GP STRATEGIES CORPORATION AND SUBSIDIARIES
Non-GAAP Reconciliation – Adjusted EBITDA [(1)]
(Dollars in thousands)
(Unaudited)

	Three months ended March 31,	
	2011	2010
Net income	**$ 2,590**	$ 2,171
Interest expense	**33**	50
Income tax expense	**1,848**	1,567
Depreciation and amortization	**1,066**	1,117
Gain on change in fair value of contingent consideration, net	**(246)**	(905)
Transaction expenses for acquisitions [(2)]	**845**	-
Adjusted EBITDA	**$ 6,136**	$ 4,000

(1) Adjusted earnings before interest, income taxes, depreciation and amortization (Adjusted EBITDA) is a widely used non-GAAP financial measure of operating performance. It is presented as supplemental information that the Company believes is useful to investors to evaluate its results because it excludes certain items that are not directly related to the Company's core operating performance. Adjusted EBITDA is calculated by adding back to net income interest expense, income tax expense, depreciation and amortization, gain on change in fair value of contingent consideration, net and certain other adjustments described below. Adjusted EBITDA should not be considered as substitutes either for net income, as an indicator of the Company's operating performance, or for cash flow, as a measure of the Company's liquidity. In addition, because Adjusted EBITDA may not be calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies.

(2) Represents $845,000 of transaction expenses during the first quarter of 2011 related to the completion of acquisitions in 2011.

GP STRATEGIES CORPORATION AND SUBSIDIARIES
Non-GAAP Reconciliation – Adjusted EPS [3]
(Dollars in thousands)
(Unaudited)

	Three months ended March 31,	
	2011	2010
Diluted earnings per share	**$ 0.14**	$ 0.12
Adjustments [4]	**0.02**	(0.03)
Adjusted EPS (non-GAAP)	**$ 0.16**	$ 0.09

(3) The Company presents adjusted earnings per share (Adjusted EPS) in addition to reported earnings per share in accordance with generally accepted accounting principles (reported GAAP EPS). Adjusted EPS is a non-GAAP financial measure that differs from reported GAAP EPS because it excludes special items, which the Company defines as significant items that are not related to its ongoing, underlying business or which distort comparability of results. The Company presents Adjusted EPS because it believes that it is appropriate for investors to consider results excluding these items in addition to results in accordance with GAAP. The Company believes such a measure provides a picture of its results that is more comparable among periods, since it excludes the impact of items such as gain on change in fair value of contingent consideration, significant transaction costs for acquisitions, restructuring costs and impairment losses, which may recur occasionally, but tend to be irregular as to timing and amount, thereby distorting comparisons between periods. However, investors should note that this non-GAAP measure involves judgment by management (in particular, judgment as to what is classified as a special item to be excluded from adjusted earnings per share).

(4) The adjustments for 2011 include $845,000 of transaction expenses related to the completion of acquisitions in 2011, offset by a $246,000 net gain on the change in fair value of contingent consideration, which results in $0.02 per share after being tax effected. The adjustments for 2010 include a $905,000 net gain on the change in fair value of contingent consideration, which results in ($0.03) per share after being tax effected.