



**COM DEV International Ltd.
Third Quarter Report – Fiscal 2009
For the Period Ended
July 31, 2009**



155 Sheldon Drive, Cambridge, ON, N1R 7H6

COM DEV Announces Third Quarter Fiscal 2009 Results

CAMBRIDGE, ON – September 3, 2009 – COM DEV International Ltd. (TSX:CDV) today announced its third quarter financial results for the three-month period ended July 31, 2009. All amounts are stated in Canadian dollars unless otherwise noted.

Third Quarter Highlights

- Revenue was \$61.5 million, an increase of 19% over the \$51.5 million recorded in the third quarter of 2008.
- Gross margin was 29%, compared to 26% in Q3 2008.
- Net income was \$5.2 million, or \$0.07 per share, compared to \$4.3 million or \$0.06 per share for the prior year period.
- New orders won in the third quarter totaled \$45 million, compared to \$95 million a year earlier and \$50 million in the second quarter of fiscal 2009.
- Backlog at July 31, 2009 was \$156 million, compared to \$173 million three months earlier.
- During the quarter the Company established a subsidiary, exactEarth™ Ltd, to implement full commercialization of its space-based AIS technology.

“Excellent operational performance in the third quarter allowed us to deliver our best gross margin percentage in over two years, and our best ever in dollar terms,” said John Keating, CEO of COM DEV. “Our business development team has been very busy pursuing new contracts as satellite order activity has been very healthy. For fiscal 2009 we remain on track to achieve record orders and revenue growth of at least 15%.”

Financial Review

COM DEV's fiscal 2009 third quarter revenues of \$61.5 million represented an increase of \$10.0 million or 19% over the third quarter of 2008. While revenues declined by \$2.6 million compared to the record level of Q2 2009, the strengthening of the Canadian dollar versus the U.S. dollar during the third quarter negatively impacted reported revenues by \$3.5 million, and gross margin by \$2.5 million. The revenue split between the three market segments was 52% commercial, 32% civil and 16% military, compared to a 59/26/15 split in the third quarter of 2008. On a year-to-date basis, revenues of \$182.1 million are 21% higher than revenues in the first nine months of fiscal 2008. Management continues to anticipate full year revenue growth of at least 15%.

COM DEV received new orders totaling \$45 million during the quarter, of which 60% were commercial, 23% were civil, and 17% were military. In Q3 2008 the Company booked \$95 million of new orders, with a commercial/civil/military split of 38/43/19.

Order backlog at quarter-end was \$156 million, compared to a backlog of \$173 million three months earlier, and \$161 million one year ago. Backlog was split between the Company's commercial, civil and military sectors at a ratio of 46%, 35% and 19% respectively, compared to 45%, 40% and 15% at the end of Q2 2009.

Gross margin was \$18.0 million in Q3 2009, representing 29% of revenues, compared to \$13.1 million or 26% of revenues in Q3 2008. Improved margins reflect the positive impacts of a stronger U.S. dollar compared to a year earlier, and higher volumes of work flowing through the organization during the period.

Net research and development expense in Q3 2009 was \$3.6 million, representing a \$1.5 million increase from one year earlier, but a \$0.9 million decrease from Q2 2009 levels. Gross R&D spending of \$4.5 million in the quarter was consistent with \$4.6 million in Q3 2008 and down from \$5.5 million in Q2 2009. The year-over-year increase in net R&D expense was due to a reduction in outside funding to \$0.9 million in the current quarter, compared to \$2.5 million a year earlier, and \$1.0 million in Q2 2009.

Selling, general and administrative expenses were \$8.5 million in the third quarter, compared to \$6.5 million in Q3 2008. As a percentage of total revenue, SG&A was 14%, compared to 13% a year earlier. The increase is due to the incremental SG&A cost of the COM DEV USA operations, increased foreign exchange rate impact on those U.S. costs, increased long-term incentive compensation costs, higher selling and business development costs and the increased costs of the exactEarth initiative.

Net income for the quarter was \$5.2 million, up from \$4.3 million in Q3 2008, while earnings per share were \$0.07, compared to \$0.06 a year earlier. Net income improved from \$4.9 million in Q2 2009.

COM DEV ended the quarter with \$19.8 million of cash and equivalents, compared to \$31.9 million at April 30, 2009. During the third quarter the Company used \$6.2 million of cash for operating activities, \$1.8 million for financing activities, primarily for debt repayment, and \$4.2 million for investing activities, including the \$2.2 million purchase of a 30,000 square foot building in Cambridge, Ontario to provide office and lab space to the Company's Missions Development Group and its exactEarth subsidiary.

At July 31, 2009, the Company had outstanding debt of \$21.5 million including the current portion. Its operating line of credit, renegotiated during the third quarter to a maximum of \$32 million, was not drawn upon.

COM DEV's basic share count averaged 76,100,289 (fully diluted: 76,185,520) in the third quarter, and stood at 76,100,289 on July 31, 2009.

Conference Call

A conference call will be held Thursday, September 3, 2009 at 5:00 pm EDT to discuss this announcement. To access the live webcast, please visit the Company's website at www.comdevintl.com or www.newswire.ca for directions. Participants will require Windows Media Player™ to listen to the webcast.

About COM DEV

COM DEV International Ltd. (www.comdevintl.com) is a leading global designer and manufacturer of space hardware subsystems. With facilities in Canada, the United Kingdom and the United States, COM DEV manufactures advanced products and subsystems that are sold to major satellite prime contractors for use in communications, space science, remote sensing and military satellites.

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This news release contains statements that, to the extent they are not recitations of historical fact, may constitute "forward-looking statements" within the meaning of applicable Canadian securities laws. Forward-looking statements may include financial and other projections, as well as statements regarding COM DEV's future plans, objectives or economic performance, or the assumptions underlying any of the foregoing. COM DEV uses words such as "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate" and similar expressions to identify forward-looking statements. Any such forward-looking statements are based on assumptions and analyses made by COM DEV in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors COM DEV believes are appropriate under the relevant circumstances. However, whether actual results and developments will conform to COM DEV's expectations and predictions is subject to any number of risks, assumptions and uncertainties. Many factors could cause COM DEV's actual results, historical financial statements, or future events to differ materially from those expressed or implied by the forward-looking statements contained in this news release. These factors include, without limitation: uncertainty in the global economic environment; fluctuations in currency exchange rates; delays in the purchasing decisions of COM DEV's customers; the competition COM DEV faces in its industry and/or marketplace; and the possibility of technical, logistical or planning issues in connection with the deployment of COM DEV's products or services.

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



INTRODUCTION

The following Management's Discussion and Analysis (MD&A) provides information that management believes is relevant to an assessment and understanding of COM DEV International Ltd's ("the Company", or "COM DEV") consolidated results of operations and financial condition. This discussion should be read in conjunction with the Company's (i) unaudited consolidated financial statements, including notes thereto, for the three month period ended July 31, 2009 (the "Unaudited Consolidated Financial Statements"), and (ii) audited consolidated financial statements including the notes thereto, and management's discussion and analysis for the year ended October 31, 2008 ("the Consolidated Financial Statements"). The Unaudited Consolidated Financial Statements and the Consolidated Financial Statements (collectively, the "Financial Statements") have been prepared in accordance with Canadian generally accepted accounting principles (GAAP) and are reported in Canadian dollars. The information contained herein is dated as of September 4, 2009, unless otherwise noted.

CAUTION REGARDING FUTURE ORIENTED FINANCIAL INFORMATION

Certain statements contained in this report contain forward-looking statements, including, (without limitation) statements concerning possible or assumed future results of operations of the Company preceded by, followed by or that include the words "believes", "expects", "anticipates", "estimates", "intends", "plans", "forecasts", "guidance", or similar expressions. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions and the Company's actual results may differ materially from those anticipated in these forward-looking statements. Additional information relating to the Company and the risks inherent in its business is provided in the Company's Annual Information Form for the year ended October 31, 2008 and other documents available on SEDAR at www.sedar.com.

This Management's Discussion and Analysis (MD&A) contains Future Oriented Financial Information (FOFI) in several areas, notably: in discussing liquidity, expected orders, R&D spending levels, SG&A spending, revenue growth guidance, and gross margin trending. Readers are again cautioned that this FOFI is provided solely to provide a view of the operations through the eyes of management, based on management's current expectations in these areas, and should not be used for any other purpose. Readers are reminded that, as noted above, FOFI are not guarantees of future performance, and should not be considered such, since actual results may differ materially from those expressed in the FOFI.

COMMENT ON GLOBAL ECONOMIC CONDITIONS

Please refer to section "Business Risks and Prospects - *Global Economic Environment*" included later in this MD&A.

USE OF NON-GAAP MEASURES

In this MD&A, we provide information about orders and contract backlog. Orders and backlog measures are not defined by GAAP and our measurement of them may vary from that used by others. The Company measures orders as the sum of fully executed contracts from our customers. The Company measures backlog as the sum of all customers' orders at contract value (including the contract value of change notices subsequently received) to date, less revenue recognized against those orders, plus or minus the impact of foreign exchange fluctuations on orders denominated in foreign currency. The Company includes in its backlog determination, only those amounts that are covered by contracts. While we believe that long-term backlog trends serve as a useful metric for assessing the growth prospects for our business, backlog is not a guarantee of future revenues and provides no information about the timing on which future revenue may be recorded.

OVERVIEW

COM DEV is a leading global designer, manufacturer and distributor of space communications and space science products and systems. The Company began operations in 1974 and completed its initial public offering in December 1996. The Company is headquartered in Cambridge, Ontario, Canada, with additional operations in Aylesbury, England; Ottawa, Ontario, Canada; El Segundo, California; and Xian, China. The Company's common shares trade on The Toronto Stock Exchange under the symbol "CDV". COM DEV employed 1,337 people around the world as of July 31, 2009, compared to 1,222 people as of July 31, 2008, and 1,293 people as of April 30, 2009.

COM DEV designs and manufactures advanced instruments and microwave products for space satellites such as multiplexers, filters, switches, surface acoustic wave (SAW) devices, signal processors, satellite payloads, and micro-satellite spacecraft. The products are sold to substantially all of the major satellite prime contractors for use in commercial communications, military/defense communications and space science satellites.

OVERALL PERFORMANCE

During the Company's 2009 fiscal third quarter, 11 satellite programs were awarded in the global space market, compared with 13 in fiscal Q3 2008. The number of transponders on these satellites totaled 604 in Q3 of fiscal 2009, representing a 58.5% increase from the 381 transponders awarded in the global market in Q3 of fiscal 2008. In Q2 2009 four satellites were awarded with a total of 216 transponders. A more detailed discussion can be found in "Results of Operations". The breakdown of satellite awards and transponders awarded between the three market sectors (commercial, civil, and military/defense) can be summarized as follows:

Sector	Three months ended July 31			
	2009		2008	
	<u>Satellites</u>	<u>Transponders</u>	<u>Satellites</u>	<u>Transponders</u>
Commercial	8	426	9	325
Civil	3	178	2	48
Military/Defense	0	0	2	8
Total	<u>11</u>	<u>604</u>	<u>13</u>	<u>381</u>

COM DEV anticipates winning work on 10 of the programs announced in the market in Q3. This compares to Q3 fiscal 2008, when of the 13 satellites announced in the market, COM DEV has secured work on 8 and is expecting work on 3 others. In Q2 2009, four satellites were announced in the market and COM DEV has won work on 3 of these and expects to win work on the fourth.

In Q3 2009, the Company received orders for a total of \$44.8 million in new business, compared with \$49.6 million in the prior quarter, and \$95.1 million in Q3 of fiscal 2008. While the level of new orders won by the Company in Q3 is lower than recent historical levels, there remains strong demand in the market for the Company's product offerings. Bid activity remains high, and as noted above, the Company is forecasting orders on 10 of the programs announced in the market in Q3. Of the new orders won in Q3 2009, 60% came from the commercial sector, 23% came from the civil sector and 17% came from the military/defense sector of the space market. By comparison, of the \$95.1 million in business won in Q3 2008, 38% came from the commercial sector, with the civil and military/defense sectors accounting for 43% and 19% respectively. In Q2 2009, the comparable segment split was 64%, 36% and nil%.

Included in the \$44.8 million of new orders received in Q3 fiscal 2009 are orders received under Authority to Proceed (ATP). In recent years, as delivery schedules have become more critical, customers are increasingly using ATPs as a way to start a subcontractor working, under contract, on a program while the full contract negotiations are concluded. COM DEV includes only work for which it has contractual coverage in its reported orders and backlog. In the case of ATP awards, the Company includes only the value of the ATP, not the expected

full value of the contract. Only after contract negotiations are completed, and the customer has awarded COM DEV the full contract, does the Company include the value above the ATP in its orders and backlog. At the end of Q3 fiscal 2009, the amount of potential order value in excess of ATP, which management expects to realize, stood at \$19.3 million.* This compares to \$19.0 million at the end of Q3 fiscal 2008, and \$11.2 million at the end of Q2 fiscal 2009. The expected full contract amounts are based on bid values with a historically high percentage of ATPs being ultimately turned into full contract values.

The Company continued to achieve diversification in its geographic markets. In Q3 2009, 37% of the Company's new orders were from Europe, 32% from the United States, 17% from Canada, and 14% from the rest of the world (ROW). This compares to 21%, 23%, 55% and nil% respectively in Q3 2008, and 33%, 63%, 4% and nil% respectively in Q2 2009, again demonstrating that the Company's products continue to successfully penetrate the world's major satellite markets.

The Company closed out Q3 2009 with backlog totaling \$155.6 million, which represents a 3.3% decrease over the Q3 2008 backlog of \$161 million. It is 10.2% lower than the Q2 2009 backlog of \$173.2 million.

During Q3 of fiscal 2009, the U.S. to Canadian dollar exchange rate fell to an average \$1.1329, based on the daily closing spot rates as reported by the Bank of Canada, which is a 9% drop versus the Q2 09 average of 1.2442. This compares to Q3 fiscal 2008 where, according to Bank of Canada statistics, the U.S. dollar averaged \$1.0100 on the same basis.

Gross margins for Q3 improved over the same period of the prior year, averaging 29.3% in Q3 2009 compared with 26% in Q3 2008. This improvement in gross margins reflects the positive impacts of a stronger U.S. dollar, and higher volumes of work flowing through the organization during the period. In Q2 2009 gross margins were 27.7%. Recent gross margin levels are within management's expected range of mid to high 20% levels.

In 2009, the Company has continued its Research & Development ("R&D") efforts on the development of a micro-satellite capability, which initially, will be targeted at the Canadian government market. In addition, work has continued on its Automatic Identification System (AIS) technology, and its technology roadmap driven programs. R&D spending for Q3 2009 was \$4.5 million, compared to \$4.6 million in Q3 2008, and \$5.5 million in Q2 2009. The current quarter spending represents 7.4% of revenues, compared with 8.9% of revenues in Q3 2008, and 8.6% of revenues in Q2 2009.

Combining capital assets and intangible assets, the Company invested \$4.3 million in Q3 2009, compared with \$3.5 million in Q3 2008, and \$3.9 million in Q2 2009.

The Company's operating line of credit of up to \$32 million remains undrawn at the end of Q3 fiscal 2009 except for \$1.0 million in the form of guarantee letters issued to customers in the customary course of operations by the bank on behalf of the Company. The Company also has a term debt facility of \$30 million through GE Capital Solutions, which has been almost fully drawn to complete the Company's expansion efforts into the U.S. Payments against this credit facility are being made in accordance with the terms of the agreement.

In Q3 2009, the Company launched a new subsidiary called exactEarth Ltd. (www.exactearth.com) which was formed to market a global vessel tracking and monitoring system based on COM DEV's world leading space-based AIS detection technology. The aim of exactEarth is to launch a constellation of microsatellites capable of receiving data transmitted from any point on Earth and is establishing the ground-based infrastructure required to process and distribute that data worldwide.

As discussed in the Q2 2009 MD&A, the purchase of a new 30,000 square foot building in Cambridge, Ontario was completed in July. This building will provide office and lab space to the Company's Missions Development Group and its exactEarth subsidiary.

* Future oriented financial information (FOFI). Please refer to Caution Regarding FOFI on Page 1 of this document.

For a more complete analysis of risks faced by the Company, please refer to the section "Business Risks and Prospects", included later in this MD&A.

RESULTS OF OPERATIONS

Revenues

(in millions of dollars)	Three months ended July 31		
	2009	2008	% change
Commercial satellite programs	\$ 32.1	\$ 30.2	6.3%
Civil (government) programs	\$ 19.8	\$ 13.6	45.6%
Military and defense programs	\$ 9.6	\$ 7.7	24.7%
Total space revenues	<u>\$ 61.5</u>	<u>\$ 51.5</u>	<u>19.4%</u>

Total revenue for the Company for Q3 2009 was \$61.5 million compared to \$64.1 million in Q2 2009, and \$51.5 million in Q3 2008. The 4.1% decline in revenue in Q3 versus Q2 is due to normal variations in project mix and project spending and to foreign exchange impacts. The shift in foreign exchange rates during the quarter negatively impacted reported revenues in Q3 by \$3.5 million. Year over year revenue growth is attributed to a combination of the high level of backlog in the Company, the continued ramp-up of the U.S. operations, and a more favourable exchange environment compared to the third quarter of fiscal 2008. Looking at the Company's underlying markets, management's outlook remains generally positive, with no weakening of demand drivers evident to date. Based on current market activity levels, the full operational status of the Company's U.S. operations and the Company's historic success rate at winning new business, management has indicated that it expects fiscal 2009 revenue to grow by at least 15% over fiscal 2008. ♦

Backlog

(in millions of dollars)	July 31	July 31	% change
	2009	2008	
Commercial satellite programs	\$ 71.7	\$ 70.2	2.1%
Civil (government) programs	\$ 54.6	\$ 72.0	(24.2%)
Military and defense programs	\$ 29.3	\$ 18.8	55.9%
Total space backlog	<u>\$ 155.6</u>	<u>\$ 161.0</u>	<u>(3.4%)</u>

The Company's backlog of work declined from the Q3 2008 level by \$5.3 million, or 3.3%. The Q3 2009 backlog fell from the prior quarter of \$173.2 million. These variations in backlog are consistent with historical patterns as the order profiles are typically lumpy in nature. As noted earlier, the value of expected ultimate contracts in excess of the ATP values included in the Q3 backlog amounts to \$19.3 million♦ compared with \$11.2 million and \$19.0 million at the end of Q2 2009 and Q3 2008 respectively. The expected full contract amounts are based on bid values, and the historically high percentage of ATPs being ultimately turned into full contract values.

Net Income

(in millions of dollars except earnings per share)	Three months ended July 31		
	2009	2008	% change
Net income	\$ 5.2	\$ 4.3	22.3%
Earnings per share, basic and diluted	\$ 0.07	\$ 0.06	16.7%

♦ Future oriented financial information (FOFI). Please refer to Caution Regarding FOFI on page 1 of this document.

Net income in Q3 2009 was \$5.2 million compared with \$4.9 million in the prior quarter, and \$4.3 million in Q3 2008. There were a number of factors that resulted to a higher net income in Q3 2009 versus net income in Q2 2009, including higher gross margin amounts and lower net R&D spending. Compared to the same quarter in 2008, the higher net income in 2009 was a result primarily of higher revenue and gross margins.

Gross Margin

(in millions of dollars)	Three months ended July 31		
	2009	2008	% change
Total gross margin	\$ 18.0	\$ 13.4	34.8%
Total gross margin %	29.3%	26.0%	12.7%

Gross margins for Q3 2009 averaged 29.3% compared to 26.0% in Q3 2008 and 27.7% in Q2 2009. Q3 gross margins rose versus Q2 despite the fact that there was approximately \$2.6 million of negative impact on margins from the foreign exchange shift during the quarter. This increase in Q3 versus the previous quarter was primarily due to improved margins at the Company's Canadian operations in Cambridge and Ottawa. The increase in Q3 year-over-year, was due primarily to the favourable changes in the exchange rate and the additional contribution from the fully operational US operations.

In Q1 2009, COM DEV began classifying certain expenses as SG&A that had previously been recorded as cost of revenue. As a result, both gross margin and SG&A are \$1.5 million higher in Q3 2009 than they would have been under the previous presentation methods. For purposes of comparability, Q3 2008 results are presented in this MD&A and in the accompanying financial statements using the current classification system, and therefore this cost of revenue, gross margin, and SG&A figures differ from the results first announced one year ago.

Research and Development (R&D)

(in millions of dollars)	Three months ended July 31		
	2009	2008	% change
Total R&D spending before funding	\$ 4.5	\$ 4.6	(1.0%)
Total R&D funding received	\$ (0.9)	\$ (2.5)	(63.4%)
R&D, net of funding	\$ 3.6	\$ 2.1	73.7%

The Company has an established R&D technology roadmap that drives its internal research and development activities. This technology roadmap is reviewed semi-annually against longer term customer requirements, and potential new technologies that show promise in meeting those requirements. While the Company works to secure outside funding for its R&D efforts, in the absence of funding, it maintains its focus on the activities that form the Company's technology roadmap. In Q3 2009, the level of gross spending for R&D activities decreased by 1.0% from Q3 2008 levels, and was down \$1.0 million or 18.0% from Q2 2009 levels. Outside funding decreased by \$1.6 million from Q3 2008 levels and by \$0.1 million from Q2 2009 levels. It is important to note that R&D costs noted in the table above reflect only Company-funded research and development activities (net of any external offset funding received). Customer-funded development costs are included in the Company's cost of revenue figures.

Other Expenses

(in millions of dollars)	Three months ended July 31		
	2009	2008	% change
Selling, general and administrative expenses (SG&A)	\$ 8.5	\$ 6.5	30.2%
SG&A % of total revenue	13.9%	12.7%	1.3%
Interest income	\$ 0.0	\$ 0.6	(100.0%)
Foreign exchange loss (gain)	\$ 0.5	\$ (0.1)	(600.0%)
Other expense	\$ 0.1	\$ 0.0	100.0%

Selling, General and Administrative

SG&A expenses for Q3 2009 were \$8.5 million compared with \$6.5 million in Q3 2008 and \$8.1 million in Q2 2009. The quarter over quarter increase in SG&A expenses is attributable to higher bids and proposals costs and to

higher long-term incentive compensation expense. The increase from Q3 2008 to Q3 2009 is due to the incremental SG&A cost of the COM DEV U.S.A. operations, increased foreign exchange rate impact on those U.S. costs, increased long-term incentive compensation costs, higher selling and business development costs and the increased costs of the A.I.S. business initiative.

Interest (Income)/Expense

The Company had minimal interest income or expense in Q3 2009, compared with an expense of \$0.6 million in Q3 2008, and interest income of \$0.1 million in Q2 2009. The quarter over quarter shift in interest expense is due to the reduced cash balances in Q3. The year over year change in interest expense is due primarily to an interest charge paid by the Company in 2008 for a one-time adjustment of interest owed to the Ontario Ministry of Finance for capital taxes owed during the 1999-2005 period. The term debt attracts interest at rates varying from LIBOR plus 225 bps to LIBOR plus 360 bps.

Foreign Exchange

The foreign exchange loss in Q3 2009 was \$0.5 million, compared with a gain of \$0.1 million in Q3 2008, and a loss of \$0.3 million in Q2 2009. Foreign exchange amounts on the Consolidated Statements of Operations include realized and unrealized gains and losses that result from balance sheet translation of foreign denominated balances, and mark to market valuation adjustments on the Company's outstanding U.S. dollar hedge contracts. They do not include the impact of foreign exchange fluctuations on customer program values, and their resulting profitability, which is reflected in the revenue, cost of revenue, and gross margin sections of the Consolidated Statement of Operations. The impact in Q3 2009 from the mark to market valuations on the U.S. dollar hedge contracts was an unrealized exchange gain of \$2.8 million, compared to an unrealized exchange gain of \$2.4 million in the prior quarter, and an exchange loss of \$0.2 million in Q3 2008. The impact of translation of foreign denominated balance sheet items and realized impacts on exercise of hedge options during the quarter was a loss of \$3.4 million, compared to a loss of \$2.7 million in Q2 2009, and a gain of \$0.3 million in Q3 2008.

Other Expense

Other expense includes bank fees and Export Development Canada (EDC) accounts receivable insurance premiums, as well as other miscellaneous items. The Company insures its customer receivables with EDC to the extent possible in order to mitigate the risk of non-collection.

Financial Position

The following chart outlines the significant changes in the balance sheet between April 30, 2009 and July 31, 2009:

(in millions of dollars)	Increase/ (Decrease)	Explanation
Cash and cash equivalents	\$ (12.1)	Refer to Statement of Cash Flows
Accounts receivable	0.2	Normal fluctuations from billing and collection cycles.
Inventory	3.5	Project inventory increased \$0.7 million, general inventory provisions decreased by \$0.3 million, with the remainder of the increase from an increased inventory at CDU and increased inventory for the AIS initiative. The AIS initiative accounted for \$1.8 million of the Q3 increase in inventory. The total cumulative amount of AIS inventory stands at \$3.1 million.
Prepaid and other	2.2	Increase in Unrealized Foreign Exchange gain on hedge contracts of \$2.5 million offset by a decrease in prepaid insurance of \$0.3 million.
Income taxes recoverable	0.5	Payments on account of disputed tax assessments.
Property, plant & equipment	(5.5)	Normal capital additions of \$2.8 million during the quarter, less normal depreciation and decrease due to the lower USD exchange rate used to translate the CDU PP&E. \$4.8 million of accumulated development costs were reclassified from 'Capital in Progress' to Intangible Assets.
Intangible assets	3.7	Normal amortization for the period and decrease in value due to the lower USD exchange rate used to translate the CDU balance sheet. \$4.8 million of accumulated internally generated intangibles, relating to A.I.S. in the development phase, were reclassified from 'Capital in Progress' to Intangible Assets These costs relate to the development of a micro-satellite bus and to the development of a high speed data downlink for use on the exactEarth and other satellites.
Accounts payable and accrued liabilities	(1.7)	Normal accounts payable payment cycle.
Deferred revenue	(6.3)	Lower customer billings in advance of work being performed. This balance fluctuates with order levels, and billing profiles on each order.
Current portion of loans payable	(0.6)	Current portion of draws on term debt facility for land, building, and the PMD acquisition.
Loans payable	(3.4)	Repayments of \$1.5 million and a reduction in the balance from the lower foreign exchange rate of \$1.9 million.
Employee future benefits	(0.2)	Normal fluctuation as Company contributions are made.
Share capital	(0.1)	Additional costs received in Q3 2009 relating to the bought deal.
Contributed surplus	0.3	Value of Employee Share Purchase Plan awards, and expense recognized on stock options, net of amount transferred on options exercise, Performance Share Units and Restricted Share Units.
Deficit	(5.2)	Net income for the quarter.
Accumulated other comprehensive income	0.9	Foreign currency translation of self-sustaining subsidiaries, and associated long term debt designated as a hedge of the net investment in them.

Liquidity and Capital Resources

(in millions of dollars)	Three months ended July 31		
	2009	2008	% change
Cash from / (used in) operating activities	\$ (6.2)	\$ 2.2	(381.8%)
Net increase/ (decrease) in cash	\$ (12.1)	\$ 2.3	(626.1%)
Property and equipment additions	\$ 2.8	\$ 3.2	(12.5%)
Intangible asset additions	\$ 1.4	\$ 0.4	250.0%

The Company used \$6.2 million of cash from operating activities in Q3 2009, compared with Q3 2008 when \$2.2 million was generated, and with Q2 2009 when \$7.2 million was generated from operating activities. Starting in Q3 2009, the Company separated unrealized foreign exchange gain or loss on derivatives on the Statement of Cash Flows which was previously disclosed in "Net change in non-cash working capital items". On this basis, the Company invested \$11.7 million in non-cash working capital in Q3 2009, compared with an investment of \$5.8 million in the same quarter of 2008, and a generation of cash of \$1.7 million in Q2 2009 (Q2 2009 was reported as an investment of \$0.7 million last quarter).

In Q3 2009 the Company renegotiated its operating line of credit facility with the Canadian Imperial Bank of Commerce, with the result being an increase in the available credit line to \$32 million. The credit facility was not drawn upon throughout Q3 2009, except for \$1.0 million in the form of various guarantee letters issued by the bank on behalf of the Company. In addition to this operating line of credit, the Company also has a treasury risk management facility to facilitate hedging of currency related risks arising in the normal course of operations. Under these facilities, the Company is required to maintain certain financial ratios, which the Company has met as of July 31, 2009.

In addition, the Company has term credit facilities totaling \$30 million (2008: \$30 million) to support its strategic and capital initiatives. The Company drew \$10.0 million USD in support of the Company's acquisition of a production facility in El Segundo, California, during the third quarter of 2007. In the third quarter of fiscal 2008 the Company further drew on the term debt facility by \$18.0 million USD to complete the acquisition of the PMD product line from L-3 Communications Ltd., and to complete additional build-out work on the building in El Segundo. The term debt draws are at interest rates that range from LIBOR plus 225 bps to LIBOR plus 360 bps.

In Q2 2009 the Company issued 7,797,000 common shares in a bought deal transaction with a syndicate of underwriters. Gross proceeds of the transaction, which was completed on February 26, 2009, were \$23.0 million. Net proceeds were approximately \$21.5 million. The proceeds will be used primarily to progress the commercialization of the Company's strategic Automatic Identification System technology, with the remainder to be available for general corporate purposes.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements, other than operating leases, primarily related to buildings and computers, and not materially changed from the disclosure in the Notes to the Audited Consolidated Financial Statements, as at the end of the 2008 fiscal year.

Transactions with Related Parties

The Company had no transactions with related parties in Q3 2009.

Financial Instruments and Other Instruments

The Company realizes a significant portion of its revenues in U.S. dollars and incurs most of its expenses in Canadian dollars. The Company utilizes foreign exchange options to hedge the net cash flow risk associated with forecasted transactions in foreign currencies but does not enter into derivatives for speculative purposes. The

Company utilizes derivative instruments to manage the risk associated with anticipated cash flows that will be denominated in foreign currencies. The Company does not designate or measure the effectiveness of the derivative instruments as hedges of specific firm commitments or forecasted transactions and, accordingly, does not meet the requirements of CICA Handbook Section 3865, Hedges, to apply hedge accounting. The Company generally uses foreign exchange put options and related call options to manage foreign currency risk related to sales to customers in the United States and United Kingdom.

Derivative financial instruments are carried at their fair values. Realized and unrealized gains and losses associated with the derivative instruments are included in "foreign exchange loss (gain)" in the Consolidated Statements of Operations. In Q3 2009, the impact from the change in fair value of the Company's hedge options was a gain of \$2.8 million, compared to a loss of \$0.1 million in Q3 2008, and a gain of \$2.4 million in Q2 2009.

On July 31, 2009, the Company had outstanding foreign exchange call options with a notional value of \$31.0 million maturing within a year at an average exchange rate of \$1.1741 (July 31, 2008: \$19.6 million at \$1.0237; April 30, 2009: \$25.3 million at \$1.1700). The Company had outstanding foreign exchange put options with a notional value of \$53.1 million maturing within a year at an average exchange rate of \$1.2038 (July 31, 2008: \$26.5 million at \$1.0386; April 30, 2009: \$35.6 million at \$1.2092). The Company is exposed to credit risk on derivative financial instruments arising from the potential for counterparties to default on their contractual obligations to the Company. The Company minimizes this risk by limiting counterparties to these contracts to Canadian Schedule A Chartered Banks.

Summary of Quarterly Financial Information (Unaudited)

(in thousands of dollars, except earnings per share figures)

Fiscal 2009 Quarters	January 31	April 30	July 31		Total
Total revenue	\$ 56,511	\$ 64,104	\$ 61,451		\$ 182,066
Net income – total	\$ 4,354	\$ 4,853	\$ 5,241		\$ 14,448
Net income per share (basic and diluted)	\$ 0.06	\$ 0.07	\$ 0.07		\$ 0.20

Fiscal 2008 Quarters	January 31	April 30	July 31	October 31	Total
Total revenue	\$ 44,880	\$ 54,165	\$ 51,483	\$ 59,820	\$ 210,348
Net income – total	\$ 1,345	\$ 1,964	\$ 4,285	\$ 4,785	\$ 12,379
Net income per share (basic and diluted)	\$ 0.02	\$ 0.03	\$ 0.06	\$ 0.07	\$ 0.18

Fiscal 2007 Quarters	October 31
Total revenue	\$ 43,387
Net income - total	\$ 4,140
Net income per share (basic and diluted)	\$ 0.06

Historically, the Company's revenues have been lowest in the first quarter. This is due to the fact that the first quarter has the lowest number of working days as the operations shut down over the Christmas period for maintenance and vacation. Since the Company reports revenue on a percentage of completion basis, the lower number of workdays typically translates to less revenue.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. These estimates are based upon management's historical experience and various other assumptions that are believed by management to be reasonable under the circumstances. Such assumptions and estimates are evaluated on an ongoing basis and form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Management believes the following critical accounting policies affect its more significant estimates and assumptions used in the preparation of its consolidated financial statements.

Revenue Recognition

The Company generally provides goods and services to its customers under long-term contracts. The Company recognizes revenue on long-term contracts on the percentage of completion basis, based on costs incurred relative to the estimated total contract costs. Losses on such contracts are accrued when the estimate of total costs indicates that a loss will be realized. Contract billings in excess of cost and accrued profit margins are included as deferred revenue and included in current liabilities.

A portion of the Company's revenue is derived from the sale of goods and services on short-term agreements and purchase orders as well as "cost-plus" government contracts. The revenue from short-term agreements and purchase orders are recognized when the goods and services are delivered to the customer and collection is reasonably assured. Cost-plus contract revenue is recognized as eligible costs are incurred on the applicable contracts.

Project Costs to Complete

At the outset of each customer project, an estimate of the total expected cost to complete the scope of work under contract is made. During the course of the projects, these estimates are reviewed and revised to reflect current expectations of cost to complete, and total cost. These estimates are based on specific knowledge of the status of the project, as well as historical understanding of costs on similar projects. Cost elements include material, direct labour, and overhead costs, with labour and overhead costs being determined using pre-determined costing rates applied to estimated labour hours required to complete the scope of work under contract. These estimates are reviewed on a monthly and quarterly basis to ensure the estimates reflect the current expectations for total costs, however this is not a guarantee that unforeseen or additional costs could be incurred, which would have an impact on project total cost, reported revenue, and gross margins. Management believes it has a review procedure in place to ensure the validity of these estimates at the time they are made.

Useful Life of Intangible and Long-Term Assets

The Company has established policies for determining the useful life of its intangible and long-term assets, and amortizes the costs of these assets over those useful lives. The useful life for each category of asset is determined based on the expectation of its ability to continue to generate revenues, and thus, cash flows for the Company. This ability is tested periodically to ensure the conditions still exist to allow the asset to be reflected at its net-recorded value in the accounts of the Company, and any impairment to the valuation is reflected in the accounts at the time the impairment is determined.

Income Tax Liabilities

The Company establishes a tax provision based on its calculation of taxable income in any year. Occasionally, the Company is subjected to audits by various federal and provincial agencies. When adjustments are proposed, the Company assesses its position with respect to the issue, and when it considers the Company's position to be correct, may object to proposed adjustments. Management estimates the likelihood of succeeding in its position, and where appropriate, provides for amounts estimated to be payable, or reports in notes to the Company's financial statements. For a complete description of carry-forward tax balances, the future tax asset, and associated valuation reserve against that future tax asset, see Note 5 to the 2008 audited Consolidated Financial Statements.

Contract Penalties

In some cases, the Company enters into contracts with its customers for the delivery of equipment, where penalties are incurred for late delivery. When the Company wins these orders, it assumes that the cost of the penalties will not be incurred unless the project schedule indicates that contracted delivery dates will not be met. At that time, the individual projects are charged with the cost associated with expected penalties.

Changes in Accounting Policies including Initial Adoption

International Financial Reporting Standards (IFRS)

The Canadian Institute of Chartered Accountants' (CICA) Accounting Standards Board has announced that Canadian publicly accountable enterprises will adopt IFRS as issued by the International Accounting Standards Board effective for fiscal years beginning on or after January 1, 2011 and therefore will commence in the first quarter of the Company's 2012 fiscal year with comparative figures.

COM DEV has is receiving assistance from Ernst & Young LLP ("E&Y") with the Company's IFRS conversion project. The Company will follow a five key phase approach to ensure successful conversion to International Financial Reporting Standards. The five phases are:

1. IFRS diagnostic impact assessment

Perform a high level review to identify significant differences between Canadian Generally Accepted Accounting Principles ("GAAP"), as adopted by COM DEV, and IFRS.

Status: This Phase is substantially complete. The findings of the diagnostic impact are that there are several areas that may require a significant degree of effort to quantify the impact on the opening balance sheet and to put in place procedures and controls to efficiently and effectively address the particular IFRS difference on an ongoing basis.

These areas include the following:

- Property, Plant and Equipment
- Impairment of Long Lived Assets
- Business Combinations
- Revenue Recognition
- Income Taxes
- Foreign Currency Translations
- Employee Benefits

2. Design and Planning

Using the outputs from the diagnostic assessment, a master plan for the conversion project will be compiled. This plan will include schedules, resource requirements and output specifications.

Status: Initial planning has taken place and will be refined into a detailed plan in Q4.

3. Solution development

This phase will carry out a full assessment of the changes required to accounting and business systems in order to migrate to IFRS. This phase will include completing formal authorization process to approve recommended accounting policy changes and training processes across the Company's divisions.

Status: Not started. Phase 3 is expected to be carried out between Q1 and Q3 of fiscal year 2010.

4. Implementation

This phase will implement the identified solutions identified in Phase 3. The culmination of this phase will be collection of all the financial information necessary to produce IFRS-compliant financial statements, embedding IFRS in business processes and Audit Committee approval of IFRS financial statements.

Status: Not started. Phase 4 is expected to be carried out between Q2 and Q4 of fiscal year 2010.

5. Post implementation review.

This will phase will be to ensure on-going compliance with IFRS and to take into account the changing IFRS landscape.

Status: Not started.

Goodwill and Intangible Assets

In February 2008, the CICA released Handbook Section 3064, Goodwill and Intangible Assets, replacing the previous CICA Handbook Sections 3062 (Goodwill and Intangible Assets), and 3450 (Research and Development Costs). The objectives of the changes are to reinforce a principle-based approach to the recognition of costs as assets and to clarify the application of the concept of matching revenues and expenses. See Note 3 to the 2008 audited Consolidated Financial Statements for additional description of the requirements of this Handbook Section 3064. The effective date of adopting this new section for the Company was November 1, 2008. The impact of adopting this standard did not have any effect on the Company's Consolidated Statement of Operations.

Inventories

On November 1, 2008, the Company adopted the requirements of the CICA Handbook Section 3031. The new standard does not apply to the Company's contracts in progress. Inventories are valued at the lower of cost on a weighted average basis and net realizable value. There was no material impact on the interim consolidated financial statements as a result of adoption of this new Handbook Section. For further information, see Note 2 to the Unaudited Interim Consolidated Financial Statements.

Business Risks and Prospects

Global Economic Environment

Recent events have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, events seemingly unrelated to the Company or to its industry, such as the recent extraordinary developments in global financial markets, may adversely affect the Company over the course of time. For example, rapid changes to foreign currency exchange rates may adversely affect the Company's financial results. Credit contraction in financial markets may hurt the Company's ability to access credit in the event that it identifies an acquisition opportunity or some other opportunity that would require a significant investment in resources. Government payments to support financial institutions and other distressed industries may reduce the amount of money governmental agencies have to spend on space and defence related projects. A reduction in credit, combined with reduced economic activity, may adversely affect prime contractors and other businesses that collectively constitute a significant portion of the Company's customer base. As a result, these customers may need to reduce their purchases of COM DEV's products or services, or the Company may experience greater difficulty in receiving payment for the products or services that these customers purchase from the Company. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results, and financial condition.

New Products and Technological Change

The market for the Company's products is characterized by rapidly changing technology involving industry standards and frequent new product introductions. The Company's success will depend upon market acceptance of its existing products and its ability to enhance its existing products and to introduce new products and features to meet changing customer requirements. A current example of this is the Company's efforts to exploit its Automatic Identification System (AIS) detection and de-collision capabilities by entering the AIS data sales market through its new subsidiary Company, exactEarth Ltd. There can be no assurance that the Company will be successful in identifying, developing, manufacturing and marketing new products or enhancing its existing products. The Company's business will be adversely affected if the Company incurs delays in developing new products or enhancements or if such products or enhancements do not gain market acceptance. In addition, there can be no assurance that products or technologies developed by others will not render the Company's products or technologies non-competitive or obsolete.

Reliance on Significant Customers and Credit Concentration

The satellite industry is characterized by a small number of prime contractors, which represents most of the Company's customer base. The relatively small number of customers leads to a concentration of the Company's revenues and accounts receivable. If one or more customers were to delay, reduce or cancel orders, the overall

orders of the Company may fluctuate and could adversely affect the Company's operations and financial condition. While the Company's accounts receivable tend to be concentrated, many of our customer receivables, by virtue of their non-Canadian status are insured with Export Development Canada ("EDC"). While the Company expects to be able to continue to access receivables insurance through EDC, there is no assurance that this will be the case, and any subsequent credit loss could have a material adverse affect on the business and its financial condition. COM DEV is increasing its penetration with a number of smaller satellite manufacturers, as well as in satellite market segments outside the traditional commercial communications sector, to help mitigate the risk associated with having a small number of customers.

Fluctuations in Operating Results

The Company's revenues and earnings fluctuate from quarter to quarter, or year to year, based on customer requirements and the timing of orders. While the Company recognizes revenue on a percentage of completion basis for long-term contracts, it has experienced fluctuations in its quarterly operating results and anticipates that such fluctuations may continue. The Company's revenue is derived in large part from long-term fixed price contracts, some of which are subject to significant technology risk. As a result, the Company's financial reporting relies upon management's estimates of earned revenues and the costs required to complete the project. Revision to the estimates used in the preparation of the Company's financial results could have a material impact on financial results of future periods. There can be no assurance that levels of profitability will not vary significantly among quarterly or annual periods. The Company's operating results may fluctuate as a result of many factors, including increased competition, the size and timing of significant customer orders, cancellations of significant projects by customers, changes in operating expenses, changes in the Company's strategy, personnel changes, foreign currency exchange rates and general economic and political factors.

The Company's expense levels are based in significant part on its expectations regarding future revenues. Accordingly, the Company may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Any significant revenue shortfall could therefore have a material adverse effect on the Company's results of operations.

Project Performance

Any inability of the Company to execute customer projects in accordance with requirements, including adherence to delivery timetables, could have a material adverse effect on the Company's business, operations and prospects.

Sources of Supply

The Company uses some subcomponents for which there is only a single source of supply. As a result, the Company may occasionally suffer shortages of such subcomponents, which shortages may have short-term adverse effects on the Company's sales. Although the Company seeks to reduce exposure to single source suppliers through a continual evaluation of competent alternate sources of supply, the loss of certain of these suppliers, or the inability of certain of these suppliers to deliver to the Company on a timely basis, could have a material adverse effect on the Company's operations and prospects.

Dependence on Key Personnel

The Company is highly dependent on the continued service of and its ability to attract and retain qualified technical and engineering personnel. The competition for such personnel is intense and the loss of particular persons, as well as the failure to recruit additional key technical personnel in a timely manner, could have a material adverse effect on the Company's business.

Product Failure

COM DEV Space operates in a market where product reliability is essential. While the Company enjoys a strong reputation for product reliability, any significant product failure could materially affect the Company's reputation, revenue and future business prospects.

Failure to Perform Contracts

Contracts for the Company's products may include penalties and/or incentives related to performance, which could materially affect operating results. Management provides for any anticipated penalty costs in its estimates of the costs to complete a contract and the contract generally limits any penalties to 5% or less of the contract value. The Space division's products are complex, use sophisticated technologies and often involve a lengthy development and manufacturing cycle. In addition, these products are integral to the customer's satellite payload and alternate sources of supply may not be available in the time required, or at all. Consequently, any failure by the Company to satisfy its contractual obligations could trigger losses in excess of the value of the contract. Since the Space division often works on large individual contracts, the claims against the Company could be material.

Competition

COM DEV's competitors, who are generally its customers, are larger, better capitalized and have greater resources than the Company. The Company believes that its ability to compete depends in part on a number of competitive factors, some of which are outside its control, such as innovative products or cost-saving production techniques developed by the Company's competitors. There can be no assurance that the Company will be able to compete successfully with its existing competitors or with new competitors.

Changing Business Conditions

The Company's future operating results will substantially depend on the ability of its officers and key employees to manage changing business conditions and to implement and improve its operational, financial control and reporting systems. If the Company is unable to respond to and manage changing business conditions, the quality of the Company's services, its ability to retain key personnel and its results of operations could be materially adversely affected. The Company has recently expanded into the U.S. with the purchase of a facility to be used to design, engineer, and produce equipment for its customers involved in U.S. government satellite programs. The inability to effectively address this new market could result in a material adverse effect on the results of the Company's operations.

Future Capital Requirements

The Company's future capital requirements will depend on many factors, including the development of new products, the progress of the Company's research and development efforts, the rate of expansion and the status of competitive products. Depending on these factors, the Company may require additional financing which may or may not be available on acceptable terms. If additional funds are raised by issuing equity securities, dilution to the existing shareholders may result. If adequate funds are not available, the Company may not be able to achieve its growth objectives and operational targets, which could have a material adverse effect on the Company's business.

Risks Associated with Intellectual Property

The Company's success is dependent upon proprietary technology. The Company relies upon patent protection to protect its proprietary technology. In addition, the Company attempts to protect its trade secrets and other proprietary information through agreements with customers, suppliers, employees and consultants and other security measures. There can be no assurance that the steps taken by the Company in this regard will be adequate to prevent misappropriation or independent third-party development of its technology. Furthermore, the laws of certain countries in which the Company sells its products do not protect the Company's intellectual property rights to the same extent as do the laws of Canada or the United States.

Although the Company believes that its products and technology do not infringe patents or other proprietary rights of others, there can be no assurance that third parties will not claim that the Company's current or future products infringe the patents or other proprietary rights of others. Any such claim, with or without merit, could result in costly litigation or could require the Company to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company or at all.

Foreign Exchange Risk

The Company carries on a significant portion of its business in the United States and elsewhere outside Canada, and the majority of its sales outside of Canada are made in U.S. dollars. Any weakening in the value of the U.S. dollar, British Pounds or Euro against the Canadian dollar would result in lower revenues and margins for the Company when stated in Canadian dollars. The Company does engage in hedging its U.S. dollar-denominated net cash flows, and is actively targeting efficiency improvements in its operations, both in terms of productivity and cost control. These measures will continue to be taken regardless of the currency environment. The Company also seeks to contract in Canadian dollars in its Canadian operations wherever possible.

Seasonal Volatility

The Company recognizes revenue based on percentage of completion in accordance with its stated accounting policy. Since the recognition of revenue is determined by costs incurred on projects compared to total expected costs, and since a large portion of the Company's project costs are labour, any quarter with fewer working days will cause suppression in labour effort exerted on projects, and consequently, revenue recognized. Typically, the Company slows production during the Christmas holiday season to provide time for maintenance and facilities improvements to take place. As a result, the Company's first quarter revenues are typically the lowest of the year.

Tax Assessments

The Company has recently undergone audits by Canada Revenue Agency and the Ontario Ministry of Finance. As a result of the audits, several adjustments to prior year returns have been proposed for capital taxes and corporate minimum taxes. The Company has considered the proposed assessments and opposes several matters on the basis of its interpretation of the tax rules and has made a submission to the tax authorities on this basis. The Company is currently unable to determine the likelihood of success of its objection to the proposed assessments. The disputed tax amounts total approximately \$3.4 million, including accrued interest. Any amount of tax liability arising from these assessments will be recorded when the probable amounts can be determined. While the Company expects that if it is required to pay additional taxes, a significant amount will be recoverable against future tax amounts, there is no guarantee that this will be the case.

Timing Risks

There can be no assurance that the market demand for the Company's products will translate into orders within the timeframes anticipated. The timing and extent of satellite procurement, and the Company's ability to secure project orders stemming from anticipated satellite procurement activity could have a material adverse effect on the Company's business, operations and prospects.

New Market Risks

The Company has identified, as part of its strategic direction, civil/government, and military/defense markets for its product and service offerings. While the Company has seen some success in initial penetration into these markets, there can be no assurance, given the Company's limited experience and operating history in these markets, that the Company's investment and efforts in these markets will be successful. Failure to succeed in the civil/government and military/defense markets may adversely affect the Company's future business, financial condition and operating results.

Regulatory Environment for Technology and Materials

Certain of the Company's programs are subjected to export controls either domestically or through International Traffic in Arms Regulations (ITAR). This and other regulatory environments place strict controls over receipt, use, transfer, and export of technology, material, and equipment. While the Company understands the requirements of these controls and regulations, there is no assurance that these regulations, or their interpretations by regulatory authorities, will not change in a way that would cause a material adverse effect to the Company's business, operations and prospects.

Risks Arising from the Independent Committee's Review of the Company's Historical Stock Option Granting Practice

While the Company is not currently aware of any litigation initiated by private parties regarding the Company's historical stock option granting practices, such activity could be initiated in the future and could lead to a civil or equitable judgment levied against the Company. The results of any civil judgment levied against the Company as a result of private litigation could have a material adverse effect on the Company's business, operations, finances or prospects.

Enterprise Risk Management

During the prior year, management established the position of Director, Enterprise Risk Management to oversee the Company's assessment of the various significant risks it faces, and to coordinate and facilitate the establishment of risk mitigation actions and plans.

National Instrument 52-109 Disclosure

The Chief Executive Officer and Chief Financial Officer of COM DEV International Ltd are responsible for designing and maintaining disclosure controls and procedures and internal control over financial reporting for the issuer, and have:

- (a) designed such disclosure controls and procedures, or caused them to be designed under our supervision, to provide reasonable assurance that material information relating to the issuer, is made known to management by others within the Company, particularly during the period in which the annual filings are being prepared;
- (b) designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP; and
- (c) evaluated the effectiveness of the issuer's disclosure controls and procedures as of the end of fiscal Q3 2009, and concluded that such disclosure controls and procedures are effective.

There have been no changes in COM DEV's internal control over financial reporting during the quarter ended July 31, 2009, that have materially affected, or are reasonably likely to materially affect its internal control over financial reporting.

Outstanding Share Data

Details of the Company's outstanding share data as of September 1, 2009 are as follows:

Common shares	76,100,289
Options on common shares	1,652,943

Each option is exercisable for one common share of the Company.

COM DEV International Ltd.
Consolidated Statements of Operations
(Canadian dollars in thousands, except for per share figures)
Unaudited

For the three months ended July 31	2009	2008
Revenue	\$ 61,451	\$ 51,483
Cost of revenue	43,440	38,123
Gross margin	<u>18,011</u>	<u>13,360</u>
Research and development costs	4,531	4,576
Research and development recovery	912	2,492
Net research and development	<u>3,619</u>	<u>2,084</u>
Selling and general expenses	8,519	6,541
Operating income	<u>5,873</u>	<u>4,735</u>
Interest expense	44	594
Foreign exchange loss (gain)	510	(148)
Other expense	83	10
Income before non-controlling interest	<u>5,236</u>	<u>4,279</u>
Non-controlling interest	<u>(5)</u>	<u>(6)</u>
Net income	<u><u>\$ 5,241</u></u>	<u><u>\$ 4,285</u></u>
Earnings per share (note 6C)		
Basic and diluted earnings per share	\$0.07	\$0.06

COM DEV International Ltd.
Consolidated Statements of Operations
(Canadian dollars in thousands, except for per share figures)
Unaudited

For the nine months ended July 31	2009	2008
Revenue	\$ 182,066	\$ 150,528
Cost of revenue	131,611	113,553
Gross margin	<u>50,455</u>	<u>36,975</u>
Research and development costs	13,902	11,983
Research and development recovery	<u>2,943</u>	<u>4,922</u>
Net research and development	10,959	7,061
Selling and general expenses	<u>23,994</u>	<u>21,886</u>
Operating income	15,502	8,028
Interest expense	366	363
Foreign exchange loss (gain)	423	(122)
Other expense	<u>290</u>	<u>186</u>
Income before non-controlling interest	14,423	7,601
Non-controlling interest	<u>(25)</u>	<u>7</u>
Net income	<u><u>\$ 14,448</u></u>	<u><u>\$ 7,594</u></u>
Earnings per share (note 6c)		
Basic and diluted earnings per share	\$0.20	\$0.11

COM DEV International Ltd.
Consolidated Balance Sheets
(Canadian dollars in thousands)
Unaudited

	As at July 31, 2009	As at October 31, 2008
Assets		
Current		
Cash and cash equivalents	\$ 19,802	\$ 16,102
Accounts receivable	38,634	41,085
Inventory (notes 2 and 4)	64,395	45,941
Prepays and other	5,221	1,772
Income taxes recoverable	4,395	2,819
Future income tax assets - current (note 7)	3,957	3,957
	<u>136,404</u>	<u>111,676</u>
Property, plant and equipment	66,346	70,748
Intangible assets	16,071	14,625
Goodwill (note 5)	2,378	2,522
Future income tax assets - long term (note 7)	3,958	3,958
Total assets	<u>\$ 225,157</u>	<u>\$ 203,529</u>
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 29,897	\$ 35,467
Deferred revenue	15,007	14,828
Current portion of loans payable	6,583	6,203
	<u>51,486</u>	<u>56,498</u>
Long term		
Loans payable	14,912	23,223
Employee future benefits	1,895	2,224
	<u>16,807</u>	<u>25,447</u>
Total liabilities	<u>68,294</u>	<u>81,945</u>
Non-controlling interest	<u>499</u>	<u>524</u>
Shareholders' equity		
Share capital (note 6a)	345,946	323,975
Contributed surplus	2,514	1,879
Deficit	(189,617)	(204,065)
Accumulated other comprehensive income	(2,479)	(729)
Total shareholders' equity	<u>156,364</u>	<u>121,060</u>
Total liabilities and shareholders' equity	<u>\$ 225,157</u>	<u>\$ 203,529</u>

COM DEV International Ltd.
Consolidated Statements of Cash Flows
(Canadian dollars in thousands)
Unaudited

For the three months ended July 31	2009	2008
Operating activities		
Net income	\$ 5,241	\$ 4,285
Amortization	2,809	3,086
Gain on disposal of assets	(15)	-
Stock compensation expense	271	206
Employee stock option plan awards	40	38
Unrealized foreign exchange loss on long term debt	-	199
Unrealized foreign exchange (gain) loss on derivatives	(2,847)	198
Non-controlling interest	(5)	(6)
	<u>5,494</u>	<u>8,006</u>
Net change in non-cash working capital items	<u>(11,657)</u>	<u>(5,770)</u>
Operating activities	<u>(6,163)</u>	<u>2,236</u>
Financing activities		
Shares issued	(60)	-
Advance of long term debt	-	18,174
Repayment of long term debt	(1,711)	(1,110)
Financing activities	<u>(1,771)</u>	<u>17,064</u>
Investing activities		
Acquisition of capital assets	(2,821)	(3,210)
Proceeds on disposal of property, plant, and equipment	18	-
Acquisition of intangible assets	(1,439)	(357)
Business acquisition (note 5)	-	(13,111)
Investing activities	<u>(4,242)</u>	<u>(16,678)</u>
Effect of exchange rate changes on cash	<u>82</u>	<u>(370)</u>
Net (decrease) increase in cash	(12,094)	2,252
Cash and cash equivalents, beginning of period	31,896	8,875
Cash and cash equivalents, end of period	<u>\$ 19,802</u>	<u>\$ 11,127</u>
Interest paid	<u>\$ 205</u>	<u>\$ 612</u>

COM DEV International Ltd.
Consolidated Statements of Cash Flows
(Canadian dollars in thousands)
Unaudited

For the nine months ended July 31	2009	2008
Operating activities		
Net income	\$ 14,448	\$ 7,594
Amortization	8,500	7,030
Gain on disposal of assets	(41)	(211)
Stock compensation expense	657	605
Employee stock option plan awards	137	134
Unrealized foreign exchange loss on long term debt	-	842
Unrealized foreign exchange (gain) loss on derivatives	(5,482)	2,870
Non-controlling interest	(25)	7
	<u>18,194</u>	<u>18,871</u>
Net change in non-cash working capital items	<u>(20,937)</u>	<u>(31,672)</u>
Operating activities	<u>(2,743)</u>	<u>(12,801)</u>
Financing activities		
Shares issued	21,813	2
Advance of long term debt	-	18,174
Repayment of long term debt	(5,325)	(2,011)
Financing activities	<u>16,487</u>	<u>16,165</u>
Investing activities		
Acquisition of capital assets	(5,708)	(9,109)
Proceeds on disposal of property, plant, and equipment	44	213
Acquisition of intangible assets	(3,952)	(992)
Business acquisition (note 5)	(140)	(13,485)
Investing activities	<u>(9,756)</u>	<u>(23,373)</u>
Effect of exchange rate changes on cash	<u>(288)</u>	<u>(306)</u>
Net increase (decrease) in cash from continuing operations	3,700	(20,315)
Net cash used in discontinued operations	-	(271)
Net increase (decrease) in cash	<u>3,700</u>	<u>(20,586)</u>
Cash and cash equivalents, beginning of period	16,102	31,713
Cash and cash equivalents, end of period	<u>\$ 19,802</u>	<u>\$ 11,127</u>
Interest paid	<u>\$ 780</u>	<u>\$ 1,079</u>

COM DEV International Ltd.
Consolidated Statements of Changes in Equity
(Canadian dollars in thousands)
Unaudited

For the nine months ended July 31, 2009	Total	Deficit	Accumulated Other Comprehensive Income	Share Capital	Contributed Surplus
Balance, October 31, 2008	\$ 121,060	\$ (204,065)	\$ (729)	\$ 323,975	\$ 1,879
Comprehensive income					
Net Income	14,448	14,448	-	-	-
Foreign currency translation adjustments (net of taxes of \$nil)	<u>(1,750)</u>	<u>-</u>	<u>(1,750)</u>	<u>-</u>	<u>-</u>
	12,698	14,448	(1,750)	-	-
Common stock issued	21,812			21,971	(159)
Value of ESOP awards	137	-	-	-	137
Expense recognized for stock-based compensation	657	-	-	-	657
Balance, July 31, 2009	<u>\$ 156,364</u>	<u>\$ (189,617)</u>	<u>\$ (2,479)</u>	<u>\$ 345,946</u>	<u>\$ 2,514</u>
<hr/>					
For the nine months ended July 31, 2008					
Balance, October 31, 2007	\$ 106,424	\$ (216,444)	\$ (1,993)	\$ 323,862	\$ 999
Comprehensive income					
Net Income	7,594	7,594	-	-	-
Foreign currency translation adjustments (net of taxes of \$nil)	<u>133</u>	<u>-</u>	<u>133</u>	<u>-</u>	<u>-</u>
	7,727	7,594	133	-	-
Common stock issued	2	-	-	113	(111)
Value of ESOP awards	134	-	-	-	134
Expense recognized for stock-based compensation	605	-	-	-	605
Balance, July 31, 2008	<u>\$ 114,892</u>	<u>\$ (208,850)</u>	<u>\$ (1,860)</u>	<u>\$ 323,975</u>	<u>\$ 1,627</u>

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

1. Summary of Significant Accounting Policies

These interim consolidated financial statements of COM DEV International Ltd. (the "Company"), have been prepared by management in accordance with Canadian generally accepted accounting principles except that certain disclosures required for annual financial statements have not been included. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates include, but are not limited to, the value of contract work in progress and recognition of revenue related to the percentage of completion of contract work, the determination of doubtful accounts, impairment of long-lived assets, intangibles, and goodwill, useful lives of intangible assets and property, plant, and equipment, determination of net recoverable value of assets, contracts in progress, and future income tax assets, valuation of employee future benefits liabilities, and contingencies. Actual results could differ from these estimates. These interim consolidated financial statements do not conform in all respects to the requirements of generally accepted accounting principles for annual financial statements and should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended October 31, 2008, except for the adoption of the new accounting standards included in note 2 herein. All financial amounts are expressed in thousands of Canadian dollars, except per share information or as otherwise indicated. These interim consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies.

The consolidated financial statements include the accounts of all of the Company's subsidiaries with inter-company transactions and balances eliminated. The Company's principal wholly owned subsidiaries are COM DEV Limited ("CDL"), COM DEV Europe Limited ("CDE"), COM DEV USA LLC ("CDU"), COM DEV US Property LLC, COM DEV Consulting Ltd., and its 70% owned subsidiary, COM DEV Microwave Electronics Company Limited ("Xian").

2. Changes in Accounting Standards

Inventories (CICA 3031)

On November 1, 2008, the Company adopted the requirements of the CICA Handbook Section 3031. The new standard does not apply to the Company's contracts in progress. Inventories are valued at the lower of cost on a weighted average basis and net realizable value. Cost of raw materials includes the purchase cost and the cost incurred in bringing each product to its present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Items that are written down to net realizable value are adjusted back up to cost if there is a subsequent increase in the net realizable value. The majority of inventory is raw materials and component parts held for use in the contracts in progress projects and are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. There was no material impact on the interim consolidated financial statements from the adoption of this standard.

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

Goodwill and Intangible Assets (CICA 3064)

On November 1, 2008, the Company adopted the requirements of the CICA Handbook Section 3064. The Section 3064, Goodwill and Intangible Assets, replaces the previous CICA Handbook Sections 3062 (Goodwill and Intangible Assets), and 3450 (Research and Development Costs). The objectives of the changes are to reinforce a principle-based approach to the recognition of costs as assets and to clarify the application of the concept of matching revenues and expenses. There was no material impact on the interim consolidated financial statements from the adoption of this standard.

The Company is in the process of internally developing certain technology in relation to Automatic Identification System (AIS) based intangible assets that meet the recognition criteria in accordance with CICA 3064, Goodwill and Intangible Assets. Cost capitalization commenced when the Company was able to demonstrate that these assets will generate probable future economic benefits. Cost capitalization will cease when the development phase is complete. The Company regularly reviews the net recoverable amount of these assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the total estimated undiscounted future cash flow is less than the carrying value of the asset, an impairment loss is recognized for the excess written. During the three and nine months ended July 31, the Company capitalized \$1,167 and \$3,574 respectively (\$256 and \$574 in 2008).

3. Future Accounting Changes:

International Financial Reporting Standards (IFRS)

The CICA Accounting Standards Board has announced that Canadian publically accountable enterprises will adopt IFRS as issued by the International Accounting Standards Board effective for fiscal years beginning on or after January 1, 2011 and therefore will commence in the first quarter of the Company's 2012 fiscal year, with comparative figures.

The Company is getting assistance from Ernst & Young ("E&Y") to assist in the Company's IFRS conversion project. The Company will follow a five key phase approach to ensure successful conversion to International Financial Reporting Standards.

The five phases are:

- 1) IFRS diagnostic impact assessment

Perform a high level review to identify significant differences between Canadian Generally Accepted Accounting Principles ("GAAP") and IFRS as adopted by the Company.

This Phase is substantially complete. The findings of the diagnostic impact are that there are several areas that may require a significant degree of effort to quantify the impact on the opening balance sheet and to put in place procedures and controls to efficiently and effectively address the particular IFRS difference on an ongoing basis.

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

These areas include the following:

- Property, Plant and Equipment
- Impairment of Long Lived Assets
- Business Combinations
- Revenue Recognition
- Income Taxes
- Foreign Currency Translations
- Employee Benefits

2) Design and Planning

Using the outputs from the diagnostic assessment, the master plan for the conversion project will be compiled. This plan will include schedules, resource requirements and output specifications. Initial planning has taken place and will be refined into a detailed plan in Q4.

3) Solution development

This phase will carry out a full assessment of the changes required to accounting and business systems in order to migrate to IFRS. This phase will include completing formal authorization process to approve recommended accounting policy changes and training processes across the Company's divisions. Phase 3 is expected to be carried out between Q1 and Q3 of fiscal year 2010.

4) Implementation

This phase will implement the identified solutions identified in Phase 3. The culmination of this phase will be collection of all the financial information necessary to produce IFRS-compliant financial statements, embedding IFRS in business processes and Audit Committee approval of IFRS financial statements. Phase 4 is expected to be carried out between Q2 and Q4 of fiscal year 2010.

5) Post implementation review

This will phase will be to ensure on-going compliance with IFRS and to take into account the changing IFRS landscape.

It is not practically possible at this time to quantify the impact of these differences. The Company expects to make changes to processes and systems before the 2011 fiscal year, in time to enable the Company to record transactions under IFRS for comparative purposes in the 2012 financial year reporting.

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

4. Inventory

Inventory is comprised of:

	<u>Jul. 31, 2009</u>	<u>Oct. 31, 2008</u>
Raw Materials	\$18,611	\$13,626
Contracts in process – costs and profits earned in excess of progress billings	45,784	32,315
Total Inventory	<u>\$64,395</u>	<u>\$45,941</u>

The amount of inventory recognized as an expense and included in cost of revenue accounted for other than by percentage-of-completion method during the three and nine months ended July 31, 2009 was \$811 and \$3,387 (\$878 and \$3,261 in 2008). The amount charged to net income and included in cost of revenue for the write-down of inventory for valuation issues during the three and nine months ended July 31, 2009 was \$294 and \$825 (\$333 and \$739 in 2008).

5. Acquisition

Effective May 9, 2008, the Company purchased certain assets of the Passive Microwave Devices product line of L-3 Communications Electron Technologies Inc. “ETI-PMD”.

Final negotiations of the purchase price and related allocations for this acquisition are now complete. Goodwill was increased by \$140 for additional acquisition costs.

6. Share Capital and Earnings Per Share

a) Issued Capital

The following details the issued and outstanding common shares for the nine months ended July 31, 2009.

	<u>Number</u>	<u>Amount</u>
Balance, October 31, 2008	68,052,933	\$323,975
Issuance of common shares (i)	215,100	389
Equity issue of common shares (ii)	7,797,000	21,484
Shares issued through employees plan (iii)	35,256	98
Balance, July 31, 2009	<u>76,100,289</u>	<u>\$345,946</u>

The value of Employee Stock Ownership Plan (“ESOP”) shares amortized to compensation expense but not yet issued in the three and nine months ended July 31, 2009 was \$40 and \$137 (\$38 and \$134 in 2008). These amounts are included in contributed surplus.

- (i) During the three months ended July 31, 2009 and 2008 there were no stock options exercised. During the nine months ended July 31, 2009, the Company issued 215,100 (2,000 in 2008) common shares to satisfy the equivalent number of stock options exercised of which 62,000 of the options represent options issued after November 1, 2003 (nil in 2008).

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

- (ii) On February 26, 2009, the Company entered into an agreement with a syndicate of underwriters led by Genuity Capital Markets and including GMP Securities L.P. and Paradigm Capital Inc. Under the agreement, the syndicate purchased 6,780,000 and exercised the option of an additional 1,017,000 of common shares from the Company. Net proceeds of \$21,484 will be used to pursue strategic opportunities, including progressing the commercialization of the Company's Automatic Identification System (AIS) technology.
- (iii) On February 28th, 2009, the Company issued 35,256 (32,270 in 2008) common shares under the ESOP.

The maximum number of shares outstanding if all options were exercised, and ESOP shares were issued is 77,819,609.

b) Stock Based Compensation

In the three and nine months ended July 31, 2009 the Company granted 358,944 options (nil in 2008).

Options granted vest over three years, and vested options can be exercised over a five-year period from the date of issue. The maximum number of shares authorized for grant under the option plan is 9.4% of the outstanding shares issued or 7,153,427.

The fair value of options issued was estimated at the date of grant, using a Black-Scholes Option Model with the following weighted average assumptions:

	<u>For the nine months ended</u> <u>July 31, 2009</u>
Risk-free interest rate	2.74%
Dividend yield	0.00%
Volatility	.493
Expect life of options	5 years
Weighted average fair value of options granted	<u>\$1.52</u>
Weighted average exercise price of options granted	<u><u>\$3.32</u></u>

The estimated fair value of the options is amortized to expense over the vesting period of the options. In the three and nine months ended July 31, compensation expense of \$117 and \$432 (\$206 and \$605 in 2008) was recognized. These amounts were added to contributed surplus.

As at July 31, 2009, there were 1,652,943 options outstanding with exercise prices ranging from \$1.90 to \$5.14. Of the options outstanding, 1,293,999 shares have vested.

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

In March 2009, the Company established a Long-term Incentive Plan for executives and certain employees. Under the terms of this plan, participants are eligible to receive incentive remuneration in the form of restricted share units ("RSUs").

RSUs are time based and will vest automatically ("cliff vest") three years after the grant date. Each RSU, once vested, entitles the holder to receive one common share of the Company. The Company will buy common shares on the open market to satisfy obligations under the plan. The value of the RSUs is based on the fair market value of the Company's shares on the day of the grant. In the three and nine months ended July 31, 2009 there were 165,671 and 625,907 RSUs were granted. The estimated fair value of the RSUs is amortized to expense over the vesting period. At July 31, 2009 the weighted fair value per RSU granted is \$2.93 and the aggregate fair value of RSUs granted is \$1,834. In the three and nine months ended July 31, compensation expense of \$132 and \$203 was recognized. These amounts are included in contributed surplus.

In June 2009, the Company amended its Long-term Incentive Plan to include performance share units ("PSUs") for executives and certain employees. Under the terms of this revised plan, participants are eligible to receive incentive remuneration in the form of RSUs and PSUs.

The value of the PSUs is based on the fair market value of the shares at the time of the grant and is accounted for as an equity settled instrument. The vesting term of the PSUs is three years commencing on the date of the grant, and incorporates performance vesting features based upon achieving certain return on net assets and revenue growth targets established over the vesting period. Each PSU, once vested, entitles the holder to receive one common share of the Company. The Company will buy common shares on the open market to satisfy obligations under the plan. The value of the PSUs is based on the fair market value of the Company's shares on the day of the grant. In the three and nine months ended July 31, 2009, 146,422 PSUs were granted. The estimated fair value of the PSUs that are expected to achieve the performance targets is amortized to expense over the vesting period. If, in the future, the performance criteria is expected to not be met, then the change is treated as a change in estimate and therefore, the cumulative effect of the change will be adjusted through income in the current period. At July 31, 2009 the weighted average fair value per RSU granted is \$3.32 and the aggregate fair value of PSUs granted is \$486. In the three and nine months ended July 31, compensation expense of \$22 was recognized. This amount is included in contributed surplus.

c) Earnings Per Share

The following tables set forth the computation of basic and diluted earnings per share for the three and nine months ended July 31:

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

	3 months ended July 31	
	2009	2008
Numerator for basic and diluted earnings per share available to common stockholders		
Net income attributable to common stockholders	\$5,241	\$ 4,285
Denominator for basic earnings per share-weighted average shares outstanding	76,100,289	68,069,688
Effect of dilutive securities		
ESOP	31,412	23,810
Employee stock options	53,819	173,768
Potential dilutive common shares	85,231	197,578
Denominator for diluted earnings per share – adjusted weighted average shares and assumed conversions	76,185,520	68,267,266
Earnings per share		
Basic and diluted earnings per share	\$0.07	\$0.06
	9 months ended July 31	
	2009	2008
Numerator for basic and diluted earnings per share available to common stockholders		
Net income attributable to common stockholders	\$14,448	\$ 7,594
Denominator for basic earnings per share-weighted average shares outstanding	72,662,725	68,055,446
Effect of dilutive securities		
ESOP	38,137	29,302
Employee stock options	42,835	194,139
Potential dilutive common shares	80,972	223,441
Denominator for diluted earnings per share – adjusted weighted average shares and assumed conversions	72,743,697	68,278,887
Earnings per share		
Basic and diluted earnings per share	\$0.20	\$0.11

7. Income Tax Expense

Operating loss carry forward amounts have offset current income tax expenses in the three and nine months ended July 31, 2009. The balance of the net future income tax asset remains

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COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

unchanged from October 31, 2008. For the three and nine months ended July 31, 2009 the Company's effective income tax rate differs from the combined Canadian basic federal and provincial income tax rate of 33.08% (July 31, 2008 – 34.18%) primarily as a result of the utilization of unrecognized loss carry forwards in Canada, the U.S. and the U.K.

8. Financial Instruments

The fair values of foreign currency call and put option contracts have been estimated using market quoted rates of foreign currencies. The Government of Canada loan, included in loans payable, has a fair value at July 31, 2009 of \$267 (\$305 in 2008) that approximates the carrying value of \$252. The fair value of the Government of Canada loan is calculated using discounted cash flows with a discount rate comprised of the Bank of Canada prime rate plus 2% which is indicative of the Company's borrowing rate. The fair value of the GE Capital loans, included in loans payable, approximates the carrying value due to their variable interest rate terms.

The Company's derivatives, which are not designated in hedging relationships, are classified as held-for-trading and the changes in fair value are recognized in the Consolidated Statements of Operations. During the three and nine months ended July 31, 2009, the fair value of derivatives classified as held-for-trading increased by \$2,847 and \$5,482. During the three and nine months ended July 31, 2008, the fair value of derivatives classified as held-for-trading decreased by \$198 and \$2,870.

At July 31, 2009 approximately 78% of cash and cash equivalents, 63% of accounts receivables, and 37% of accounts payable and accrued liabilities are denominated in foreign currencies (July 31, 2008 – 51%, 62%, and 35% respectively). These foreign currencies include the U.S. dollar, British Pound, and Euro.

The Company is exposed to foreign exchange risk on the following cash, accounts receivable, accounts payable, and loans denominated in foreign currencies:

<u>Currency</u>	<u>Cash</u>	<u>Accounts Receivable</u>	<u>Accounts Payable</u>
USD	14,615	18,231	9,364
GBP	1,187	511	817
EUR	-	5,292	59

As at July 31, 2009, the Canadian dollar amount that could be received under Canadian / U.S. foreign currency call options was \$30,995 (\$19,553 in 2008) and the amount that could be paid under foreign currency put options was \$53,148 (\$26,485 in 2008). The average contractual exchange rate on the call options was 1.1741 and on the put options was 1.2038. The settlement dates of all the outstanding contracts are distributed over the next two years. The exchange rate at July 31 was 1.0775 (1.0196 in 2008).

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

The Company recorded net realized losses of \$115 and \$2,386 for the three and nine months ended July 31, 2009, compared to net realized gains of \$451 and \$1,230 for the same period in 2008, on foreign currency options that have been included in "foreign exchange loss (gain)" in the Consolidated Statements of Operations. At July 31, 2009 the fair value of option contracts of \$2,467 is included in "Prepays and other" compared to \$3,015 at October 31, 2008 included in "Accounts payable and accrued liabilities" on the Consolidated Balance Sheet.

There are trade accounts receivable balances past due but no amounts are considered impaired and therefore the Company does not have an impairment allowance. Four customers comprise 56% of accounts receivable as at July 31, 2009 and 58% as at October 31, 2008. Four customers comprise 65% and 59% of revenue for the three and nine months ended July 31, 2009 compared to four customers comprising 56% for the same periods in 2008.

The Company has reviewed its outstanding trade receivables and contracts in progress unbilled in detail and has determined that the aging profiles are within historical expectations. The Company has historically had no impairment of its trade receivables and contracts in progress unbilled.

9. Segmented Information

The Company operates principally in the satellite communication industry using complimentary and compatible products. The Company has one reportable business segment, the Space Division. The Space Division is a leading global designer and manufacturer of space hardware subsystems. With facilities in Canada, the United Kingdom, and the United States, the Space Division designs and manufactures advanced products and subsystems that are sold to the major satellite prime contractors for use in communications, space science, remote sensing and military markets.

Geographic Information

Revenue by customer is based on where the customer is located.

	3 months ended July 31		9 months ended July 31	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Revenue from external customers				
Canada	\$14,571	\$12,124	\$34,738	\$31,024
U.S.A.	32,474	23,574	100,188	72,178
United Kingdom	10,215	13,869	35,047	41,131
Other	4,191	1,916	12,093	6,195
	<u>\$61,451</u>	<u>\$51,483</u>	<u>\$182,066</u>	<u>\$150,528</u>

10. Employee Future Benefit Plans

The Company provides certain pension and other future employee benefits to eligible participants upon retirement.

COM DEV INTERNATIONAL LTD
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2009 and 2008
(Canadian dollars in thousands, except for per share figures)
Unaudited

CDE Pension Benefits

The Company's U.K. subsidiary has a defined contribution pension plan for its employees. The Company's contributions, which are based on the contributions by employees, were \$111 and \$306 for the three and nine months ended July 31, 2009 (\$108 and \$324 in 2008) and have been included in "Selling and General Expenses" in the Consolidated Statements of Operations.

CDU Pension Benefits

The Company's US subsidiary has a defined benefit plan that has four different benefit structures that cover former L-3 Electron Technologies Employees.

In the three and nine months ended July 31, 2009, the Company incurred benefit expenses of \$74 and \$237 related to the plan (\$70 in 2008) and have been included in "Selling and General Expenses" in the Consolidated Statements of Operations.

Non-Pension Benefits

The Company provides non-pension retirement benefits including medical and vision benefits for eligible retirees, their spouses and qualified dependents for its US subsidiary on an accrual basis.

In the three and nine months ended July 31, 2009, the Company incurred non-pension benefits expenses of \$37 and \$119 related to the plan (\$66 in 2008) and have been included in "Selling and General Expenses" in the Consolidated Statements of Operations.

11. Comparative Consolidated Financial Statements

The comparative interim consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the current year interim consolidated financial statements.