GP STRATEGIES CORPORATION AND SUBSIDIARIES
Non-GAAP Reconciliation – EBITDA [1]

(In thousands)

(Unaudited)

	Quarter ended December 31,		Year ended December 31,	
	2012	2011	**2012**	2011
Net income [4]	**$ 6,137**	$ 5,940	**$ 22,688**	$ 17,860
Interest expense	**94**	60	**269**	209
Income tax expense	**4,115**	2,399	**13,114**	10,531
Depreciation and amortization	**2,051**	1,858	**7,971**	6,187
EBITDA	**$ 12,397**	$ 10,257	**$ 44,042**	$ 34,787

(1) Earnings before interest, income taxes, depreciation and amortization (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. EBITDA is calculated by adding back to net income interest expense, income tax expense, depreciation and amortization. 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 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) Net income includes the following infrequently occurring or acquisition-related amounts:

- Income tax benefits of $1,602,000 in the third quarter of 2012 and $891,000 in the fourth quarter of 2011 on the reductions of uncertain tax position liabilities.
- Net gain of $74,000 and net loss of $789,000, on the change in fair value of contingent consideration for the fourth quarter and year ended December 31, 2012, respectively, for which no income tax benefit is recognized, compared to net gains of $11,000 and $517,000 for the fourth quarter and year ended December 31, 2011, respectively.