

Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") comments on the consolidated operations, performance and financial condition of MKS Inc. ("MKS" or the "Company") for the quarters ended July 31, 2007 ("Q108") and July 31, 2006 ("Q107").

This MD&A should be read in conjunction with the unaudited consolidated financial statements of the Company and the related notes for the period ended July 31, 2007. All currency amounts in this MD&A are stated in US dollars, unless otherwise indicated.

The financial information set forth in this MD&A has been derived from the unaudited consolidated financial statements of MKS prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

Additional information relating to the Company, including the Company's Annual Information Form, is on SEDAR at www.sedar.com.

The date of this MD&A is September 6, 2007.

Forward Looking Statements

Except for the historical information contained herein, the discussion in this MD&A contains certain forward-looking statements that involve risks and uncertainties, such as statements of the Company's plans, objectives, strategies, expectations and intentions. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify such forward-looking statements. Such statements reflect the Company's views as at the date of this MD&A with respect to future events and are subject to certain risks, uncertainties and assumptions.

Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, but are not limited to, development of the ALM market, fluctuations in quarterly results, exchange rate fluctuations, intense competition, management of growth, dependence on and retention of management and key employees, importance of maintenance contracts, economic uncertainty, international sales, dependence on a limited number of products, acquisitions, distribution channels in the interoperability market, potential for undetected errors in software, protection of intellectual property, reliance on third party relationships, use of open source software, limited financial resources, litigation, concentration of ownership, rapid technological change and development of the software application lifecycle management market. See the "Risk Factors" section of this MD&A for more detailed information regarding these risks and uncertainties. Although the Company believes the expectations represented by such forward looking statements are reasonable, there can be no assurance that those expectations will prove to be correct. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. The Company does not intend, and does not assume any obligation, to update these forward-looking statements.

About the Company

MKS evaluates operational performance based on two operating segments: application lifecycle management ("ALM") and systems administration ("Interoperability" or "IO"). The segments are managed separately because each requires unique selling and marketing strategies and is exposed to different economic environments.

The Company's primary focus is the ALM segment. Application lifecycle management describes a set of capabilities and artifacts used to manage all activities surrounding the delivery of software applications within large enterprises, from requirements management through to final deployment. Within this market, the Company provides a software platform and services that facilitate collaboration between large multi-site development teams, control the creation and ongoing maintenance of software systems, and manage business processes utilized by information technology ("IT") departments of Global 1000 companies. MKS's solution for the ALM market, MKS Integrity, is a highly integrated ALM platform, spanning all major operating environments, all phases of the software development lifecycle and supporting critical business transformations, including service oriented architecture, application rationalization and outsourcing. MKS Integrity's single architecture design drives high levels of user productivity and facilitates rapid deployment and process standardization while delivering a complete view of application development activity through real time metrics, trends and reporting. MKS Integrity also provides essential support for IT operations through its solutions for IT Infrastructure Library (ITIL) software change staging and deployment technology and IT change request management.

MKS focuses its marketing and sales efforts on enterprises with large software development organizations. The Company primarily targets companies with more than 10,000 employees and more than 1,000 IT staff. These large organizations rely on the internal development of software systems to facilitate critical business operations. Examples of corporate software systems include customer billing systems, inventory management and warehousing systems and online banking systems. Additionally, many organizations have large engineering departments, where embedded software is a key component of the organization's product offerings, such as automotive braking systems, banking automated teller machines, wireless communications and semiconductors.

The MKS Interoperability segment encompasses products, namely MKS Toolkit[®], that addresses the issues surrounding UNIX-Windows operating system co-existence, cross-platform development, application migration, systems administration and network management.

Performance Highlights

Overall, in Q108 revenue increased 8% from Q107. This was driven by growth in total maintenance revenue (an increase of 19%) and total services revenue (an increase of 14%), which was partially offset by a decrease in new licensing (a decrease of 4%) solely attributable to the IO segment.

Revenue in Q108 was generated primarily from both the North American and European markets, the Company's principal geographic segments. The volume of transactions over \$100,000 decreased as the Company completed 17 transactions over \$100,000 in Q108 compared with 19 in Q107. In addition, there was one transaction in both Q108 and Q107 in excess of \$500,000. The Company continued to close deals with both new customer installations as well as expanding deployment of its products in its existing installed base.

The Company continues to focus on developing its sales and product development capabilities, resulting in an increase in operating costs of \$0.7 million in Q108 compared to Q107. Operating loss decreased to \$(0.3) million for the current quarter compared to \$(0.6) million in Q107. The increase in operating costs was primarily attributable to increases in cost of service and research and development expenses, which increased \$0.2 million and \$0.6 million, respectively. The Company's headcount decreased to 308 as at July 31, 2007 from 329 as at July 31, 2006, a decrease of 21 employees or 6%, and a decrease of 7 employees from 315 employees at April 30, 2007. In Q108 the Company incurred unusually high severance charges of \$0.5 million related to the termination of several long-term employees.

In Q108, the Company continued to be subject to fluctuations in the exchange rates among the main currencies in which the Company operates, namely the Canadian dollar, Pound Sterling and Euro. These fluctuations, most predominantly the strengthening of the Canadian Dollar to the US Dollar, has had the effect of increasing costs in the current quarter, compared with Q107, by \$0.4 million as all currencies strengthened against the US dollar during the period.

The Company has maintained profitability in its Interoperability business segment relative to the revenues in that segment. In Q108, operating income decreased 28% to \$0.5 million in Q108 from \$0.7 million in Q107, with a decrease in revenue of 10% compared with Q107. In the Interoperability segment, the Company utilizes both direct and indirect channels of distribution to reach a diverse customer base ranging from large multinational companies to individual developers. The Company continues to conduct research and development in the IO segment to provide its large customer base with up to date features and functionality. The markets for the Company's Interoperability products are mature and well developed and the Company believes that opportunities to develop new customers for this product line are limited.

Supplementary Financial Information

(tabular amounts in thousands, except per share amounts)

Select Unaudited Consolidated Quarterly Financial Information

The following table presents certain unaudited consolidated quarterly financial information for each of the eight quarters ended July 31, 2007. The Company's quarterly operating results have historically fluctuated significantly and may continue to fluctuate significantly in the future as a result of a variety of factors. Therefore, the Company believes that the past operating results and period-to-period comparisons should not be relied upon as an indication of the Company's future performance. See "Risk Factors" below.

	Three months ended							
	Oct 31 2005	Jan 31 2006	Apr 30 2006	Jul 31 2006	Oct 31 2006	Jan 31 2007	Apr 30 2007	Jul 31 2007
License revenue	\$ 5,431	\$ 7,399	\$ 6,585	\$ 6,014	\$ 4,425	\$ 4,229	\$ 5,566	\$ 5,802
Maintenance revenue	4,704	4,853	4,887	5,205	5,491	5,727	5,669	6,205
Service revenue	1,401	1,161	1,096	1,400	1,593	1,594	1,411	1,600
Total revenue	<u>\$ 11,536</u>	<u>\$ 13,413</u>	<u>\$ 12,568</u>	<u>\$ 12,619</u>	<u>\$ 11,509</u>	<u>\$ 11,550</u>	<u>\$ 12,646</u>	<u>\$ 13,607</u>
Operating income (loss)	<u>\$ 444</u>	<u>\$ 1,153</u>	<u>\$ 520</u>	<u>\$ (569)</u>	<u>\$ (818)</u>	<u>\$ (1,118)</u>	<u>\$ (301)</u>	<u>\$ (277)</u>
Net income (loss)	\$ 483	\$ 1,207	\$ 5,830	\$ (439)	\$ (680)	\$ (1,203)	\$ (461)	\$ (320)
per share, basic	\$ 0.01	\$ 0.03	\$ 0.14	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ (0.01)
per share, diluted	\$ 0.01	\$ 0.02	\$ 0.11	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ (0.01)
Total assets	<u>\$ 28,340</u>	<u>\$ 34,653</u>	<u>\$ 41,759</u>	<u>\$ 40,153</u>	<u>\$ 37,881</u>	<u>\$ 38,288</u>	<u>\$ 37,576</u>	<u>\$ 36,448</u>
Cash dividends per share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>

As at August 20, 2007, 50,599,000 common shares of the Company and options to purchase 7,590,000 common shares of the Company were outstanding.

Financial Results Analysis

This section discusses the consolidated financial results of the Company and each of its operating segments for Q108. Revenue and operating income are analyzed on a segmented basis.

Revenue

(tabular amounts in thousands)

	Three Months Ended July 31		
	2007	2006	% Change
ALM segment:			
License revenue	\$ 4,707	\$ 4,703	0%
Maintenance revenue	5,407	4,402	23%
Service revenue	1,600	1,400	14%
	11,714	10,505	12%
Interoperability segment:			
License revenue	1,095	1,311	-16%
Maintenance revenue	798	803	-1%
	1,893	2,114	-10%
Total revenue	\$ 13,607	\$ 12,619	8%

In Q108, the Company continued to complete large transactions in the ALM segment, both in the expansion of existing accounts as well as the establishment of new accounts. This resulted in an 8% increase in total revenue from Q107, predominantly driven by strong ALM maintenance and services revenue. Revenue growth was strongest in the Company's Europe and other geographic segment due in part to increased licensing in the Asia Pacific market in Q108 as compared with Q107.

ALM Segment

The volume of large ALM transactions decreased in Q108 (15 deals over \$100,000) compared with Q107 (18 deals over \$100,000). Included in those transactions, was 1 transaction in excess of \$500,000 in each of Q108 and Q107. License revenue in the ALM segment was consistent in Q108 compared to Q107. Revenue from non-North American markets increased to 44% of total ALM revenue in Q108, a slight improvement from 41% in Q107.

Maintenance revenue growth in Q108 was primarily attributable to the maintenance component of new transactions and the renewal of maintenance contracts by existing customers for additional maintenance periods in order to gain access to product upgrades and MKS support services. In Q108, the Company continued to enjoy a high maintenance contract renewal rate, with over 90% of the total value of expiring annual enterprise ALM customer maintenance contracts being renewed on an annual basis. The Company enjoys a higher renewal rate on installations of its products with its large accounts compared to smaller accounts.

Service revenue was driven in Q108 by the strong backlog of services sold in licensing transactions in addition to the growing trend of stand alone services engagements. The Company continues to grow its service revenue through key engagements with customers in all geographic segments and increasing its penetration into key accounts. The Company believes that its customers are increasingly seeing the value in Company-delivered services, and the percentage of services sold in relation to new licensing is on an increasing trend.

Interoperability Segment

The Interoperability segment is in decline due to a continuing shift by the market to port UNIX applications to the Linux operating system instead of Windows NT, thus not utilizing the Company's MKS Toolkit products to port from UNIX to Windows NT, and to increased levels of competition in this segment from both freeware and other low-cost alternatives which remain prevalent in the UNIX to Windows interoperability market. The markets for the Company's Interoperability products are mature and well developed and the Company believes that opportunities to develop new customers for this product line are limited. The Interoperability segment experienced a decrease in revenue in Q108 of 10% compared to Q107.

License revenue decreased 16% in Q108 compared to Q107, as was in line with expectations for the quarter. The general maturity of the segment has resulted in stability of licensing fees, with competitive and market conditions contributing to the overall expected decline in license revenue. Over the long term and consistent with the maturing of the technology and the market, the Company expects to experience a continuing decline in license revenue from its Interoperability segment.

Maintenance revenue remained constant in Q108 compared to Q107 with a decrease of less than 1%. This is attributable to steady maintenance renewals over the past fiscal year as customers continue to rely on having access to the latest versions and updates to the Company's IO products to remain current with the changes to current operating system environments. Maintenance revenue is expected to decline in the future in correlation with the anticipated decline in licensing revenue referred to above.

There was no service revenue in either Q108 or Q107. The Interoperability products generally do not require consulting on implementation, and the Company does not expect to generate service revenue on a quarter-by-quarter basis.

Operating Income

(tabular amounts in thousands)

	Three Months Ended		
	July 31		
	2007	2006	% Change
Revenue			
ALM segment	\$ 11,714	\$ 10,505	12%
Interoperability segment	1,893	2,114	-10%
	13,607	12,619	8%
Operating costs			
ALM segment	12,498	11,778	6%
Interoperability segment	1,386	1,410	-2%
	13,884	13,188	5%
Operating income (loss)			
ALM segment	(784)	(1,273)	-38%
Interoperability segment	507	704	-28%
	\$ (277)	\$ (569)	-51%

Consolidated loss from operations was \$0.3 million in Q108 compared with a loss of \$0.6 million in Q107. Operating expenses were \$13.9 million in Q108, up from \$13.2 million in Q107, a 5% increase. Costs increased in the ALM segment as resources were invested in Q108 to generate sales, develop the market and further develop the Company's ALM products. The emphasis of ALM spending increases in Q108 was on services delivery and research and development activity as the Company executed its strategy of building a market leading enterprise ALM business. Additional costs that affected the ALM segment this quarter was \$0.5 million in one-time severance costs, as well as the impact of the strengthening Canadian dollar, Pound Sterling and Euro against the US dollar during Q108 versus Q107, which accounted for approximately \$0.4 million of the cost increase. This latter increase affected the areas containing a significant number of the Company's Canadian employees, namely research and development and general and administrative costs.

Cost of Product and Support

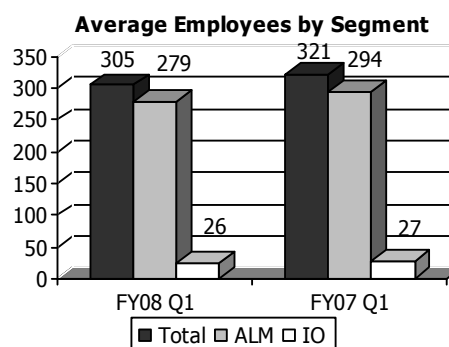
Cost of product and support consists of costs incurred to deliver the Company's product to customers, including royalty costs paid to third parties for technology embedded in the product, and to provide telephone support for customers under maintenance contracts. On a consolidated basis, cost of product and support decreased 3% in Q108 compared to Q107, but remained consistent as a percentage of license revenue at 17% in Q108 and Q107. The decrease in product and support costs was primarily driven by the decrease in license revenue sales volume in the ALM segment.

Cost of Service

Cost of service for Q108 increased 18% from Q107. The Company achieved an 18% margin on service revenue in Q108 compared with a 20% margin in Q107. Costs increased in Q108 due to the increase in services delivered during the quarter and the mix of external resources used by the Company to deliver services to its customers in the ALM segment in Q108 compared to Q107. Services headcount remained consistent in Q108 compared to Q107.

Sales and Marketing

Sales and marketing expenses in Q108 declined 2%, or \$0.2 million, compared to Q107. The reductions in costs were primarily attributable to a lower headcount in Q108 as compared to Q107 (a reduction of 15 employees). The headcount decrease resulted in a corresponding decrease in compensation costs of \$0.4 million. Offsetting the decrease in compensation costs was an increase in marketing program spending of \$0.3 million. As a percentage of revenue, sales and marketing expenses decreased by 5% to 45% in Q108 from 50% in Q107.



Research and Development

Research and development expenses for Q108 increased 22%, or \$0.6 million, compared with Q107. The Company continues to invest in the development of its core ALM products to expand the features and functionality needed to remain competitive in the marketplace. Of the total increase in the quarter of \$0.6 million, \$0.5 million related to compensation costs, including a one-time severance charge totaling \$0.3 million. Average headcount increased by 2 in Q108 compared to Q107. Since the majority of the Company's development takes place in Canada, the effect of the strengthening Canadian dollar accounted for an additional \$0.1 million of the increase. Offsetting these increases, the Company realized the benefit of Investment Tax Credits during Q108, in the amount of \$0.1 million (\$nil for Q107), which reduced the Company's related research and development expenses. As the Company continues to expand its customer base, increased spending in the ALM segment on research and development is essential to maintain and further expand on its products. As a percentage of total revenue, research and development costs rose from 22% in Q107 to 25% in Q108. Research and development costs for the IO segment remained constant.

General and Administrative

General and administrative expenses increased \$0.1 million, or 8%, in Q108 compared with Q107. This increase was mainly attributable to the higher Canadian dollar versus the US dollar in Q108, which increased costs by \$0.1 million in the quarter. Headcount for the Company's general and administrative structure remained relatively consistent in Q108 compared with Q107, with an average headcount decrease of 2. As a result of the increase in revenue, general and administrative expenses remained consistent at 14% of total revenue for both Q108 and Q107, as the Company continued to leverage its investment in its general and administrative structure.

Interest Income

Interest was generated from short-term investment grade interest-bearing securities.

Income Taxes

During Q108, a future tax provision was recorded in the amount of \$0.2 million related to accounting income realized during the period in Canada and the United States that decreased the tax asset previously set up. Refer to note 3 in the audited consolidated financial statements of the Company for the year ended April 30, 2007 for a summary of tax losses available and a summary of the future tax asset to which a valuation allowance still applies.

Liquidity and Capital Resources

The Company's cash balance as at July 31, 2007 decreased by \$3.4 million to \$11.9 million compared to April 30, 2007 due primarily to cash used in operations of \$1.9 million (primarily related to an increase in accounts receivable during Q108) as well as cash expenditures for investing and financing activities.

Operating Activities

The Company used \$1.9 million of cash in operating activities in Q108 compared with cash generated from operations of \$0.8 million in Q107. Days sales outstanding in accounts receivable at July 31, 2007 were 53 days compared to 66 and 44 days at July 31, 2006 and April 30, 2007, respectively. The decrease in days sales outstanding from Q107 to Q108 is attributable to the timing of the transactions during the quarter. As the Company renews the majority of its maintenance contracts in the last two quarters of each fiscal year, the Company expects the trend of receivable balances to be lower in the first two quarters of the fiscal year. Accordingly, deferred revenue decreased by \$0.8 million due to the timing of maintenance renewals and the maintenance relating to the new licensing transactions in the quarter.

Investing Activities

Purchases of fixed assets and intangibles amounted to \$0.4 million in each of Q108 and Q107. Capital spending consists primarily of computer hardware and software acquisitions in order to replace aging equipment, to provide enhanced security and productivity and to support growth in operations.

Financing Activities

The Company has adopted a dividend policy to declare quarterly dividends of \$0.02 per share on its common shares, resulting in an aggregate dividend of \$1.0 million being paid during Q108. The Company's policy is to pay a quarterly dividend, so long as the payment of the dividend does not impair the Company's financial position.

The Company received \$0.1 million during Q108 from the issuance of common shares upon the exercise of stock options under the Company's employee stock option plans.

Capital Resources

The Company's primary sources of liquidity are its cash balances generated by operations and working capital. An additional source of liquidity over the next two years is anticipated to come from the Company's employee stock option plans. Due to the maturity of

these plans and the pending expiry over the next two years of a significant number of options having exercise prices below the current market price for the Company's common shares, the Company believes that stock option exercises should provide additional funding to the Company during this period. The Company had cash and cash equivalents totaling \$11.9 million at July 31, 2007, compared with \$15.4 million at July 31, 2006.

The Company believes that, based on current estimates, its current cash balances will be sufficient to meet its working capital and capital expenditure requirements for the next twelve month period. If the Company's spending plans change, the Company may find it necessary to seek additional sources of equity or debt financing and/or reduce or eliminate its quarterly dividend to support its capital needs. If the Company does need to seek additional financing, there is no assurance that this additional financing will be available in amounts or on terms favourable to the Company, or at all, and not dilutive to the Company's shareholders.

The key factors that could negatively impact the liquidity of the Company include: the profitability of the Company; fluctuation in exchange rates, particularly the weakening of the US dollar compared with the Canadian dollar as the Company's financial results are reporting in US Dollars while the Company incurs approximately one-third of its expenses in Canadian Dollars; fluctuations in the price of the Company's common shares below the current market price of those shares; the long sales cycles associated with selling to Global 1000 companies, which could lead to fluctuating quarterly results; continued high levels of renewal of annual maintenance contracts with installed base customers; and the relative strength of the North American economy where the Company derives approximately sixty to seventy percent of its revenue as that impacts general levels of capital procurement by large corporations. See "Risk Factors".

The Company may make strategic investments in related products or acquire customer bases. The Company may utilize a portion of its cash balances or issue additional share capital or debt to finance such investments.

Contractual Obligations

The following table provides a summary of the Company's contractual obligations for the periods indicated.

<i>(tabular amounts in thousands)</i>	Fiscal year ended April 30						Total
	2008	2009	2010	2011	2012	Thereafter	
Operating lease obligations	\$ 1,439	\$ 1,578	\$ 1,457	\$ 488	\$ 35	\$ -	\$ 4,997
Purchase obligations ¹	1,464	-	-	-	-	-	1,464
Total	\$ 2,903	\$ 1,578	\$ 1,457	\$ 488	\$ 35	\$ -	\$ 6,461

¹ Represents commitments under certain contractual arrangements to make future payments for goods and services to be used in the normal course of business.

Outlook for Fiscal 2008

As the Company manages its business under US GAAP, no specific Outlook is given for Canadian GAAP. Please refer to the outlook section contained in the Company's US GAAP MD&A for the year ended April 30, 2007 for further information. See "Risk Factors" below.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements such as special purpose or variable interest entities.

Changes in Accounting Policies

Effective May 1, 2007, the Company adopted the recommendations of The Canadian Institute of Chartered Accountants' Handbook Section 1530, Comprehensive Income; Section 3251, Equity; Section 3855, Financial Instruments - Recognition and Measurement; and Section 3865, Hedges. These new Handbook Sections provide requirements for the recognition and measurement of financial instruments and for the use of hedge accounting. Section 1530 establishes standards for reporting and presenting comprehensive income, which is defined to include changes in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income that are excluded from net income calculated in accordance with generally accepted accounting principles. Under the new standards, policies followed for periods prior to the effective date generally are not revised. Comparative figures have not been restated, except to reflect balances related to foreign currency translation of self-sustaining foreign operations in comprehensive loss and accumulated other comprehensive loss. The adoption of these Handbook Sections had no impact on opening accumulated deficit.

Under Section 3855, financial instruments must be classified into one of these five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value, except for loans and receivables, held-to-maturity investments, and other financial liabilities, which are measured at amortized cost. Subsequent measurement and changes in fair value depend on the initial classification, as follows: held-for-trading financial assets are measured at fair value, and changes in fair value are recognized in net

income; available-for-sale financial instruments are measured at fair value, and changes in fair value are recorded in other comprehensive income until the investment is no longer recognized or is impaired, at which time the amounts would be recorded in net income.

Upon adoption of these new standards, the Company designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities. The Company had neither available-for-sale, nor held-to-maturity instruments during the three months ended July 31, 2007.

Related Party Transactions

During Q108, the Company did not engage in any transactions involving related parties.

Controls and Procedures

In compliance with the Canadian Securities Administrators' Multilateral Instrument 52-109 ("MI 52-109"), the Company has filed with applicable Canadian securities regulatory authorities, certificates signed by its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure controls and procedures

The CEO and CFO have designed disclosure controls and procedures, or have caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the Company has been made known to them and has been properly disclosed in the annual regulatory filings. As of July 31, 2007, the Company carried out, under the supervision of the CEO and CFO, an evaluation of the effectiveness of the Company's disclosure controls and procedures as defined in MI 52-109. Based on this evaluation, the CEO and the CFO concluded that the design and operation of these disclosure controls and procedures were effective. This evaluation took into consideration the Company's disclosure policy, a sub-certification process and the functioning of its Disclosure Committee.

Changes in internal controls over financial reporting

There were no changes in the Company's internal controls over financial reporting that occurred during Q108 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Critical Accounting Policies and Estimates

The preparation of the financial statements in accordance with Canadian GAAP requires management to make certain estimates, judgments and assumptions. Management continually evaluates these estimates, judgments and assumptions based on past experience and other relevant factors and believe them to be reasonable based upon information available to management at the time. Because this involves varying degrees of judgment and uncertainty, the amounts currently reported in the financial statements could, in the future, prove to be inaccurate. The accounting policies that reflect management's more significant estimates, judgments and assumptions and which management believes are the most critical to aid in fully understanding and evaluating the reported financial results include the following:

Revenue Recognition

The Company recognizes revenue in accordance with Canadian GAAP, which, in the Company's circumstances, is not materially different from the amounts that would be determined under the provisions of the American Institute of Certified Public Accountants' Statement of Position ("SOP") No. 97-2, "Software Revenue Recognition", as modified. Revenue is recognized from the sale of product and software licenses when delivery has occurred based on purchase orders, contracts or other documentary evidence, provided that collection of the resulting receivable is deemed probable by management. A provision is made for estimated sales returns and other insignificant vendor obligations. Revenue from post contract customer support is recognized ratably over the period that the customer support services are provided, which is generally one year. The amount of revenue allocated to this undelivered service is based on the vendor-specific objective evidence, is recorded as unearned, and the difference between the total contract fee and the amount recorded as unearned for the undelivered service is recognized as revenue related to delivered elements of the contract. Revenue from consulting, training and other services are recognized as services are performed. Deferred revenue represents unearned income associated with support agreements, software license revenue where significant vendor obligations remain and any other situations where payments are received in advance of revenue recognition.

Allowance for Doubtful Accounts

The Company maintains allowances for losses that could result from customers who do not make the required payments. The allowance is estimated based on the likelihood of recovering the accounts receivable. This is based on past experience, taking into account current and expected collection trends.

If economic conditions worsen and customer losses increase, the allowance for doubtful accounts will increase by recording an additional expense to the statement of operations.

Impairment of Long-Lived Assets

Impairment of long-lived assets is assessed when events or changes in circumstances indicate that the carrying value of the asset may not be recovered.

In the case of goodwill, the Company no longer amortizes these assets as a result of an accounting change in fiscal 2002. However, goodwill impairment is assessed annually and when events or changes in circumstances indicate that goodwill might be impaired. This involves forecasting cash flows and market multiples used to value the assets. There is uncertainty in these estimates as the related cash flows are projected for future years based on underlying assumptions such as volume growth, inflation factors, and industry trends which may or may not materialize. Management uses its best efforts to forecast these amounts, but the actual amounts may vary from the estimated numbers. The impairment test is based on a projected discounted cash flow method. The Company believes that the estimate of future cash flows and fair value are reasonable. The assumptions used are consistent with internal budgets and reflect best estimates, but they have inherent uncertainties that management may not be able to control. As a result, the amounts reported for these items could be different if different assumptions were used, or if conditions change in the future.

Income Taxes

The Company believes that it has adequately provided for income taxes based on all of the information that is currently available. Tax filings are subject to audits, which could materially change the amount of current and future income tax assets and liabilities. As outlined in note 3 in the audited annual financial statements of the Company, a valuation reserve has been taken against a portion of the future tax assets of the Company, impacting the future tax assets recorded in the Company's financial statements.

The Company assesses the realization of these future tax assets quarterly by jurisdiction to determine whether an income tax valuation allowance is required. Based on available evidence, both positive and negative, it is determined whether it is more likely than not that all or a portion of the future tax assets will be realized on a jurisdiction by jurisdiction basis. The main factors that provide evidence about the ability to realize the net future tax asset include the following:

- the amount of, and trends related to, cumulative earnings or losses realized over the most recent 12 quarters;
- the current period net earnings (loss);
- future earnings projections as determined through the use of internal forecasts, including the impact of sales pipeline and existing and future maintenance contracts;
- the ability of the Company to carry forward tax losses and investment tax credits, including tax planning strategies to accelerate utilization of such assets;
- industry, business, or other circumstances that may adversely affect future operations; and
- the nature of the future income required to realize the Company's future tax assets.

In evaluating the positive and negative evidence, the weight that is assigned to each type of evidence is proportionate to the extent to which it can be objectively verified.

Any future change to the valuation allowance of the future tax asset would result in an income tax expense or recovery on the income statement in that future period. Realization of the net future tax assets is dependent on generating sufficient taxable income in certain legal entities. Although realization is not assured, the Company believes it is more likely than not that the net amount of the future tax asset will be realized. However, this estimate could change in the near term as estimated future taxable income in these certain legal entities changes. If the Company achieves a consistent and substantial level of profitability the likelihood of the Company recording a future tax asset for some portion of the losses incurred in prior periods in one of its business jurisdictions will increase.

Stock Option Accounting

In accordance with CICA 3870 we estimate the fair value of our options for financial accounting purposes using the Black-Scholes model, which requires a number of subjective assumptions, including the expected life of the option, risk-free interest rate, dividend rate, forfeiture rate, future volatility of the price of our common shares and vesting period. The use of subjective assumptions could materially affect the fair value estimate. We estimate the volatility of the share price based on the historical trading information of the Company. We estimate the risk-free interest rate based on US Treasury rates with a yield equal to the expected life of the option. We base our estimate of the expected life of the option based on historical Company data and the period for which our options can be exercised. We assess our forfeiture rate through an analysis of the turnover of our employees since we commenced issuing options. The fair values of the options issued are being recognized as compensation expense over the applicable vesting period of four years on a straight line basis.

Risk Factors

An investment in the securities of the Company involves risks. In addition to the other information contained in this MD&A, investors should carefully consider the risks described below before investing in the Company's securities. The risks described below are not

the only ones facing the Company. Additional risks not currently known to the Company or that the Company currently believes are immaterial may also impair the business, results of operations, financial condition and liquidity of the Company.

Development of the ALM Market

The Company's strategy is to focus its sales and marketing efforts on the enterprise segment of the ALM market, a segment that the Company believes is comprised of large corporations that have a need to improve the productivity, processes and governance over internally developed software in large, dispersed IT departments. This segment of the market is currently estimated to be 10% of the total ALM market of approximately \$1 billion annually. The Company believes that the enterprise segment of the ALM market will grow faster than the traditional desktop segment that has been in decline in recent years due to high levels of competition.

As part of its strategy, over the past few quarters, MKS has released technology upgrades that extend the applicability of its platform across a significantly broader user base within its target enterprise customers. While this has generated significant interest among new large enterprise customers, increasing the value of the Company's solution and promising to establish much deeper adoption of the platform by them, it has added to the complexity of sales initiatives and lengthened sales cycles.

The Company has focused its ALM strategy on penetrating Global 1000 companies. This strategy has had, and may continue to have, an effect on the size and timing of license transactions and has increased and may continue to increase the Company's operating expenses (which may adversely affect the Company's operating income and net income if revenues do not increase proportionately) and the variability of the length of the sales cycle for the Company's enterprise ALM products.

There is no assurance that the Company's strategy will be successful or that the Company will develop a profitable business from selling its products and services into this segment of the market. The Company's future financial performance will depend in large part on the continued growth in the number of businesses adopting ALM products and the expansion of the products' use on a company-wide basis.

Fluctuation in Quarterly Results

The Company's quarterly revenues and operating results have fluctuated significantly in the past and are likely to fluctuate substantially from quarter to quarter in the future. Such fluctuations may result in volatility in the price of the Company's common shares ("Common Shares"). Quarterly revenues and operating results may fluctuate as a result of a variety of factors, including demand for the Company's products, the proportion of revenues attributable to license versus service revenues, the introduction of new products and product enhancements by the Company or its competitors, changes in the Company's pricing policies or those of its competitors, the geographical mix of the Company's sales and currency exchange rate fluctuations, unanticipated product discontinuation or deferrals by the Company's OEM customers, the fixed nature of a significant portion of the Company's operating expenses, particularly personnel, research and development and leases, general economic conditions, and competitive conditions in the ALM and Interoperability markets. In the ALM segment of its business, the Company has focused its strategy on penetrating Global 1000 companies. This strategy has had, and may continue to have, an effect on the size and timing of license transactions and has increased and may continue to increase the Company's operating expenses (which may adversely affect the Company's operating income and net income if revenues do not increase proportionately) and the variability of the length of the sales cycle for the Company's enterprise ALM products.

The Company has historically operated with little backlog because its software products are generally shipped as orders are received. In addition, the Company has often recognized a substantial portion of its revenues in the last month of a quarter and often in the last week or days of that month. As a result, license fees in any quarter are substantially dependent on orders booked and shipped in the last month or last week of that quarter. Accordingly, a small variation in the timing of recognition of revenues for specific transactions can adversely and disproportionately affect the Company's business, results of operations, liquidity and financial condition because the Company establishes its expenditure levels on the basis of its expected future revenues and only a small portion of the Company's expenses varies with its revenues in the short term.

Due to all of the foregoing factors, the Company's revenues and operating results are difficult to predict and may not meet the expectations of market analysts and investors. In such an event, the trading price of the Common Shares would likely be materially adversely affected. Accordingly, the Company believes that period to period comparisons of results of operations are not necessarily meaningful and should not be relied upon as indicative of future performance.

Currency Exchange Rate Fluctuations

The Company's financial results are reported in US dollars. Recent changes in the exchange rate between the United States dollar and the Canadian dollar, Pound Sterling and the Euro have had the effect of decreasing revenues and operating income earned and decreasing reported expenses incurred in Europe, while increasing reported expenses incurred in Canada, as a significant portion of the Company's expenses are incurred in non-US currencies. Future fluctuations in those exchange rates could continue to have an effect on the Company's business and results of operations. In particular, a further decline in the value of the United States dollar relative to the Canadian dollar could have a material adverse effect on the Company's results of operations and cash flows. The Company does not currently undertake any exchange rate hedging activities.

A portion of the Company's sales outside of Canada and the United States are denominated in local currencies such as Pound Sterling and Euros. Fluctuations in the value of the United States dollar in relation to foreign currencies may adversely affect the ability of the Company to compete with respect to sales to foreign customers, or compel the Company to maintain price levels in

local currencies, which could reduce the realized price in US dollars, thereby negatively impacting revenue and profitability of foreign operations.

Intense Competition

The markets for the Company's products and services are intensely competitive and rapidly changing and a number of companies offer products and services similar to the Company's products and services and target the same customers as the Company. The Company believes its ability to compete depends upon many factors within and outside its control, including the timely development and introduction of new products and product enhancements, product functionality, performance, price, reliability, customer service and support, sales and marketing efforts, product distribution, and product releases by competitors.

Many of the Company's competitors and potential competitors are substantially larger than the Company and have greater name recognition, larger customer bases and significantly greater financial, technical, marketing, public relations, sales, distribution and other resources than the Company. As a result, they may be able to respond more quickly to new or emerging technologies and changes in customer requirements, or to devote greater resources to the development, promotion and sale of their products than the Company.

In addition, the Company anticipates that the quality, functionality and breadth of the Company's competitors' product offerings will improve, and there can be no assurance that the Company will be able to compete effectively with such product offerings. The Company expects that additional competition will develop, both from existing businesses in the ALM and Interoperability markets and from new entrants. Moreover, as competition increases, the prices that the Company charges for its products may decline. In addition, the Company could be materially adversely affected if there were a significant movement towards the acceptance of open source solutions or other alternative technologies that compete with the Company's products. If the Company is not able to compete successfully, the Company's business, financial condition and operating results could be materially adversely affected. The Company's most significant direct competitors in the ALM market include IBM Corporation, Serena Software Inc., Telelogic North America, Inc., Computer Associates International, Inc. and Borland Software Corporation, and in the Interoperability market include Microsoft Corporation and Red Hat, Inc.

Management of Growth

The Company has in the past experienced significant growth in its business, including an expansion in the Company's staff and customer base, the establishment of new distribution channels and the expansion of its product lines. Such growth placed, and may continue to place, a significant strain on the Company's management and operations. The Company's ability to manage growth effectively in the future will require it to further develop and improve its operational, financial and other internal systems, and to hire, train and manage employees. If the Company is unable to manage its growth effectively, the Company's business, results of operations, liquidity and financial condition could be materially and adversely affected.

Rapid Technological Change

The markets for the Company's products are characterized by rapid technological advances, evolving industry standards, changes in end-user requirements and frequent new product introductions and enhancements. The introduction of products embodying new technologies and the emergence of new industry standards could render the Company's existing products, and products currently under development, obsolete and unmarketable. The Company's future success will depend upon its ability to enhance its current products, and to develop and introduce new products that keep pace with technological developments, respond to evolving end-user requirements and achieve market acceptance. The development of such new products or enhanced versions of existing products entails significant technological risks. There can be no assurance that the Company will be successful in marketing its existing products or be successful in developing or marketing new products or product enhancements on a timely basis, or that the Company will not experience significant delays in development in the future, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Dependence on and Retention of Management and Key Employees

The Company's success will depend to a very significant extent on the performance and continued services of its senior management and certain other key employees, the loss of any of whom could have a material adverse effect upon the Company. In addition, the Company has hired a number of key managers within the past three years and may continue to expand its management team in the future.

The Company believes that its future success will also depend in large part upon its ability to attract and retain highly skilled technical, managerial and marketing personnel. Competition for such personnel is intense and the Company has experienced difficulties in recruiting qualified personnel and may continue to experience such difficulties in the future. There can be no assurance that the Company will be successful in attracting and retaining the personnel it requires to continue to maintain and expand its business. The Company does not have key person life insurance for any of its management team.

International Sales

The Company believes that its future revenue and operating results will depend in part upon its ability to increase sales in international markets outside North America. Approximately 35% of the Company's revenue is derived from sales outside of North America, primarily Europe. Recently, the Company has expanded its Asia-Pacific sales force in order to expand its operations in that

region. International sales are subject to various risks, including exposure to currency fluctuations, political and economic instability, increased difficulty of administering business and the need to comply with a wide variety of international and domestic export laws and regulatory requirements. There are a number of risks inherent in the Company's international activities, including unexpected changes in Canadian or other governmental policies concerning the import and export of goods, services and technology and other regulatory requirements, tariffs and other trade barriers, costs and risks of localizing products for foreign languages, longer accounts receivable payment cycles, limits on repatriation of earnings and the burdens of complying with a wide variety of foreign laws. The financial stability of foreign markets could also affect the Company's international sales. There can be no assurance that such factors will not have a material adverse effect on revenues and expenses of the Company related to international sales and, consequently, the Company's business, results of operations, liquidity and financial condition. In addition, international income may be subject to taxation by more than one jurisdiction, which could also materially adversely affect the Company's results of operations.

Importance of Maintenance Contracts

Under the Company's annual maintenance contracts, customers are provided with telephone support to assist them in solving technical issues that arise from time to time in deploying and using the Company's software products and are supplied upgrades and patches for the Company's products for the duration of the maintenance period. The upgrades and patches provide new features and functionality as well as fixes to technical problems encountered by the customer installed base. The Company has historically experienced a high rate of renewal of customer contracts and relies on the cash flow generated from these renewals to fund operations and provide liquidity as the maintenance fees are paid at the beginning of the contract period. Deterioration in the renewal rate of maintenance contracts could adversely impact the revenue, profitability and liquidity of the Company.

Economic Uncertainty

The majority of the Company's revenue has been, and is expected to continue to be, derived from customers in North America. Trends in general economic activity in the United States impact spending by corporations in the area of information technology, which includes the ALM and Interoperability markets.

Dependence on a Limited Number of Products

Substantially all of the Company's revenues are currently derived from a limited number of products and services offered by the Company in the ALM and Interoperability markets. Accordingly, the Company's future results of operations will depend, in part, on maintaining and increasing market acceptance of these products and services, as well as on the Company's ability to continue to enhance these products and services to meet the evolving needs of its customers. A reduction in demand or increase in competition in the market for ALM or Interoperability solutions, or a decline in sales of such products and related services, could have a material adverse effect on the Company's business, results of operations, liquidity and financial condition.

Acquisitions

The Company may in the future further expand its operations or product offerings through the acquisition of additional businesses, products or technologies. There can be no assurances that the Company will be able to identify, acquire or profitably manage additional businesses without substantial expenses, delays or other operational or financial problems. Furthermore, acquisitions also entail numerous risks, including: difficulties in assimilating acquired operations, products and personnel; unanticipated costs, events and legal liabilities; diversion of management's attention from other business concerns; adverse effects on existing business relationships with suppliers and customers; risks of entering markets in which the Company has limited or no prior experience; and potential loss of key employees from either the Company's pre-existing business or the acquired organization. Some or all of these risks could have a material adverse effect on the Company's business, results of operations and financial condition. In addition, there can be no assurance that acquired businesses, products or technologies, if any, will achieve anticipated revenues and income.

Acquisitions could also use a substantial portion of the Company's available cash; may result in the Company incurring substantial debt, which may not be available on favourable terms and may adversely affect the liquidity of the Common Shares; may result in the Company assuming contingent liabilities and taking substantial charges in connection with the impairment of goodwill and amortization of other intangible assets; and may result in the issuance of equity securities that would dilute existing shareholders. The failure of the Company to manage its acquisition strategy successfully could have a material adverse effect on the Company's business, results of operations, liquidity and financial condition.

Distribution Channels in the Interoperability Market

The Company employs a multi-channel sales and marketing strategy, using direct sales, OEMs, distributors and other resellers to address its global market for its Interoperability products. The Company expects that its Interoperability division will remain dependent upon these parties to distribute its products. In addition, the performance of OEMs, distributors and other resellers is outside the control of the Company, and the Company is unable to predict the extent to which these organizations will be successful in marketing and selling the Company's Interoperability products. The Company's failure to attract and retain sufficient direct sales personnel or to maintain its existing third-party relationships or to establish new relationships with OEMs, distributors and other resellers could have a material adverse effect on the Company's business, results of operations, liquidity and financial condition.

Potential for Undetected Errors in Software

Software products, as complex as those offered by the Company, often encounter development delays and may contain undetected defects when introduced or when new versions are released. The Company has encountered delays and discovered previously undetected defects in the introduction of new products and product enhancements. There can be no assurance that the Company will not encounter product development delays in the future or that, despite testing by the Company, errors will not be found in new products or product enhancements after commencement of commercial shipments, resulting in damage to the Company's reputation, loss of revenue, loss of market share, delay in market acceptance or warranty claims, any of which could have a material adverse effect upon the Company's business, results of operations, liquidity and financial condition. This risk is amplified for the Company because a portion of its sales have been derived, and are expected in the future to be derived, from arrangements under which third parties embed the Company's products in their own products.

Any significant errors in the Company's products, or in the products of third parties which embed the Company's products, might discourage such third parties or other customers from utilizing the Company's products, which could have a material adverse effect on the Company's business, results of operations, liquidity and financial condition. Although the Company generally attempts to limit by contract its exposure to incidental and consequential damages, if a court failed to enforce the liability limiting provisions of the Company's contracts for any reason, or if liabilities arose which were not effectively limited, the Company's business, results of operations, liquidity and financial condition could be materially and adversely affected.

Protection of Intellectual Property

The Company relies primarily on a combination of copyright, trademark and trade secrets laws, confidentiality procedures and contractual provisions to protect its proprietary rights. Substantial portions of the Company's sales are derived from the licensing of the Company's products under shrink-wrap license agreements that are not signed by licensees and therefore may be unenforceable under the laws of certain jurisdictions. The Company generally enters into confidentiality agreements with its other licensees, employees and third-party distributors. Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy and may succeed in copying aspects of the Company's products or to obtain and use information that the Company regards as proprietary. Furthermore, there can be no assurance that others will not independently develop products similar to those of the Company.

In addition, the laws of some foreign countries do not protect the Company's proprietary rights to as great an extent as do the laws of Canada or the United States. There can be no assurance that the Company's competitors will not independently develop similar technology or that the Company's means of protecting its proprietary rights will be adequate, and consequently the Company's business, results of operations, liquidity and financial condition could be materially adversely affected.

The Company is not aware that any of its products infringe the proprietary rights of third parties. There can be no assurance, however, that third parties will not claim infringement by the Company with respect to current or future products. The Company expects that software product developers will increasingly be subject to infringement claims as the number of products and competitors in the ALM and Interoperability markets grow and the functionality of products in these markets overlaps. Defense of such claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays or 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, either of which could have a material adverse effect upon the Company's business, results of operations, liquidity and financial condition.

Reliance on Third Party Relationships

The Company has a number of third-party relationships that are significant to its marketing, sales and related support activities and product development efforts. The Company relies upon relational database management systems applications, and development tool vendors, software and hardware vendors to strengthen its product offerings through integration with industry-standard tools and utilities. The Company's intent in entering into these relationships is to keep pace with the technological and marketing developments of major software vendors, to acquire technical assistance for the Company's product development efforts and to leverage the Company's sales and marketing capabilities. There can be no assurance that these companies, many of which have significantly greater financial and marketing resources than the Company, will not develop or market software products that compete with the Company's products in the future or will not otherwise discontinue their relationships with or support of the Company. The failure of the Company to maintain its existing relationships, or to establish new relationships in the future, for any reason, could have a material adverse effect on the Company's business, results of operations, liquidity and financial condition.

Use of Open Source Software

The Company uses a variety of "open source" and "free-ware" software products in its products that are not maintained or supported by the original developers of such products. The Company has not conducted any independent investigations to determine if the sources of these third party software products have the rights necessary to permit the Company to use these products free of infringement claims by third parties. The Company could possibly be required to replace these third party software products with internally developed or commercially licensed components, which could delay the Company's product development plans or require it to pay licensing fees to third parties.

Limited Financial Resources

The Company believes that expected cash flow from operations combined with existing cash and cash equivalents will be sufficient to meet the Company's cash requirements for the next twelve months. The Company does not currently have any specific plans for external investments, but may make modest strategic investments in related products or acquire customer bases, which could result in a utilization of cash balances or create a need for external financing. The Company may utilize a portion of its cash balances or issue additional share capital or debt to finance such investments. Failure to obtain such financing could result in the delay or abandonment of some or all of the Company's business plans, which could have a material adverse effect on its business, results of operations, liquidity and financial condition.

Litigation

The nature of the Company's business subjects the Company to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of the Company's business. The results of these legal proceedings cannot be predicted with certainty. There can be no assurance that these matters will not have a material adverse effect on the Company's results of operations in any future period, depending partly on the results for that period, and a substantial judgment could have a material adverse impact on the Company's financial condition.

From time to time, the Company may be required to enforce its rights under contractual arrangements with its customers, including for non-payment of amounts owing. There can be no assurance that the Company will be successful in any such action or that the Company will not incur significant expenses in the course of the litigation or be required to devote a material portion of the Company's management resources to any such action.

Concentration of Ownership

The directors and executive officers of the Company as a group beneficially own, directly or indirectly, approximately 25% of the Common Shares outstanding. As a result, these shareholders, if acting together, could have significant influence over matters requiring the approval of the shareholders of the Company, including the election of the Company's Board of Directors and significant transactions. This concentration of ownership may have the effect of delaying or preventing a change in control of the Company or otherwise cause the Company to take action that may not be in the best interests of all shareholders, either of which in turn could reduce the market price per share of the Common Shares.

Market Maturity in the Interoperability Market

The Company has, in the past, derived significant growth from its products and services targeted at the Interoperability market. The Interoperability market is now considered by the Company to be mature relative to the other markets that it addresses, and is expected to undergo limited growth. The Company's license revenue from the IO segment has declined in each of the past three fiscal years and the Company expects to experience a continuing decline in license revenue from this segment. The market for Interoperability products and services generally is subject to aggressive competition, resulting in increasing downward pressure on product licensing fees and gross margins. As a result of the relative maturity of the Interoperability market and increasing competition in that market, the Company may be unable to maintain or increase its current level of revenues from its Interoperability products and services, or to achieve the same level of gross margins as it has achieved on the licensing of Interoperability products in the past, each of which may have a material adverse impact on the Company's business, results of operations and financial condition.