Constellation Software Inc. Announces Results for the Third Quarter Ended September 30, 2010

TORONTO, ONTARIO (November 3, 2010) -- Constellation Software Inc. (TSX:CSU) ("Constellation" or the "Company") today announced its financial results for the three and nine months ended September 30, 2010. Please note that all dollar amounts referred to in this press release are U.S. Dollars unless otherwise stated.

The following press release should be read in conjunction with the unaudited consolidated interim financial statements for the three and nine month periods ended September 30, 2010 and the accompanying notes, and with our annual consolidated financial statements and our annual MD&A for the year ended December 31, 2009 which can be found on SEDAR at <u>www.sedar.com</u> and on the Company's website <u>www.csisoftware.com</u>. Additional information about the Company is also available on SEDAR at www.sedar.com.

Q3 2010 Highlights:

- Revenue grew 52% compared to Q3 2009. Organic revenue growth was negative 3%. Excluding the impact of the Public Transit Solutions ('PTS') business acquired in Q4 2009, organic growth was 2% in Q3 2010 compared to 0% in Q3 2009.
- Adjusted EBITDA grew 38% compared to Q3 2009.
- Adjusted Net Income grew 76% compared to Q3 2009.
- Two acquisitions were completed in the quarter for net cash consideration of \$4 million, and holdbacks related to prior acquisitions of \$3 million were paid.
- Subsequent to September 30, 2010, the Company completed two acquisitions for aggregate cash consideration of \$36 million.

Third quarter revenue was \$163 million, an increase of 52%, or \$56 million, compared to \$107 million for the comparable period in 2009. Total revenue for the nine months ended September 30, 2010 was \$459 million, an increase of 50% over last year's revenues of \$306 million for the same period.

Constellation acquired PTS 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 in the twelve months following acquisition compared to revenue in the twelve months preceding acquisition. Excluding PTS, organic growth for Constellation was 2% in Q3 2010 and 3% for the first nine months of 2010 compared to nil organic growth and negative organic growth of 2% for the same periods in 2009, respectively.

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

| Organic Rev | venue Growth | |
|-----------------------------|--|---|
| | Three months ended September 30, 2010 | Nine months ended September 30, 2010 |
| Constellation | -3% | -6% |
| Constellation excluding PTS | 2% | 3% |

Adjusted EBITDA for the third quarter 2010 was \$32 million, a 38% increase compared to the prior year's third quarter Adjusted EBITDA of \$23 million. Third quarter Adjusted EBITDA per share on a fully diluted basis increased 38% to \$1.50, compared to \$1.09 for the same period last year. Adjusted

EBITDA for the nine month period ended September 30, 2010 was \$84 million, an increase of 27% over last year's Adjusted EBITDA of \$66 million for the same period. Adjusted EBITDA per share on a fully diluted basis for the nine month period ended September 30, 2010 increased 27% to \$3.95, compared to \$3.11 for the same period in 2009.

Adjusted Net Income for the third quarter 2010 was \$26 million, compared to the prior year's third quarter Adjusted Net Income of \$15 million, a 76% increase. Third quarter Adjusted Net Income per share on a fully diluted basis increased 75% to \$1.21 compared to \$0.69 for the prior year's third quarter. Adjusted Net Income for the nine month period ended September 30, 2010 was \$64 million, an increase of 35% over last year's Adjusted Net Income of \$48 million for the same period. Adjusted Net Income per share on a fully diluted basis for the nine month period ended September 30, 2010 increased 35% to \$3.04 compared to \$2.25 for the same period in 2009.

Net income for the third quarter 2010 was \$14.2 million compared to the prior year's third quarter net income of \$2.7 million. On a fully diluted per share basis, this translates into net income per share of \$0.67 for the third quarter of 2010, compared to \$0.13 in the same period of 2009. For the nine months ended September 30, 2010 net income was \$23.9 million or \$1.13 per diluted share compared to \$10.2 million or \$0.48 per share last year.

In Q3 2010, the Company recorded an extraordinary gain of \$3.5 million relating to negative goodwill associated with the PTS acquisition. Negative goodwill has arisen on acquisition because the estimated fair value of the separately identifiable assets acquired net of the liabilities acquired exceeded the total consideration paid.

| | Three mont | ns ended | Period-Ove | Period-Over-Period | | | is ended | Period-Ove | r-Period |
|----------------------------------|------------|----------|------------|-----------------------------|-------|-----|----------|------------|----------|
| | Septemb | er 30, | Chan | ge | Sept | emb | er 30, | Chan | ge |
| | 2010 | 2009 | <u>\$</u> | % | 2010 |) | 2009 | <u>\$</u> | % |
| | (\$00 | ;) | (| (\$000, except percentages) | | | | | |
| Public Sector | | | | | | | | | |
| Licenses | 9,561 | 8,052 | 1,509 | 19% | 26,6 | 672 | 24,195 | 2,477 | 10% |
| Professional services and other: | | | | | | | | | |
| Services | 34,695 | 21,805 | 12,890 | 59% | 103,2 | 260 | 65,631 | 37,629 | 57% |
| Hardware and other | 17,772 | 8,117 | 9,655 | 119% | 46,0 |)13 | 20,100 | 25,913 | 129% |
| Maintenance | 58,362 | 43,131 | 15,231 | 35% | 167,9 | 994 | 123,431 | 44,563 | 36% |
| | 120,390 | 81,105 | 39,285 | 48% | 343,9 | 939 | 233,357 | 110,582 | 47% |
| Private Sector | | | | | | | | | |
| Licenses | 4,120 | 2,416 | 1,704 | 71% | 10,2 | 273 | 6,155 | 4,118 | 67% |
| Professional services and other: | | | | | | | | | |
| Services | 7,624 | 2,952 | 4,672 | 158% | 20,9 | 941 | 9,082 | 11,859 | 131% |
| Hardware and other | 2,542 | 1,066 | 1,476 | 138% | 6,0 |)74 | 2,745 | 3,329 | 121% |
| Maintenance | 28,138 | 19,740 | 8,398 | 43% | 78,1 | 62 | 54,707 | 23,455 | 43% |
| | 42,424 | 26,174 | 16,250 | 62% | 115,4 | 150 | 72,689 | 42,761 | 59% |

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:

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 reoccur 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.

During the quarter, Constellation completed two acquisitions for total net cash consideration of approximately \$4 million, and paid holdbacks related to prior acquisitions of \$3 million. At September 30, 2010, Constellation's cash position (net of borrowings on our line of credit) decreased to negative \$15 million, from negative \$10 million at December 31, 2009. Subsequent to September 30, 2010, the Company completed two acquisitions for aggregate cash consideration of \$36 million.

Conference Call and Webcast

Management will host a conference call at 8:30 a.m. (ET) on Thursday, November 4, 2010 to answer questions regarding the results. The teleconference numbers are 416-340-8410 or 800-446-4472. The call will also be webcast live and archived on Constellation's web site at www.csisoftware.com.

A replay of the conference call will be available as of 11:30 a.m. ET the same day until 11:59 p.m. ET on November 17, 2010. To access the replay, please dial 416-695-5800 or 800-408-3053 followed by the passcode 3210266#.

Forward Looking Statements

Certain statements herein may be "forward looking" statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Constellation or the industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. 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. These forward looking statements reflect current assumptions and expectations regarding future events and operating performance and are made as of the date hereof and Constellation assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances.

Non-GAAP Measures

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 income/expenses. 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 income/expenses 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 as an indicator of the financial performance of the Company. 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.

The following table reconciles Adjusted EBITDA to net income:

| | Three months Septembe 2010 (\$000, except pe | r 30, 2009 | Nine months ended September 30, 2010 2009 (\$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% |

The following table reconciles Adjusted Net Income to net income:

| | Three months ended Septembere 30, 2010 2009 (\$000, except percentages) | Nine months ended Septembere 30, 2010 2009 (\$000, except percentages) |
|-----------------------------------|--|---|
| Total revenue | \$ 162,814 \$ 107,279 | \$ 459,389 \$ 306,046 |
| Net income (loss) Add back: | 14,211 2,706 | 23,872 10,234 |
| 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% |

The following tables provide supplemental statement of operations and cash flow information of PTS and certain assets and liabilities acquired from MAXIMUS Inc.'s Asset, Justice, and Education businesses ('MAJES'):

Statement of Operations

For the three and nine months ended September 30, 2010

| | | For the thre | ee months ende | d September | 30, 20 |)10 | | For the nin | e months end | ed September | 30, 2 | .010 |
|---|----|---|----------------|-------------|--------------|---------|-----------|---|--------------|--------------|-------|------------|
| (Unaudited) | | nstellation tw are Inc. excluding AJES and PTS) | MAJES | PTS | Consolidated | | Sof (e | nstellation tw are Inc. excluding AJES and PTS) | MAJES | PTS | Con | nsolidated |
| 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

| | | For the thre | ee mont | ths ende | d September | 30, 20 | 010 | | For the nin | e months end | ed Septembe | r 30, 2 | 010 |
|--|---------------|---|---------|----------|-------------|--------|------------|-------------|---|--------------|-------------|---------|------------|
| | Softw (exc | tellation are Inc. luding ES and | | | | | | Soft (e: | nstellation w are Inc. xcluding JJES and | | | | |
| (Unaudited) | P | TS) | MA | JES | PTS | Cor | nsolidated | | PTS) | MAJES | PTS | Cor | nsolidated |
| Cash flow s from operating activities: | | | | | | | | | | | | | |
| Net income | \$ | 2,757 | \$ 3 | 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 w orking | | | | | | | | | | | | | |
| 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 |

The following table reconciles Adjusted EBITDA to net income for PTS and MAJES:

Adjusted EBITDA to net income reconciliation

For the three and nine months ended September 30, 2010

| | | For the the | ree months e | nded Septen | nber 30, 2010 | For the nine months ended September 30, 2010 | | | | | | | |
|-----------------------------------|-------------|---|--------------|-------------|---------------|--|---------|-----------|-----------|--------------|--|--|--|
| (Unaudited) | Soft (e: | nstellation w are Inc. xcluding JJES and PTS) | MAJES | PTS | Consolidated | Constellation Softw are 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 | | | |
| Netincome | | 2,757 | 3,360 | 8,094 | 14,211 | | 4,239 | 9,973 | 9,660 | 23,872 | | | |
| Add back: | | | | | | | | | | | | | |
| ncome 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% | | | |

About Constellation Software Inc.

Constellation's common shares are listed on the Toronto Stock Exchange under the symbol "CSU". Constellation Software is an international provider of market leading software and services to a number of industries across both the public and private sectors. The Company acquires, manages and builds vertical market software businesses that provide mission-critical software solutions to address the specific needs of its customers in those industries.

For further information:

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SOURCE: CONSTELLATION SOFTWARE INC.

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

| | Sep | tember 30, | Dee | cember 31, |
|---|-----|------------------|---------|------------------|
| | - | 2010 | | 2009 |
| | | (Unau | udited) | |
| Assets | | | | |
| Current assets: | | | | |
| Cash | \$ | 24,654 | \$ | 33,249 |
| Short-term investments and marketable | | | | |
| securities available for sale | | 26,025 | | 22,323 |
| Accounts receivable | | 109,738 | | 99,742 |
| Work in progress | | 26,679 | | 21,349 |
| Inventory | | 16,050 | | 12,702 |
| Prepaid expenses and other current assets | | 19,844 | | 19,606 |
| Notes receivable | | 4,022 | | 3,833 |
| Investment tax credits recoverable | | 1,744 | | 2,250 |
| Future income taxes | | 3,617 | | 4,445 |
| | | 232,373 | | 219,499 |
| Restricted cash | | 957 | | 2,229 |
| Property and equipment | | 16,239 | | 10,539 |
| Future income taxes | | 15,179 | | 10,155 |
| Investment tax credits recoverable | | 3,473 | | 2,133 |
| Other long-term assets | | 4,089 | | 7,169 |
| Intangible assets | | 197,512 | | 187,788 |
| Goodwill | | 47,483 | | 40,977 |
| | \$ | 517,305 | \$ | 480,489 |
| Liabilities and Shareholders' Equity | | | | |
| | | | | |
| Current liabilities: | ¢ | 20,620 | ¢ | 40 100 |
| Bank indebtedness | \$ | 39,629 | \$ | 43,100 |
| Accounts payable and accrued liabilities | | 106,777 | | 111,307 |
| Acquisition holdback payments | | 3,208 | | 3,587 |
| Deferred revenue | | 156,018 | | 136,857 |
| Income taxes payable | | 3,875 309,507 | | 3,751 298,602 |
| | | | | |
| Future income taxes | | 34,977 | | 28,121 |
| Other long-term liabilities | | 43,392 | | 45,708 |
| Shareholders equity: | | 00.000 | | 00.000 |
| Capital stock | | 99,283 | | 99,283 |
| Shareholder loans | | (469) | | (646) |
| Accumulated other comprehensive income (loss) | | 2,675 | | (157) |
| Retained earnings | | 27,940 | | 9,578 |
| | | 129,429 | | 108,058 |
| | \$ | 517,305 | \$ | 480,489 |

Interim Consolidated Statements of Operations

(In thousands of U.S. dollars, except per share amounts)

| | | month otembe | ns ended er 30 | | | s ended oer 30, |
|--------------------------------------|---------------|-----------------|-------------------|---------------|-------|--------------------|
| | 2010 | | 2009 | 2010 | prom | 2009 |
| | | Jnaudi | | | Jnaud | |
| 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 | (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) | 3,518 | | - | 3,518 | | - |
| Income taxes (recovery): | | | | | | |
| 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: | | | | | | |
| Basic | \$ 0.67 | \$ | 0.13 | \$ 1.13 | \$ | 0.48 |
| Diluted | 0.67 | | 0.13 | 1.13 | | 0.48 |
| Weighted average number of shares | | | | | | |
| outstanding: | | | | | | |
| 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 |

Interim Consolidated Statements of Retained Earnings (In thousands of U.S. dollars)

| | | e mont eptemb | | Nine m Sep | ended er 30, | | |
|--|--------------|------------------|-------|---------------|-----------------|----|---------|
| | 2010 | • | 2010 | | 2009 | | |
| | (L | ed) | | (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)

| | Se | | hs ended ber 30, | • | onths tembe | er 30, |
|---|----------------|--------|---------------------|-----------------|----------------|-------------|
| | 2010 (U | naudit | 2009 ed) | 2010 (Ur | naudit | 2009 ed) |
| 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 |

Interim Consolidated Statements of Cash Flows (In thousands of U.S. dollars)

| | Three months ended September 30, 2010 2009 (Unaudited) | | Nine months ended September 30, 2010 2009 (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 | (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 | (2,675) | 11,918 | (4,910) | (4,543) |
| Cash flows from operating activities | 23,612 | 29,544 | 63,149 | 47,883 |
| Cash flows from (ward in) financing activities | | | | |
| Cash flows from (used in) financing activities: | (710) | (105) | (000) | (104) |
| 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 | 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 | (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 |