expenses and income taxes.

Corporate head office operating expenses are allocated to the Company's segments based on the segment's percentage of total company revenue for the allocation period.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

16. Segmented information (continued):

Three months ended September 30, 2010	Public Sector	Private Sector	Other	Total
Revenue	$ 120,390	$ 42,424	$ -	$ 162,814
Cost of revenue	54,190	15,157	-	69,347
	66,200	27,267	-	93,467
Research and development	14,073	6,490	-	20,563
Sales and marketing	9,066	5,044	-	14,110
General and administration	18,289	8,661	-	26,950
Depreciation	1,249	422	-	1,671
	42,677	20,617	-	63,294
Income before the undernoted	23,523	6,650	-	30,173
Amortization of intangible assets	12,421	4,943	180	17,544
Other income	2	(1)	(82)	(81)
Interest (income) expense, net	(9)	20	830	841
Foreign exchange loss (gain)	(1,331)	569	(218)	(980)
Inter-company expenses (income)	2,842	1,041	(3,883)	-
Income before income taxes	9,598	78	3,173	12,849
Excess on acquisition of fair value of net assets of subsidiary over cost	3,518	-	-	3,518
Income taxes (recovery):				
Current	4,515	1,001	(788)	4,728
Future	(1,420)	(960)	(192)	(2,572)
	3,095	41	(980)	2,156
Net Income	$ 10,021	$ 37	$ 4,153	$ 14,211
Other selected information:				
Goodwill acquired	$ (324)	$ 41	$ -	$ (283)
Property and equipment purchased	$ 1,701	$ 220	$ 5	$ 1,926
Total assets	$ 336,583	$ 88,211	$ 92,511	$ 517,305

Goodwill acquired for the three months ended September 30, 2010 resulted from the adjustment in the fair value of assets and liabilities acquired in the six months ended June 30, 2010.

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

16. Segmented information (continued):

Nine months ended September 30, 2010	Public Sector	Private Sector	Other	Total
Revenue	$ 343,939	$ 115,450	$ -	$ 459,389
Cost of revenue	150,528	40,322	-	190,850
	193,411	75,128	-	268,539
Research and development	46,236	17,816	-	64,052
Sales and marketing	28,921	14,154	-	43,075
General and administration	52,676	25,050	-	77,726
Depreciation	3,056	1,092	-	4,148
	130,889	58,112	-	189,001
Income before the undernoted	62,522	17,016	-	79,538
Amortization of intangible assets	36,379	13,102	533	50,014
Other income	(81)	(1)	(311)	(393)
Interest (income) expense, net	(12)	(16)	2,523	2,495
Foreign exchange loss (gain)	(621)	1,135	(473)	41
Inter-company expenses (income)	4,842	3,025	(7,867)	-
Income before income taxes	22,015	(229)	5,595	27,381
Excess on acquisition of fair value of net assets of subsidiary over cost	3,518	-	-	3,518
Income taxes (recovery):				
Current	12,958	2,255	(2,179)	13,034
Future	(2,849)	(2,313)	(845)	(6,007)
	10,109	(58)	(3,024)	7,027
Net Income	$ 15,424	$ (171)	$ 8,619	$ 23,872
Other selected information:				
Goodwill acquired	$ 3,295	$ 3,161	$ -	$ 6,456
Property and equipment purchased	$ 4,320	$ 813	$ 16	$ 5,149
Total assets	$ 336,583	$ 88,211	$ 92,511	$ 517,305

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

16. Segmented information (continued):

Three months ended September 30, 2009	Public Sector	Private Sector	Other	Total
Revenue	$ 81,105	$ 26,174	$ -	$ 107,279
Cost of revenue	31,978	8,137	-	40,115
	49,127	18,037	-	67,164
Research and development	12,595	3,883	-	16,478
Sales and marketing	7,290	3,424	-	10,714
General and administration	11,985	4,983	-	16,968
Depreciation	775	292	-	1,067
	32,645	12,582	-	45,227
Income before the undernoted	16,482	5,455	-	21,937
Amortization of intangible assets	11,864	3,552	167	15,583
Other expenses	-	-	-	-
Interest (income) expense, net	63	(5)	484	542
Foreign exchange loss (gain)	2,307	2,213	(2,498)	2,022
Inter-company expenses (income)	719	905	(1,624)	-
Income before income taxes	1,529	(1,210)	3,471	3,790
Income taxes (recovery):				
Current	4,272	464	70	4,806
Future	(2,823)	(899)	-	(3,722)
	1,449	(435)	70	1,084
Net Income	$ 80	$ (775)	$ 3,401	$ 2,706
Other selected information:				
Goodwill acquired	$ -	$ 863	$ -	$ 863
Property and equipment purchased	$ 775	$ 201	$ 2	$ 978
Total assets	$ 279,238	$ 102,099	$ 33,105	$ 414,442

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

16. Segmented information (continued):

Nine months ended September 30, 2009	Public Sector	Private Sector	Other	Total
Revenue	$ 233,357	$ 72,689	$ -	$ 306,046
Cost of revenue	90,934	22,000	-	112,934
	142,423	50,689	-	193,112
Research and development	35,394	11,066	-	46,460
Sales and marketing	22,414	9,080	-	31,494
General and administration	35,515	13,745	-	49,260
Depreciation	1,958	748	-	2,706
	95,281	34,639	-	129,920
Income before the undernoted	47,142	16,050	-	63,192
Amortization of intangible assets	34,254	9,515	502	44,271
Other expenses	-	-	1,441	1,441
Interest (income) expense, net	83	(17)	1,842	1,908
Foreign exchange loss (gain)	(312)	3,525	(2,589)	624
Inter-company expenses (income)	2,521	2,698	(5,219)	-
Income before income taxes	10,596	329	4,023	14,948
Income taxes (recovery):				
Current	8,976	2,615	(128)	11,463
Future	(4,316)	(2,433)	-	(6,749)
	4,660	182	(128)	4,714
Net Income	$ 5,936	$ 147	$ 4,151	$ 10,234
Other selected information:				
Goodwill acquired	$ -	$ 863	$ -	$ 863
Property and equipment purchased	$ 2,446	$ 438	$ 23	$ 2,907
Total assets	$ 279,238	$ 102,099	$ 33,105	$ 414,442

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

16. Segmented information (continued):

(b) Geographic information:

The Company's external revenue by geographic region is based on the region in which the revenue is transacted.

	Three months ended September 30, 2010		Three months ended September 30, 2009		Nine months ended September 30, 2010		Nine months ended September 30, 2009	
Canada	$ 23,493	14%	$ 16,444	15%	$ 73,384	16%	$ 46,491	15%
United States	95,756	59%	76,816	72%	277,817	60%	221,268	72%
UK/Europe	35,591	22%	8,336	8%	87,421	19%	23,969	8%
Other	7,974	5%	5,683	5%	20,767	5%	14,318	5%
Total	$ 162,814	100%	$ 107,279	100%	$ 459,389	100%	$ 306,046	100%

As at September 30, 2010 and December 31, 2009, no single customer accounted for more than 10% of the Company's total accounts receivable and total revenues.

17. Change in non-cash operating working capital:

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Decrease (increase) in accounts receivable	$ (13,708)	$ (3,839)	$ 6,787	$ (318)
Decrease (Increase) in work in progress	529	(573)	(4,841)	(5,047)
Decrease (increase) in inventory	(286)	(12)	(1,298)	(463)
Decrease in prepaid expenses and other current assets	5,378	4,996	3,892	2,992
Increase (decrease) in accounts payable and accrued liabilities excluding holdbacks from acquisitions	5,974	8,694	(12,367)	(7,162)
Increase (decrease) in deferred revenue	3,265	(388)	3,654	4,527
Increase (decrease) in income taxes payable	(3,827)	3,040	(737)	928
	$ (2,675)	$ 11,918	$ (4,910)	$ (4,543)

(In thousands of U.S. dollars, except per share amounts and as otherwise indicated)

18. Change in accumulated other comprehensive loss

	2010	2009
Balance, January 1	$ (157)	$ (6,901)
Net unrealized mark-to-market adjustment gain (loss) on available-for-sale financial assets during the period	3,354	4,099
Net unrealized foreign exchange gain (loss) on available-for-sale financial assets during the period	(31)	524
Reclassification of unrealized gain from prior periods upon derecognition of available-for-sale investments (note 9(b))	(696)	-
Amounts reclassified to net income during the period related to other than temporary losses in available-for-sale investments	-	1,474
Future tax expense on unrealized net gains	(844)	-
Foreign currency translation adjustment	1,049	-
Balance, September 30	$ 2,675	$ (804)

19. Subsequent events:

Subsequent to September 30, 2010, the Company completed two acquisitions for aggregate cash consideration of $36,157 (C$37,000) on closing plus holdbacks of $4,396 (C$4,500). In addition there is contingent consideration payable in the maximum amount of $2,912 (C$3,000), based on the achievement of certain revenue targets.

Subsequent to September 30, 2010, the Company entered into agreements with Bond International Software plc ("Bond") to acquire 8,225,641 voting and non-voting convertible treasury shares of Bond for 75p per share, which equates to a total purchase price of approximately $9,751. These shares, combined with the Company's existing Bond shareholding, will raise its economic interest in Bond to 31% of the outstanding shares, and its voting interest to 22% of the outstanding voting shares. Bond will use the proceeds of the sale to purchase VCG, LLC ("VCG"), one of Bond's largest North American competitors. The Company currently holds $4,000 of debentures in VCG, plus accrued interest, all of which will be repaid upon the closing of this transaction. The net cash outlay for the Company will be approximately $5,121.

20. Comparative figures:

Certain comparative figures have been reclassified to conform to the current year's presentation.