

GP STRATEGIES CORP  
Form 10-Q  
November 04, 2010  
[Table of Contents](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

**x Quarterly Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2010

or

**o Transition Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

For the transition period from to

Commission File Number 1-7234

**GP STRATEGIES CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**13-1926739**  
(I.R.S. Employer Identification No.)

**6095 Marshalee Drive, Suite 300, Elkridge, MD**  
(Address of principal executive offices)

**21075**  
(Zip Code)

**(410) 379-3600**  
Registrant's telephone number, including area code:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes  No

The number of shares outstanding of the registrant's common stock as of October 29, 2010 was as follows:

| Class                                   | Outstanding       |
|-----------------------------------------|-------------------|
| Common Stock, par value \$.01 per share | 18,627,261 shares |

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

**TABLE OF CONTENTS**

|                        | <b>Page</b>                                                                                                                     |    |
|------------------------|---------------------------------------------------------------------------------------------------------------------------------|----|
| <b><u>Part I.</u></b>  | <b><u>Financial Information</u></b>                                                                                             |    |
| <u>Item 1.</u>         | <u>Financial Statements (Unaudited)</u>                                                                                         |    |
|                        | <u>Condensed Consolidated Balance Sheets</u><br><u>September 30, 2010 and December 31, 2009</u>                                 | 1  |
|                        | <u>Condensed Consolidated Statements of Operations</u><br><u>Three Months and Nine Months Ended September 30, 2010 and 2009</u> | 2  |
|                        | <u>Condensed Consolidated Statements of Cash Flows</u><br><u>Nine Months Ended September 30, 2010 and 2009</u>                  | 3  |
|                        | <u>Notes to Condensed Consolidated Financial Statements</u>                                                                     | 4  |
| <u>Item 2.</u>         | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                                    | 19 |
| <u>Item 3.</u>         | <u>Quantitative and Qualitative Disclosure About Market Risk</u>                                                                | 31 |
| <u>Item 4.</u>         | <u>Controls and Procedures</u>                                                                                                  | 31 |
| <b><u>Part II.</u></b> | <b><u>Other Information</u></b>                                                                                                 |    |
| <u>Item 1.</u>         | <u>Legal Proceedings</u>                                                                                                        | 32 |
| <u>Item 1A.</u>        | <u>Risk Factors</u>                                                                                                             | 32 |
| <u>Item 2.</u>         | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                                                              | 32 |
| <u>Item 6.</u>         | <u>Exhibits</u>                                                                                                                 | 33 |
| <u>Signatures</u>      |                                                                                                                                 | 34 |

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Table of Contents**Part I. Financial Information****Item 1. Financial Statements****GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Condensed Consolidated Balance Sheets

(In thousands, except per share amounts)

|                                                                                                         | September 30,<br>2010<br>(Unaudited) | December 31,<br>2009 |
|---------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------|
| <b>Assets</b>                                                                                           |                                      |                      |
| Current assets:                                                                                         |                                      |                      |
| Cash and cash equivalents                                                                               | \$ 30,072                            | \$ 10,803            |
| Accounts and other receivables, less allowance for doubtful accounts of \$625 in 2010 and \$566 in 2009 | 42,372                               | 45,471               |
| Inventories, net                                                                                        | 254                                  | 557                  |
| Costs and estimated earnings in excess of billings on uncompleted contracts                             | 12,966                               | 10,590               |
| Prepaid expenses and other current assets                                                               | 5,392                                | 6,692                |
| Total current assets                                                                                    | 91,056                               | 74,113               |
| Property, plant and equipment                                                                           | 11,415                               | 11,402               |
| Accumulated depreciation                                                                                | (9,074)                              | (8,281)              |
| Property, plant and equipment, net                                                                      | 2,341                                | 3,121                |
| Goodwill                                                                                                | 70,517                               | 67,283               |
| Intangible assets, net                                                                                  | 9,621                                | 10,248               |
| Other assets                                                                                            | 1,693                                | 1,936                |
|                                                                                                         | \$ 175,228                           | \$ 156,701           |
| <b>Liabilities and Stockholders' Equity</b>                                                             |                                      |                      |
| Current liabilities:                                                                                    |                                      |                      |
| Accounts payable and accrued expenses                                                                   | \$ 29,220                            | \$ 23,464            |
| Billings in excess of costs and estimated earnings on uncompleted contracts                             | 16,115                               | 13,272               |
| Total current liabilities                                                                               | 45,335                               | 36,736               |
| Other noncurrent liabilities                                                                            | 9,620                                | 9,075                |
| Total liabilities                                                                                       | 54,955                               | 45,811               |
| Stockholders' equity:                                                                                   |                                      |                      |
| Common stock, par value \$0.01 per share                                                                | 186                                  | 186                  |
| Additional paid-in capital                                                                              | 162,971                              | 161,975              |
| Accumulated deficit                                                                                     | (40,868)                             | (49,325)             |
| Treasury stock at cost                                                                                  | (174)                                |                      |
| Accumulated other comprehensive loss                                                                    | (1,842)                              | (1,946)              |
| Total stockholders' equity                                                                              | 120,273                              | 110,890              |
|                                                                                                         | \$ 175,228                           | \$ 156,701           |

See accompanying notes to condensed consolidated financial statements.



Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Condensed Consolidated Statements of Operations

(Unaudited)

(In thousands, except per share data)

|                                                                         | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |            |
|-------------------------------------------------------------------------|-------------------------------------|-----------|------------------------------------|------------|
|                                                                         | 2010                                | 2009      | 2010                               | 2009       |
| Revenue                                                                 | \$ 66,078                           | \$ 54,099 | \$ 189,107                         | \$ 161,447 |
| Cost of revenue                                                         | 54,851                              | 45,211    | 158,986                            | 136,335    |
| Gross profit                                                            | 11,227                              | 8,888     | 30,121                             | 25,112     |
| Selling, general and administrative expenses                            | 5,776                               | 5,223     | 17,215                             | 15,266     |
| Gain (loss) on change in fair value of<br>contingent consideration, net | (55)                                |           | 1,478                              |            |
| Goodwill and intangible asset impairment loss                           |                                     |           |                                    | 10,163     |
| Operating income (loss)                                                 | 5,396                               | 3,665     | 14,384                             | (317)      |
| Interest expense                                                        | 47                                  | 52        | 147                                | 157        |
| Other income                                                            | 143                                 | 107       | 437                                | 319        |
| Income (loss) before income tax expense                                 | 5,492                               | 3,720     | 14,674                             | (155)      |
| Income tax expense                                                      | 2,349                               | 1,737     | 6,217                              | 3,022      |
| Net income (loss)                                                       | \$ 3,143                            | \$ 1,983  | \$ 8,457                           | \$ (3,177) |
| Basic weighted average shares outstanding                               | 18,610                              | 15,725    | 18,607                             | 15,854     |
| Diluted weighted average shares outstanding                             | 18,725                              | 15,842    | 18,713                             | 15,911     |
| Per common share data:                                                  |                                     |           |                                    |            |
| Basic earnings (loss) per share                                         | \$ 0.17                             | \$ 0.13   | \$ 0.45                            | \$ (0.20)  |
| Diluted earnings (loss) per share                                       | \$ 0.17                             | \$ 0.13   | \$ 0.45                            | \$ (0.20)  |

See accompanying notes to condensed consolidated financial statements.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Condensed Consolidated Statements of Cash Flows

Nine months ended September 30, 2010 and 2009

(Unaudited, in thousands)

|                                                                                          | 2010      | 2009       |
|------------------------------------------------------------------------------------------|-----------|------------|
| Cash flows from operating activities:                                                    |           |            |
| Net income (loss)                                                                        | \$ 8,457  | \$ (3,177) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |           |            |
| Goodwill and intangible asset impairment loss                                            |           | 10,163     |
| Gain on change in fair value of contingent consideration                                 | (1,478)   |            |
| Depreciation and amortization                                                            | 3,305     | 2,337      |
| Deferred income taxes                                                                    | 253       | (1,507)    |
| Non-cash compensation expense                                                            | 1,265     | 1,267      |
| Changes in other operating items:                                                        |           |            |
| Accounts and other receivables                                                           | 4,059     | 6,546      |
| Inventories                                                                              | 303       | 8          |
| Costs and estimated earnings in excess of billings on uncompleted contracts              | (1,903)   | (3,031)    |
| Prepaid expenses and other current assets                                                | 1,866     | 1,651      |
| Accounts payable and accrued expenses                                                    | 4,624     | (4,167)    |
| Billings in excess of costs and estimated earnings on uncompleted contracts              | 2,435     | (120)      |
| Other                                                                                    | (101)     | 176        |
| Net cash provided by operating activities                                                | 23,085    | 10,146     |
| Cash flows from investing activities:                                                    |           |            |
| Additions to property, plant and equipment                                               | (576)     | (613)      |
| Acquisitions, net of cash acquired                                                       | (2,267)   | (2,249)    |
| Deferred acquisition costs                                                               | (500)     | (3,305)    |
| Net cash used in investing activities                                                    | (3,343)   | (6,167)    |
| Cash flows from financing activities:                                                    |           |            |
| Repurchases of common stock in the open market                                           | (266)     | (2,166)    |
| Net repayment of short-term borrowings                                                   |           | (1,961)    |
| Change in negative cash book balances                                                    |           | 258        |
| Other                                                                                    | (211)     | (159)      |
| Net cash used in financing activities                                                    | (477)     | (4,028)    |
| Effect of exchange rate changes on cash and cash equivalents                             | 4         | 231        |
| Net increase in cash and cash equivalents                                                | 19,269    | 182        |
| Cash and cash equivalents at beginning of period                                         | 10,803    | 3,961      |
| Cash and cash equivalents at end of period                                               | \$ 30,072 | \$ 4,143   |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

**(1) Basis of Presentation**

GP Strategies Corporation (the Company) was incorporated in Delaware in 1959. The Company's business consists of its training, engineering, technical services and consulting business operated by General Physics Corporation (General Physics or GP). General Physics is a workforce development company that seeks to improve the effectiveness of organizations by providing training, management consulting, e-Learning solutions, engineering and technical services that are customized to meet the specific needs of clients.

The accompanying condensed consolidated balance sheet as of September 30, 2010, the condensed consolidated statements of operations for the three and nine months ended September 30, 2010 and 2009, and the condensed consolidated statements of cash flows for the nine months ended September 30, 2010 and 2009 have not been audited, but have been prepared in conformity with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2009, as presented in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009. In the opinion of management, this interim information includes all material adjustments, which are of a normal and recurring nature, necessary for a fair presentation. The results for the 2010 interim period are not necessarily indicative of results to be expected for the entire year. Certain prior year amounts have been reclassified to conform to current year presentation.

The condensed consolidated financial statements include the operations of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

**(2) Significant Customers & Concentration of Credit Risk**

The Company has a concentration of revenue from General Motors and its affiliates (General Motors) as well as a market concentration in the automotive sector. For the nine months ended September 30, 2010 and 2009, revenue from General Motors accounted for approximately 12% and 17%, respectively, of the Company's consolidated revenue, and revenue from the automotive industry accounted for approximately 18% and 23%, respectively, of the Company's consolidated revenue. As of September 30, 2010, accounts receivable from General Motors totaled \$4,662,000. No other customer accounted for more than 10% of the Company's revenue during the nine months ended September 30, 2010 or accounts receivable as of September 30, 2010.



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The Company has a concentration of revenue from the United States government. For the nine months ended September 30, 2010 and 2009, sales to the United States government and its agencies represented approximately 23% of the Company's consolidated revenue for both periods. Revenue was derived from many separate contracts with a variety of government agencies that are regarded by the Company as separate customers.

The Company also conducts business outside of the United States in over 30 countries primarily through General Physics' wholly owned subsidiaries located in the United Kingdom, France, Germany, Canada, Mexico, Singapore, Malaysia, China and India. Through these subsidiaries, the Company is capable of providing substantially the same services and products as are available to clients in the United States,

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

although modified as appropriate to address the language, business practices and cultural factors unique to each client and country. In combination with the subsidiaries, the Company is able to coordinate the delivery to multi-national clients of services and products that achieve consistency on a global, enterprise-wide basis. Revenue from operations outside the United States represented approximately 18% of the Company's consolidated revenue for the three and nine months ended September 30, 2010.

**(3) Earnings Per Share**

Basic earnings per share (EPS) is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution of common stock equivalent shares that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The Company's dilutive common stock equivalent shares consist of restricted stock units and stock options to purchase shares of common stock computed under the treasury stock method, using the average market price during the period. The following table presents instruments which were not dilutive and were excluded from the computation of diluted EPS in each period, as well as the dilutive common stock equivalent shares which were included in the computation of diluted EPS:

|                                   | Three months ended<br>September 30, |      | Nine months ended<br>September 30, |       |
|-----------------------------------|-------------------------------------|------|------------------------------------|-------|
|                                   | 2010                                | 2009 | 2010                               | 2009  |
|                                   | (In thousands)                      |      |                                    |       |
| Non-dilutive instruments          | 843                                 | 863  | 1,132                              | 1,019 |
| Dilutive common stock equivalents | 115                                 | 117  | 106                                | 57    |

**(4) Acquisitions and Related Contingent Consideration**

Effective January 1, 2009, the Company adopted Accounting Standards Codification (ASC) Topic 805, *Business Combinations* (Topic 805), which requires that contingent consideration be recognized at fair value on the acquisition date, and re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. The Company estimates the fair value of contingent

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consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement. Contingent consideration is valued using significant inputs that are not observable in the market which are defined as Level 3 inputs pursuant to fair value measurement accounting. The Company believes its estimates and assumptions are reasonable, however, there is significant judgment involved. At each reporting date, the contingent consideration obligation is revalued to estimated fair value, and changes in fair value subsequent to the acquisitions are reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, the Company's operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

Below is a summary of the potential additional contingent consideration the Company may be required to pay in connection with acquisitions it has previously completed (dollars in thousands):

| Acquisition: | Maximum contingent consideration due in |          |           |           | Total    | Accrued<br>Liability as of<br>Sept. 30, 2010 |
|--------------|-----------------------------------------|----------|-----------|-----------|----------|----------------------------------------------|
|              | 2010                                    | 2011     | 2012-2013 |           |          |                                              |
| Milsom       | \$ 791                                  | \$ 1,186 | \$ 1,186  | \$ 3,163  | \$ 2,305 |                                              |
| Option Six   |                                         | 1,000    | 1,000     | 2,000     | 357      |                                              |
| PerformTech  |                                         | 2,500    | 2,000     | 4,500     | 623      |                                              |
| Marton House |                                         | 1,265    | 2,529     | 3,794     | 1,917    |                                              |
| Other        |                                         | 514      | 608       | 1,122     |          |                                              |
| Total        | \$ 791                                  | \$ 6,465 | \$ 7,323  | \$ 14,579 | \$ 5,202 |                                              |

Below is a summary of the four acquisitions completed during 2009 and 2010 and the changes in fair value of contingent consideration during the three months ended September 30, 2010.

Marton House

Effective April 1, 2010, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. ( GPUK ), completed the acquisition of Marton House Plc ( Marton House ), a provider of custom e-learning content development with expertise in leadership and sales product training in the United Kingdom. GPUK acquired 100% ownership of Marton House for a purchase price of \$2,752,000 in cash. In addition, the purchase agreement requires GPUK to pay up to an additional \$3,794,000, of which approximately \$1,265,000 would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Marton House achieving certain earnings targets during those periods, as defined in the purchase agreement. Marton House is included in the Company's Manufacturing & BPO segment and its results of operations have been included in the consolidated financial statements since April 1, 2010.

The Company accrued \$1,614,000 of contingent consideration based on its fair value estimate on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of June 30, 2010, the Company re-measured the fair value of contingent consideration and increased the liability to \$1,676,000 to account for the increase in fair value due to the passage of time from the acquisition date through June 30, 2010. The increase in fair value of contingent consideration resulted in expense of \$69,000 for the three months ended June 30, 2010. As of September 30, 2010, the Company re-measured the fair value of contingent

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consideration and increased the liability to \$1,917,000 based on actual results for the first six months subsequent to the acquisition which resulted in an increase in the estimated probabilities of Marton House achieving certain earnings targets. The increases in fair value of contingent consideration resulted in expense of \$155,000 and \$224,000 for the three and nine months ended September 30, 2010, respectively, which is reflected in the consolidated statement of operations. The Company will continue to re-measure the fair value of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

The estimated fair value of the purchase price recorded by the Company consisted of the following (in thousands):

|                                    |    |       |
|------------------------------------|----|-------|
| Cash purchase price                | \$ | 2,752 |
| Estimated contingent consideration |    | 1,614 |
| Total estimated purchase price     | \$ | 4,366 |

The Company's purchase price allocation for the net assets acquired is as follows (in thousands):

|                                                                             |    |       |
|-----------------------------------------------------------------------------|----|-------|
| Cash                                                                        | \$ | 5     |
| Accounts receivable                                                         |    | 1,441 |
| Costs and estimated earnings in excess of billings on uncompleted contracts |    | 473   |
| Prepaid expenses and other assets                                           |    | 56    |
| Property, plant and equipment, net                                          |    | 25    |
| Amortizable intangible assets                                               |    | 1,044 |
| Goodwill                                                                    |    | 3,115 |
| Total assets acquired                                                       |    | 6,159 |
| Accounts payable, accrued expenses and other liabilities                    |    | 1,105 |
| Billings in excess of costs and estimated earnings on uncompleted contracts |    | 408   |
| Deferred tax liability                                                      |    | 280   |
| Total liabilities assumed                                                   |    | 1,793 |
| Net assets acquired                                                         | \$ | 4,366 |

The Company recorded customer-related intangible assets as a result of the acquisition, which included \$1,044,000 relating to customer lists and relationships acquired which will be amortized over an estimated useful life of five years. The carrying value of current assets and liabilities approximate estimated market values. Goodwill, intangible assets and contingent consideration have been valued using Level 3 inputs as defined in fair value measurement accounting.

PerformTech

Effective December 30, 2009, General Physics acquired PerformTech, Inc. ( PerformTech ) a provider of custom courseware development and other training services primarily for the U.S. Government. General Physics acquired 100% ownership of PerformTech for a purchase price of approximately \$18,074,000 in cash, which was subsequently reduced by a \$480,000 post-closing adjustment based on final actual working capital as defined in the purchase agreement. In addition, the purchase agreement requires up to an additional \$4,500,000 to be paid to the sellers, contingent upon the achievement of certain revenue targets, as defined in the purchase agreement, during the two twelve-month periods following the completion of the acquisition. PerformTech is included in the Manufacturing & BPO segment and the results of its operations have been included in the consolidated financial statements for the period

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

beginning January 1, 2010. The balance sheet accounts of PerformTech are reflected in the consolidated balance sheet as of December 31, 2009.

As of December 31, 2009, the Company accrued \$1,794,000 of contingent consideration based on its fair value estimate on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of June 30, 2010, the Company re-measured the fair value of the contingent consideration and reduced the liability from \$1,053,000 at March 31, 2010 to \$600,000 based on actual results during the second quarter of 2010 which resulted in a reduction in the estimated probabilities of PerformTech achieving certain revenue targets. The reduction in fair value of contingent consideration resulted in a pre-tax gain of \$453,000 and \$1,194,000 for the three and six months ended June 30, 2010, respectively. As of September 30, 2010, the Company re-measured the fair value of contingent consideration and increased the liability to \$623,000 to account for the increase in fair value due to the passage of time. The increase in fair value of contingent consideration resulted in an expense of \$23,000 for the three months ended, and a net gain of \$1,171,000 for the nine months ended September 30, 2010, which is reflected in the consolidated statements of operations. The Company will continue to re-measure the fair value of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

Option Six

Effective December 1, 2009, General Physics acquired Option Six, Inc. ( Option Six ), a provider of custom courseware development services with expertise in the software and pharmaceutical industries. General Physics acquired 100% ownership of Option Six for a purchase price of approximately \$4,093,000 in cash, which was subsequently increased by a post-closing adjustment of \$11,000 based on the final actual net assets as defined in the purchase agreement. In addition, the purchase agreement requires up to an additional \$2,000,000 to be paid to the sellers, contingent upon the achievement of certain earnings targets, as defined in the purchase agreement, during the two twelve-month periods following the completion of the acquisition. Option Six is included in the Manufacturing & BPO segment and the results of its operations have been included in the consolidated financial statements since December 1, 2009.

As of December 31, 2009, the Company accrued \$827,000 of contingent consideration based on its fair value estimate on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of March 31, 2010 and June 30, 2010, the Company re-measured the fair value of contingent consideration and decreased the liability to \$550,000 based on actual results for the first half of 2010 which resulted in a reduction in the estimated probabilities of Option Six achieving certain earnings targets. The reduction in fair value of the contingent consideration resulted in a pre-tax gain of \$277,000 for the three months ended June 30, 2010. As of September 30, 2010, the Company re-measured the fair value of the contingent consideration and further reduced the liability to \$357,000 based on actual results during the third quarter of 2010 which resulted in a reduction in the estimated probabilities of Option Six achieving certain earnings targets. The reduction in fair value of contingent consideration resulted in a pre-tax gain of \$193,000 and



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\$470,000 for the three and nine months ended September 30, 2010, respectively, which is reflected in the consolidated statements of operations. The Company will continue to re-measure the recorded amount of contingent

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

Milsom

Effective September 1, 2009, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. ( GPUK ), completed the acquisition of Milsom Industrial Designs Limited ( Milsom ), a provider of technical documentation, technical publications, technical recruiting and engineering design services in the United Kingdom. GPUK acquired 100% ownership of Milsom for a purchase price of approximately \$2,763,000 in cash, subsequently reduced by a \$219,000 post-closing adjustment based on the final net asset amount set forth in the purchase agreement. In addition, the purchase agreement requires GPUK to pay up to an additional \$3,163,000, of which approximately \$1,186,000 would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Milsom achieving certain earnings targets during those periods, as defined in the purchase agreement. Milsom is included in the Company's Manufacturing & BPO segment and its results of operations have been included in the consolidated financial statements since September 1, 2009.

The Company accrued \$2,437,000 of contingent consideration based on its fair value estimate on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of March 31, 2010, the Company re-measured the fair value of contingent consideration and decreased the liability to \$2,097,000 based on Milsom's actual results for the first seven months subsequent to the acquisition and other factors which became known in the first quarter of 2010 which resulted in a reduction in the estimated probabilities of Milsom achieving certain earnings targets. The reduction in the fair value of the contingent consideration resulted in a pre-tax gain of \$164,000 for the three months ended March 31, 2010. As of June 30, 2010, the Company re-measured the fair value of contingent consideration and increased the liability to \$2,130,000 to account for the increase in fair value due to the passage of time. The change in the fair value of contingent consideration resulted in expense of \$33,000 for the three months ended June 30, 2010. As of September 30, 2010, the Company re-measured the fair value of contingent consideration and increased the liability to \$2,305,000 to reflect the actual earnings targets achieved for year one. The change in the fair value of contingent consideration resulted in expense of \$70,000 for the three months ended September 30, 2010 and a net gain of \$61,000 for the nine months ended September 30, 2010, which is reflected in the consolidated statements of operations. The Company will continue to re-measure the recorded amount of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)**(5) Intangible Assets**Goodwill

Changes in the carrying amount of goodwill by reportable business segment for the nine months ended September 30, 2010 were as follows (in thousands):

|                                         | Manufacturing<br>& BPO | Process<br>& Government | Energy   | Sandy    | Total     |
|-----------------------------------------|------------------------|-------------------------|----------|----------|-----------|
| <b>Net book value at Jan. 1, 2010</b>   |                        |                         |          |          |           |
| Goodwill                                | \$ 54,495              | \$ 14,527               | \$ 8,170 | \$ 5,508 | \$ 82,700 |
| Accumulated impairment losses           | (9,909)                |                         |          | (5,508)  | (15,417)  |
| <b>Total</b>                            | 44,586                 | 14,527                  | 8,170    |          | 67,283    |
| Acquisition of Marton House             | 3,115                  |                         |          |          | 3,115     |
| Other                                   | 28                     |                         |          |          | 28        |
| Foreign currency translation            | 91                     |                         |          |          | 91        |
| <b>Net book value at Sept. 30, 2010</b> |                        |                         |          |          |           |
| Goodwill                                | 57,729                 | 14,527                  | 8,170    | 5,508    | 85,934    |
| Accumulated impairment losses           | (9,909)                |                         |          | (5,508)  | (15,417)  |
| <b>Total</b>                            | \$ 47,820              | \$ 14,527               | \$ 8,170 | \$ 5,508 | \$ 70,517 |

Intangible Assets Subject to Amortization

Intangible assets with finite lives are subject to amortization over their estimated useful lives. The primary assets included in this category and their respective balances were as follows (in thousands):

| September 30, 2010 |                             | December 31, 2009 |                             |
|--------------------|-----------------------------|-------------------|-----------------------------|
| Gross<br>Amount    | Accumulated<br>Amortization | Gross<br>Amount   | Accumulated<br>Amortization |

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|                        |    |        |    |         |    |        |    |         |
|------------------------|----|--------|----|---------|----|--------|----|---------|
| Customer relationships | \$ | 11,823 | \$ | (3,088) | \$ | 10,958 | \$ | (2,007) |
| Contract backlog       |    | 383    |    | (316)   |    | 385    |    | (174)   |
| Software and other     |    | 1,608  |    | (789)   |    | 1,609  |    | (523)   |
|                        | \$ | 13,814 | \$ | (4,193) | \$ | 12,952 | \$ | (2,704) |

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)**(6) Stock-Based Compensation**

The Company recognizes compensation expense for its stock-based compensation awards issued to employees that are expected to vest. Compensation cost is based on the fair value of awards as of the grant date.

The following table summarizes the pre-tax stock-based compensation expense included in reported net income (in thousands):

|                                 | Three months ended Sept. 30, |        | Nine months ended Sept. 30, |          |
|---------------------------------|------------------------------|--------|-----------------------------|----------|
|                                 | 2010                         | 2009   | 2010                        | 2009     |
| Non-qualified stock options     | \$ 182                       | \$ 120 | \$ 528                      | \$ 356   |
| Restricted stock units          | 128                          | 194    | 455                         | 576      |
| Board of Directors stock grants | 72                           | 55     | 200                         | 136      |
| Total stock-based compensation  | \$ 382                       | \$ 369 | \$ 1,183                    | \$ 1,068 |

Pursuant to the Company's 1973 Non-Qualified Stock Option Plan, as amended, and 2003 Incentive Stock Plan, the Company may grant awards of non-qualified stock options, incentive stock options, restricted stock, stock units, performance shares, performance units and other incentives payable in cash or in shares of the Company's common stock to officers, employees or members of the Board of Directors. As of September 30, 2010, the Company had non-qualified stock options and restricted stock units outstanding under these plans as discussed below.

***Non-Qualified Stock Options***

Summarized information for the Company's non-qualified stock options is as follows:

| Weighted | Weighted<br>average<br>remaining | Aggregate |
|----------|----------------------------------|-----------|
|----------|----------------------------------|-----------|

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| <b>Stock Options</b>              | <b>Number of<br/>options</b> | <b>average<br/>exercise price</b> | <b>contractual<br/>term</b> | <b>intrinsic<br/>value</b> |
|-----------------------------------|------------------------------|-----------------------------------|-----------------------------|----------------------------|
| Outstanding at December 31, 2009  | 933,011                      | \$ 10.40                          |                             |                            |
| Granted                           | 500,000                      | 7.51                              |                             |                            |
| Exercised/settled                 | (31,501)                     | 4.26                              |                             |                            |
| Forfeited                         | (6,526)                      | 10.88                             |                             |                            |
| Expired                           | (12,654)                     | 5.47                              |                             |                            |
| Outstanding at September 30, 2010 | 1,382,330                    | \$ 9.54                           | 3.63                        | \$ 1,034,885               |
| Stock options expected to vest    | 1,228,010                    | \$ 9.56                           | 3.59                        | \$ 916,670                 |
| Exercisable at September 30, 2010 | 423,901                      | \$ 10.26                          | 2.59                        | \$ 246,785                 |

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

In January 2010, the Company granted 460,000 non-qualified stock options to certain key management personnel. The options have a weighted average exercise price of \$7.42, vest 20% annually over five years, and have a contractual term of six years. The weighted average per share fair value of the Company's stock options granted during the first quarter of 2010 was \$3.11 on the date of grant using the Black-Scholes Merton option pricing model with the following assumptions:

|                                 |            |
|---------------------------------|------------|
| Expected term                   | 4.62 years |
| Expected stock price volatility | 47.4%      |
| Risk-free interest rate         | 2.23%      |
| Expected dividend yield         | %          |

In September 2010, the Company granted 40,000 non-qualified stock options to certain key management personnel. The options have a weighted average exercise price of \$8.63, vest 20% annually over five years, and have a contractual term of six years. The weighted average per share fair value of the Company's stock options granted during the third quarter of 2010 was \$3.66 on the date of grant using the Black-Scholes Merton option pricing model with the following assumptions:

|                                 |            |
|---------------------------------|------------|
| Expected term                   | 4.62 years |
| Expected stock price volatility | 49.9%      |
| Risk-free interest rate         | 1.17%      |
| Expected dividend yield         | %          |

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)***Restricted Stock Units***

In addition to stock options, the Company issues restricted stock units to key employees and members of the Board of Directors based on meeting certain service goals. The stock units vest to the recipients at various dates, up to five years, based on fulfilling service requirements. The Company recognizes the value of the market price of the underlying stock on the date of grant as compensation expense over the requisite service period. Upon vesting, the stock units are settled in shares of the Company's common stock. Summarized share information for the Company's restricted stock units is as follows:

|                                               | Nine<br>months ended<br>September 30,<br>2010<br>(In shares) |    | Weighted<br>average<br>grant date<br>fair value<br>(In dollars) |
|-----------------------------------------------|--------------------------------------------------------------|----|-----------------------------------------------------------------|
| Outstanding and unvested, beginning of period | 314,406                                                      | \$ | 6.52                                                            |
| Granted                                       | 4,000                                                        |    | 8.65                                                            |
| Vested                                        | (45,125)                                                     |    | 8.17                                                            |
| Forfeited                                     | (6,151)                                                      |    | 6.75                                                            |
| Outstanding and unvested, end of period       | 267,130                                                      | \$ | 6.27                                                            |
| Restricted stock units expected to vest       | 227,952                                                      | \$ | 6.41                                                            |



Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

**(7) Short-Term Borrowings**

General Physics has a \$35 million Amended Financing and Security Agreement (the *Credit Agreement*) with a bank that expires on October 31, 2012 with annual renewal options. The *Credit Agreement* is secured by certain assets of General Physics and provides for an unsecured guaranty from the Company.

The maximum interest rate on the *Credit Agreement* is the daily LIBOR market index rate plus 2.25%. Based upon the financial performance of General Physics, the interest rate can be reduced. For the three months ended September 30, 2010, the rate was LIBOR plus 1.25%. The *Credit Agreement* contains covenants with respect to General Physics' minimum tangible net worth, total liabilities ratio, leverage ratio, interest coverage ratio and its ability to make capital expenditures. General Physics was in compliance with all loan covenants under the *Credit Agreement* as of September 30, 2010. The *Credit Agreement* also contains certain restrictive covenants regarding future acquisitions, incurrence of debt and the payment of dividends. The *Credit Agreement* permits General Physics to provide the Company up to \$10,000,000 of cash to repurchase shares of its outstanding common stock in the open market. There was \$6,566,000 remaining available for future share repurchases under the \$10,000,000 authorized amount as of September 30, 2010. General Physics is otherwise currently restricted from paying dividends or management fees to the Company in excess of \$1,000,000 in any year.

As of September 30, 2010, there were no borrowings outstanding and \$27,518,000 of available borrowings under the *Credit Agreement*, based upon 80% of eligible accounts receivable and 80% of eligible unbilled receivables.

**(8) Income Taxes**

An uncertain tax position taken or expected to be taken in a tax return is recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities that have full knowledge of all relevant information. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Interest and penalties related to income taxes are accounted for as income tax expense.

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As of September 30, 2010, the Company had \$2,218,000 of unrecognized tax benefits, all of which would impact the effective tax rate if recognized. The Company does not expect any material changes to its uncertain tax positions in the next twelve months. For the three months ended September 30, 2010 and 2009, the Company recognized \$24,000 and \$23,000, respectively, of interest expense related to these tax positions. For the nine months ended September 30, 2010 and 2009, the Company recognized \$70,000 and \$50,000, respectively, of interest expense related to these tax positions which is reflected as income tax expense in the consolidated statements of operations. As of September 30, 2010, the Company had \$142,000 of accrued interest related to these tax positions. The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examination by tax authorities for years prior to 2004.

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

**(9) Stockholders Equity**

Changes in stockholders equity during the nine months ended September 30, 2010 were as follows (in thousands):

|                                  | Common<br>stock | Additional<br>paid-in<br>capital | Accumulated<br>deficit | Treasury<br>stock<br>at cost | Accumulated<br>other<br>comprehensive<br>loss | Total<br>stockholders<br>equity |
|----------------------------------|-----------------|----------------------------------|------------------------|------------------------------|-----------------------------------------------|---------------------------------|
| Balance at December 31,<br>2009  | \$ 186          | \$ 161,975                       | \$ (49,325)            | \$                           | \$ (1,946)                                    | \$ 110,890                      |
| Net income                       |                 |                                  | 8,457                  |                              |                                               | 8,457                           |
| Other comprehensive loss         |                 |                                  |                        |                              | 104                                           | 104                             |
| Repurchases of common<br>stock   |                 |                                  |                        | (266)                        |                                               | (266)                           |
| Stock-based compensation         |                 | 1,183                            |                        |                              |                                               | 1,183                           |
| Other                            |                 | (187)                            |                        | 92                           |                                               | (95)                            |
| Balance at September 30,<br>2010 | \$ 186          | \$ 162,971                       | \$ (40,868)            | (174)                        | \$ (1,842)                                    | \$ 120,273                      |

**(10) Comprehensive Income (Loss)**

The following are the components of comprehensive income (loss) (in thousands):

|                                   | Three months ended<br>September 30, |          | Nine months ended<br>September 30, |            |
|-----------------------------------|-------------------------------------|----------|------------------------------------|------------|
|                                   | 2010                                | 2009     | 2010                               | 2009       |
| Net income (loss)                 | \$ 3,143                            | \$ 1,983 | \$ 8,457                           | \$ (3,177) |
| Other comprehensive income (loss) | 666                                 | (144)    | 104                                | 810        |
| Comprehensive income (loss)       | \$ 3,809                            | \$ 1,839 | \$ 8,561                           | \$ (2,367) |

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As of September 30, 2010 and December 31, 2009, accumulated other comprehensive loss was \$1,842,000 and \$1,946,000, respectively, and consisted of foreign currency translation adjustments.

### (11) Business Segments

As of September 30, 2010, the Company operated through four reportable business segments: (i) Manufacturing & Business Process Outsourcing ( BPO ), (ii) Process & Government, (iii) Energy and (iv) Sandy Training & Marketing. The Company is organized by operating group primarily based upon the markets served by each group and the services performed. Two of the Company's reportable business segments, Manufacturing & BPO and Process & Government, represent an aggregation of certain operating groups in accordance with the aggregation criteria as defined in current GAAP, while the Energy and Sandy groups each represent one operating segment. During the first quarter of 2010, the Company transferred the management responsibility for one of its business units from the Process & Government segment to the Manufacturing & BPO segment. The Company has reclassified the segment information

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

below for the prior year interim period to reflect this change and conform to the current period's presentation.

Further information regarding our business segments is discussed below.

**Manufacturing & BPO.** The Manufacturing & BPO segment delivers training, curriculum design and development, staff augmentation, e-Learning services, system hosting, integration and help desk support, training business process outsourcing, and consulting and technical services primarily to large companies in the electronics and semiconductors, steel, healthcare, pharmaceutical, software, financial and other industries as well as to government agencies. This segment's ability to deliver a wide range of training services allows it to take over the entire learning function for the client, including their training personnel.

**Process & Government.** The Process & Government segment has over four decades of experience providing consulting, engineering, technical and training services, including emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to federal and state government agencies, large government contractors, and petroleum and chemical refining companies. This segment also provides design and construction of alternative fuel stations, including liquefied natural gas (LNG) and hydrogen fueling stations.

**Energy.** The Energy segment provides engineering services, products and training primarily to electric power utilities. The Company's proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of performance solutions for power generation plants and is installed at approximately 700 power generating units in over 25 countries. In addition, this segment provides web-based training through our GPiLearn™ portal to over 28,000 power plant personnel in the U.S. and in over 35 countries.

**Sandy Training and Marketing.** The Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new product features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

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The Company does not allocate the following corporate items to the segments: other income and interest expense; GP Strategies' selling, general and administrative expense; gain on change in fair value of contingent consideration; and income tax expense. Inter-segment revenue is eliminated in consolidation and is not significant.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

The following tables set forth the revenue and operating income of each of the Company's operating segments and includes a reconciliation of segment revenue to consolidated revenue and operating income to consolidated income before income tax expense (in thousands):

|                                                             | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |            |
|-------------------------------------------------------------|-------------------------------------|-----------|------------------------------------|------------|
|                                                             | 2010                                | 2009      | 2010                               | 2009       |
| <b>Revenue:</b>                                             |                                     |           |                                    |            |
| Manufacturing & BPO                                         | \$ 38,532                           | \$ 25,251 | \$ 105,916                         | \$ 69,957  |
| Process & Government                                        | 10,701                              | 12,920    | 32,040                             | 40,057     |
| Energy                                                      | 5,487                               | 5,344     | 16,564                             | 16,893     |
| Sandy Training & Marketing                                  | 11,358                              | 10,584    | 34,587                             | 34,540     |
|                                                             | \$ 66,078                           | \$ 54,099 | \$ 189,107                         | \$ 161,447 |
| <b>Operating income:</b>                                    |                                     |           |                                    |            |
| Manufacturing & BPO *                                       | \$ 2,827                            | \$ 1,528  | \$ 6,825                           | \$ (6,620) |
| Process & Government                                        | 720                                 | 828       | 2,549                              | 2,880      |
| Energy                                                      | 1,429                               | 1,151     | 3,475                              | 3,144      |
| Sandy Training & Marketing                                  | 966                                 | 739       | 1,268                              | 1,725      |
| Corporate and other                                         | (491)                               | (581)     | (1,211)                            | (1,446)    |
| Gain on change in fair value of<br>contingent consideration | (55)                                |           | 1,478                              |            |
| Operating income (loss)                                     | 5,396                               | 3,665     | 14,384                             | (317)      |
| Interest expense                                            | (47)                                | (52)      | (147)                              | (157)      |
| Other income                                                | 143                                 | 107       | 437                                | 319        |
| Income (loss) before income tax expense                     | \$ 5,492                            | \$ 3,720  | \$ 14,674                          | \$ (155)   |

\* The operating loss in 2009 for the Manufacturing & BPO segment includes a \$10,163,000 goodwill and intangible asset impairment loss for the nine months ended September 30, 2009.

Table of Contents

**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2010  
(Unaudited)

**(12) Guarantees**

Subsequent to the spin-off of National Patent Development Corporation ( NPDC ) in 2004, the Company continued to guarantee certain operating leases for the Connecticut and New Jersey warehouses of Five Star Products, Inc. ( Five Star ). In connection with the spin-off of NPDC by the Company, NPDC agreed to assume the Company's obligation under such guarantees, to use commercially reasonable efforts to cause the Company to be released from each such guaranty, and to hold the Company harmless from all claims, expenses and liabilities connected with the leases or NPDC's breach of any agreements effecting the spin-off. In 2010, the Company received confirmation from the landlord that it was released from the guarantee on the Connecticut warehouse lease. The Company has not received confirmation that it has been released from the guarantee of the New Jersey warehouse. The annual rent obligation for the New Jersey warehouse is currently believed to be approximately \$1,500,000 and the lease is scheduled to end in 2011. The Company does not expect to incur any material payments associated with this guarantee, and as such, no liability is reflected in the consolidated balance sheets.

**(13) Subsequent Event**

On October 29, 2010, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. ( GPUK ) completed the acquisition of BCG Ltd ( Bath Consulting Group ), a provider of leadership and organization change consulting and coaching. GPUK acquired 100% ownership of Bath Consulting Group for a purchase price of approximately \$1,203,000 in cash at closing. In addition, the purchase agreement requires GPUK to pay up to an additional \$2,439,000, of which \$813,000 would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Bath Consulting Group achieving certain earnings targets during those periods, as defined in the purchase agreement. Bath Consulting Group will be included in the Manufacturing & BPO segment and the results of its operations will be included in the consolidated financial statements beginning November 1, 2010.



Table of Contents

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

***Results of Operations***

*General Overview*

Our business consists of our principal operating subsidiary, General Physics, a global training, engineering, technical services and consulting company that seeks to improve the effectiveness of organizations by providing training, management consulting, e-Learning solutions, engineering and technical services and products that are customized to meet the specific needs of clients. Clients include Fortune 500 companies and manufacturing, process and energy companies and other commercial and governmental customers. We believe we are a global leader in performance improvement, with over four decades of experience in providing solutions to optimize workforce performance.

As of September 30, 2010, we operated through four reportable business segments: (i) Manufacturing & BPO, (ii) Process & Government, (iii) Energy, and (iv) Sandy Training & Marketing. We are organized by operating group, primarily based upon the markets served by each group and the services performed. Each operating group consists of strategic business units ( SBU's ) and business units ( BU's ) which are focused on providing specific products and services to certain classes of customers or within targeted markets. Across operating groups, SBU's and BU's, we integrate similar service lines, technology, information, work products, client management and other resources. Communications and market research, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development. Two of our reportable business segments, Manufacturing & BPO and Process & Government, represent an aggregation of certain operating groups in accordance with the aggregation criteria as defined in current GAAP, while our Energy and Sandy groups each represent one operating segment. During the first quarter of 2010, we transferred the management responsibility for one of our business units from the Process & Government segment to the Manufacturing & BPO segment. We reclassified the segment information below for the prior year interim period to reflect this change and conform to the current period's presentation. We review our reportable business segments on a continual basis and could change our reportable business segments from time to time in the event of organizational changes.

Further information regarding each business segment is discussed below.

**Manufacturing & BPO.** Our Manufacturing & BPO segment delivers training, curriculum design and development, staff augmentation, e-Learning services, system hosting, integration and help desk support, training business process outsourcing, and consulting and technical services primarily to large companies in the electronics and semiconductors, steel, healthcare, pharmaceutical, software, financial and other industries as well as to government agencies. Our ability to deliver a wide range of training services allows us to take over the entire learning function for the client, including their training personnel.

**Process & Government.** Our Process & Government segment has over four decades of experience providing consulting, engineering, technical and training services, including emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to federal and state government agencies, large government contractors and petroleum and chemical refining companies. This segment also provides design and construction of alternative fuel stations, including LNG and hydrogen fueling stations.

**Energy.** Our Energy segment provides engineering services, products and training primarily to electric power utilities. Our proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of performance solutions for power generation plants and is installed at approximately 700 power generating units

Table of Contents

in over 25 countries. In addition, this segment provides web-based training through our GPiLearn™ portal to over 28,000 power plant personnel in the U.S. and in over 35 countries.

**Sandy Training & Marketing.** Our Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new product features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

Share Repurchase Program

Since January 2006, our Board of Directors has authorized a total of \$23 million of repurchases of our common stock from time to time in the open market, subject to prevailing business and market conditions and other factors. During the years ended December 31, 2009, 2008, 2007 and 2006, we repurchased approximately 526,000, 1,091,000, 678,500 and 420,000 shares, respectively, of our common stock in the open market for a total cost of approximately \$2.2 million, \$8.8 million, \$6.5 million and \$3.1 million, respectively. During the three and nine months ended September 30, 2010, we repurchased approximately 5,600 and 37,100 shares, respectively, of our common stock in the open market. As of September 30, 2010, there was approximately \$2.1 million available for future repurchases under the buyback program. There is no expiration date for the repurchase program.

*Operating Highlights*

**Three Months ended September 30, 2010 Compared to the Three Months ended September 30, 2009**

For the three months ended September 30, 2010, we had income before income tax expense of \$5.5 million compared to \$3.7 million for the three months ended September 30, 2009. The increase in income was primarily due to an increase in operating income of \$1.7 million during the third quarter of 2010, the components of which are discussed below. The increase also included a \$0.1 million loss on the change in estimated fair value of contingent consideration during the third quarter of 2010 related to acquisitions completed, which is discussed further below and in Note 4 to the Condensed Consolidated Financial Statements. Net income was \$3.1 million, or \$0.17 per diluted share, for the three months ended September 30, 2010, compared to net income of \$2.0 million, or \$0.13 per diluted share, for the three months ended September 30, 2009. For the three months period ended September 30, 2010, diluted weighted average shares outstanding increased by 2,883,000 to 18,725,000 shares outstanding compared to 15,842,000 shares for the same period in 2009, primarily due to the equity investment by Sagard Capital Partners, L.P. in December 2009. The increase in shares outstanding resulted in dilution of \$0.03 per share for the third quarter of 2010 compared to the third quarter of 2009.

Table of Contents

*Revenue*

| (Dollars in thousands)     | Three months ended<br>September 30, |           |
|----------------------------|-------------------------------------|-----------|
|                            | 2010                                | 2009      |
| Manufacturing & BPO        | \$ 38,532                           | \$ 25,251 |
| Process & Government       | 10,701                              | 12,920    |
| Energy                     | 5,487                               | 5,344     |
| Sandy Training & Marketing | 11,358                              | 10,584    |
|                            | \$ 66,078                           | \$ 54,099 |

Manufacturing & BPO revenue increased \$13.3 million or 52.6% during the third quarter of 2010 compared to the third quarter of 2009. The increase in revenue is due to the following:

- \$9.8 million increase in revenue attributable to acquisitions completed during 2009 and 2010, which includes \$2.0 million for Milsom, \$1.1 million for Option Six, \$4.3 million for PerformTech and \$2.4 million for Marton House;
- \$1.4 million net increase in training BPO revenue primarily due to new projects with existing BPO clients in 2010;
- \$0.9 million net increase in e-Learning revenue primarily due to a new content development contract awarded by a global software client during 2009;
- \$0.7 million increase in e-Learning sales training for a large pharmaceutical company; and
- \$0.5 million net increase in revenue due to increased training services for various clients.

Process & Government revenue decreased \$2.2 million or 17.2% during the third quarter of 2010 compared to the third quarter of 2009. The decrease in revenue is due to the following:

- \$1.4 million net decrease in revenue from various contracts primarily related to homeland security / first responder training services, environmental engineering and other technical services, largely due to contract completions during 2009; and

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- \$0.8 million net decrease relating to construction projects for liquefied natural gas (LNG) fueling station facilities primarily due to the completion of a large project in 2009.

Energy group revenue increased \$0.1 million or 2.7% during the third quarter of 2010 compared to the third quarter of 2009 primarily due to a new EtaPro contract in South Africa.

Sandy Training & Marketing revenue increased \$0.8 million or 7.3% during the third quarter of 2010 compared to the third quarter of 2009. The \$0.8 million revenue increase consisted of the following:

- \$2.5 million increase in revenue primarily due to an increase in training services for new vehicle launch programs and other training programs for various automotive customers;

Table of Contents

- \$0.5 million increase in glove box portfolio revenue due to the addition of products in 2010 and increased vehicle sales volume; and
- \$2.2 million decrease in net publication revenue due to no significant publications scheduled to ship in the third quarter. Publication revenue for fiscal 2010 is expected to be at a reduced volume due to the elimination of a vehicle brand and a reduction in dealerships compared to the 2009 publication volume. We experience quarterly fluctuations in revenue and income related to Sandy's publications business, since revenue and cost on publication contracts are recognized in the period in which the publications ship, based on the output method of performance. Shipments occur at various times throughout the year and the volume of publications shipped could fluctuate from quarter to quarter. Publications revenue in the Sandy Training & Marketing segment totaled \$0.5 million during the third quarter of 2010 compared to \$2.7 million during the third quarter of 2009.

*Gross Profit*

| (Dollars in thousands)     | 2010      |           | Three months ended<br>September 30, |           | 2009 |           |
|----------------------------|-----------|-----------|-------------------------------------|-----------|------|-----------|
|                            |           | % Revenue |                                     | % Revenue |      | % Revenue |
| Manufacturing & BPO        | \$ 5,928  | 15.4%     | \$ 3,728                            | 14.8%     |      |           |
| Process & Government       | 1,546     | 14.4%     | 1,882                               | 14.6%     |      |           |
| Energy                     | 1,841     | 33.5%     | 1,590                               | 29.7%     |      |           |
| Sandy Training & Marketing | 1,912     | 16.8%     | 1,688                               | 15.9%     |      |           |
|                            | \$ 11,227 | 17.0%     | \$ 8,888                            | 16.4%     |      |           |

Manufacturing & BPO gross profit of \$5.9 million or 15.4% of revenue for the third quarter of 2010 increased by \$2.2 million or 59% when compared to gross profit of \$3.7 million or 14.8% of revenue for the third quarter of 2009. Approximately \$1.8 million of the increase in gross profit is attributable to the acquisitions we completed in 2009 and 2010. In addition, the remaining increase in gross profit was primarily due to increased BPO and training services in 2010 noted above.

Process & Government gross profit of \$1.5 million or 14.4% of revenue for the third quarter of 2010 decreased by \$0.3 million or 17.9% when compared to gross profit of \$1.9 million or 14.6% of revenue for the third quarter of 2009 primarily due to the revenue decreases discussed above.

Energy group gross profit of \$1.8 million or 33.5% of revenue for the third quarter of 2010 increased by \$0.3 million or 15.8% when compared to gross profit of \$1.6 million or 29.7% of revenue for the third quarter of 2009. The increase in gross profit and gross profit as a percentage of revenue is due to certain projects completed ahead of schedule and certain projects running at a higher profit than in 2009.

Sandy Training and Marketing gross profit of \$1.9 million or 16.8% of revenue for the third quarter of 2010 increased by \$0.2 million or 13.3% when compared to gross profit of \$1.7 million or 15.9% of revenue for the third quarter of 2009. The increase in gross profit as a percentage of revenue is primarily due to the receipt of funding and recognition of revenue in the third quarter on certain training projects performed in the second quarter and certain training and launch projects running at a higher margin than in 2009.



Table of Contents

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased \$0.6 million or 10.6% from \$5.2 million for the third quarter of 2009 to \$5.8 million for the third quarter of 2010. The increase is primarily due to increased amortization expense related to intangible assets acquired of \$0.2 million and increased labor and benefits expense related to the acquisitions we completed in 2009 and 2010.

*Change in Fair Value of Contingent Consideration*

During the three months ended September 30, 2010, we recognized a \$0.1 million net loss on the change in fair value of contingent consideration related to acquisitions we completed in 2009 and 2010. Effective January 1, 2009, we adopted Accounting Standards Codification ( ASC ) Topic 805, *Business Combinations* ( Topic 805 ), which requires that contingent consideration be recognized at fair value on the acquisition date, and re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. We estimate the fair value of contingent consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement. We believe our estimates and assumptions are reasonable, however, there is significant judgment involved. At each reporting date, the contingent consideration obligation is revalued to estimated fair value and changes in fair value subsequent to the acquisitions are reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, our operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria. See Note 4 to the Condensed Consolidated Financial Statements for a detailed discussion of the acquisitions we completed subsequent to the adoption of Topic 805 in 2009 and the changes in fair value of contingent consideration during the three and nine months ended September 30, 2010.

*Interest Expense*

Interest expense was consistent at \$0.1 million for both the third quarters of 2010 and 2009.

*Other Income*

Other income was \$0.1 million for both the third quarters of 2010 and 2009 and consisted primarily of income from a joint venture offset by a foreign currency loss in both years.

*Income Tax Expense*



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Income tax expense was \$2.3 million for the third quarter of 2010 compared to \$1.7 million for the third quarter of 2009. The increase in income tax expense compared to 2009 is due to an increase in income before income tax expense for the third quarter of 2010 compared to the third quarter of 2009. The effective income tax rate was 42.8% and 46.7% for the three months ended September 30, 2010 and 2009, respectively. The decrease in the effective income tax rate is primarily due to an increase in projected income before income taxes for 2010 compared to 2009 and a larger portion of our 2010 income expected to be derived from foreign jurisdictions which are taxed at lower rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the federal and state statutory rates, permanent differences, and other items that may have an impact on income tax expense.

Table of Contents**Nine Months ended September 30, 2010 Compared to the Nine Months ended September 30, 2009**

For the nine months ended September 30, 2010, we had income before income tax expense of \$14.7 million compared to a loss before income tax expense of \$0.2 million for the nine months ended September 30, 2009. The increase in income was primarily due to a goodwill and intangible asset impairment loss of \$10.2 million recognized during the second quarter of 2009 which did not recur in 2010. The increase also included a \$1.5 million gain on the change in estimated fair value of contingent consideration for the nine months ended September 30, 2010 related to acquisitions, which is discussed further below and in Note 4 to the Condensed Consolidated Financial Statements. Excluding these items, we had an increase in operating income of \$3.1 million during the nine months ended September 30, 2010, the components of which are discussed below. Net income was \$8.5 million, or \$0.45 per diluted share, for the nine months ended September 30, 2010, compared to net loss of \$3.2 million, or \$(0.20) per diluted share, for the nine months ended September 30, 2009.

*Revenue*

| (Dollars in thousands)     | Nine months ended |                       |
|----------------------------|-------------------|-----------------------|
|                            | 2010              | September 30,<br>2009 |
| Manufacturing & BPO        | \$ 105,916        | \$ 69,957             |
| Process & Government       | 32,040            | 40,057                |
| Energy                     | 16,564            | 16,893                |
| Sandy Training & Marketing | 34,587            | 34,540                |
|                            | \$ 189,107        | \$ 161,447            |

Manufacturing & BPO revenue increased \$36.0 million or 51.4% during the nine months ended September 30, 2010 compared to the same period in 2009. The increase in revenue is due to the following:

- \$25.2 million increase in revenue attributable to acquisitions completed during 2009 and 2010, which includes \$7.8 million for Milsom, \$3.6 million for Option Six, \$9.6 million for PerformTech and \$4.2 million for Marton House;
- \$4.2 million net increase in training BPO revenue primarily due to new projects with existing BPO clients in 2010;
- \$4.1 million net increase in e-Learning revenue primarily due to a new content development contract awarded by a global software client during 2009;
- \$1.4 million increase in e-Learning sales training for a large pharmaceutical company;

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- \$1.0 million net increase in revenue from our UK operations, excluding the increase attributable to the Marton House and Milsom acquisitions, due to an increase in BPO and other training services and offset in part by a decline in UK government funded training; and
- \$0.1 million net increase in revenue due to increased training services for various clients.

Process & Government revenue decreased \$8.0 million or 20% during the nine months ended September 30, 2010 compared to the same period in 2009. The decrease in revenue is due to the following:

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### Table of Contents

- \$3.9 million net decrease relating to construction projects for liquefied natural gas (LNG) fueling station facilities due to the completion of a large project in 2009; and
- \$4.1 million net decrease in revenue from various contracts primarily related to homeland security / first responder training services, environmental engineering and other technical services, largely due to contract completions during 2009.

Energy group revenue decreased \$0.3 million or 1.9% during the nine months ended September 30, 2010 compared to the same period in 2009 due to a net decrease in training services for energy customers.

Sandy Training & Marketing revenue remained relatively flat during the nine months ended September 30, 2010 compared to the same period in 2009. The slight increase consisted of the following offsetting items:

- \$5.5 million increase in revenue primarily due to an increase in training services for new vehicle launch and other programs for various automotive customers;
- \$1.7 million increase in glove box portfolio revenue due to the addition of products in 2010 and increased vehicle sales volume;
- \$3.4 million decrease in publication revenue due to the elimination of vehicle brands and a reduction in dealerships which resulted in lower publication volume. We experience quarterly fluctuations in revenue and income related to Sandy's publications business, since revenue and cost on publication contracts are recognized in the period in which the publications ship, based on the output method of performance. Shipments occur at various times throughout the year and the volume of publications shipped could fluctuate from quarter to quarter; and
- \$3.8 million net decrease in revenue from product sales trainer programs primarily due to a reduction in the number of trainers required and a reduction in related in-dealership training programs.

### *Gross Profit*

| (Dollars in thousands) | 2010      |           | Nine months ended<br>September 30, |           | 2009     |           |
|------------------------|-----------|-----------|------------------------------------|-----------|----------|-----------|
|                        | \$        | % Revenue | \$                                 | % Revenue | \$       | % Revenue |
| Manufacturing & BPO    | \$ 15,949 | 15.1%     | \$ 9,519                           | 13.6%     | \$ 9,519 | 13.6%     |
| Process & Government   | 5,032     | 15.7%     | 6,162                              | 15.4%     | 6,162    | 15.4%     |

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|                            |           |       |           |       |
|----------------------------|-----------|-------|-----------|-------|
| Energy                     | 4,791     | 28.9% | 4,549     | 26.9% |
| Sandy Training & Marketing | 4,349     | 12.6% | 4,882     | 14.1% |
|                            | \$ 30,121 | 15.9% | \$ 25,112 | 15.6% |

Manufacturing & BPO gross profit of \$15.9 million or 15.1% of revenue for the nine months ended September 30, 2010 increased by \$6.4 million or 67.5% when compared to gross profit of \$9.5 million or 13.6% of revenue for the same period in 2009. Approximately \$3.7 million of the increase in gross profit dollars is attributable to the acquisitions we completed in 2009 and 2010. In addition, the remaining increases in gross profit and improved margins as a percentage of revenue were primarily due to increased BPO and training services in 2010 noted above.

Table of Contents

Process & Government gross profit of \$5.0 million or 15.7% of revenue for the nine months ended September 30, 2010 decreased by \$1.1 million or 18.3% when compared to gross profit of \$6.2 million or 15.4% of revenue for the same period in 2009 primarily due to the revenue decreases discussed above.

Energy group gross profit of \$4.8 million or 28.9% of revenue for the nine months ended September 30, 2010 increased by \$0.2 million or 5.3% compared to gross profit of \$4.5 million or 26.9% of revenue for the same period in 2009. The increase in gross margin is due to an increase in profitability on certain training projects for energy customers in 2010 compared to 2009.

Sandy Training and Marketing gross profit of \$4.3 million or 12.6% of revenue for the nine months ended September 30, 2010 decreased by \$0.5 million or 10.9% when compared to gross profit of \$4.9 million or 14.1% of revenue for the same period in 2009. The decrease in gross profit dollars is primarily due to the revenue decreases discussed above. In addition, gross profit as a percentage of revenue decreased in this segment in 2010 compared to the same period in 2009, primarily due to a reduction in higher margin trainer revenue and a reduction in publications profit as a result of a decline in volume.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased \$1.9 million or 12.8% from \$15.3 million for the nine months ended September 30, 2009 to \$17.2 million for the same period in 2010. The increase is primarily due to a \$0.4 million restructuring charge recognized during the second quarter of 2010 related to facility leases in the United Kingdom, \$0.8 million of increased amortization expense related to intangible assets acquired and increased labor and benefits expense related to the acquisitions we completed in 2009 and 2010.

*Change in Fair Value of Contingent Consideration*

During the nine months ended September 30, 2010, we recognized a \$1.5 million net gain on the change in fair value of contingent consideration related to acquisitions we completed in 2009 and 2010. Effective January 1, 2009, we adopted Topic 805, which requires that contingent consideration be recognized at fair value on the acquisition date, and re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. We estimate the fair value of contingent consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement. We believe our estimates and assumptions are reasonable, however, there is significant judgment involved. At each reporting date, the contingent consideration obligation will be revalued to estimated fair value and changes in fair value subsequent to the acquisitions will be reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, our operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria. See Note 4 to the Condensed Consolidated Financial Statements for a detailed discussion of the acquisitions we completed subsequent to the adoption of Topic 805 in 2009 and the changes in fair value of contingent consideration during the three and nine months ended September 30, 2010.

*Interest Expense*

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Interest expense was consistent at approximately \$0.2 million for both the nine months ended September 30, 2010 and 2009.

Table of Contents

*Other Income*

Other income was \$0.4 million for the nine months ended September 30, 2010 compared to \$0.3 million for the same period in 2009 and consisted primarily of income from a joint venture offset by a foreign currency loss in both years.

*Income Tax Expense*

Income tax expense was \$6.2 million for the nine months ended September 30, 2010 compared to \$3.0 million for the same period in 2009. The increase in income tax expense compared to 2009 is due in part to a \$1.5 million income tax benefit recognized in the second quarter of 2009 related to the \$10.2 million goodwill and intangible asset impairment loss which did not recur in 2010. The increase is also due to an increase in income before income tax expense for the nine months ended September 30, 2010 compared to the same period in 2009. Excluding the impact of the impairment loss in 2009, the effective income tax rate was 42.4% and 45.4% for the nine months ended September 30, 2010 and 2009, respectively. The decrease in the effective income tax rate is primarily due to an increase in projected income before income taxes for 2010 compared to 2009 and a larger portion of our 2010 income expected to be derived from foreign jurisdictions which are taxed at lower rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the federal and state statutory rates, permanent differences, and other items that may have an impact on income tax expense.

**Liquidity and Capital Resources**

*Working Capital*

For the nine months ended September 30, 2010, our working capital increased \$8.3 million from \$37.4 million at December 31, 2009 to \$45.7 million at September 30, 2010. We believe that cash generated from operations and borrowings available under the General Physics Credit Agreement (\$27.5 million of available borrowings as of September 30, 2010), will be sufficient to fund our working capital and other requirements for at least the next twelve months.

*Acquisition-Related Payments*

On April 1, 2010, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. ( GPUK ) completed the acquisition of Marton House PLC ( Marton House ), a provider of custom e-Learning content development with expertise in leadership and product sales training. GPUK acquired 100% ownership of Marton House for a purchase price of approximately \$2.7 million in cash. In addition, the purchase agreement requires GPUK to pay up to an additional \$3.8 million, of which \$1.3 million would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Marton House achieving certain earnings targets during those periods, as defined in the purchase agreement. Marton House is included in the Manufacturing & BPO segment and the results of its operations have been included in the consolidated financial statements since April 1, 2010.





Table of Contents

We may be required to pay the following additional contingent consideration in connection with acquisitions we previously completed (dollars in thousands):

| Acquisition:   | Maximum contingent consideration due in |          |           |           | Total    | Accrued Liability as of Sept. 30, 2010 |
|----------------|-----------------------------------------|----------|-----------|-----------|----------|----------------------------------------|
|                | 2010                                    | 2011     | 2012-2013 |           |          |                                        |
| Milsom *       | \$ 791                                  | \$ 1,186 | \$ 1,186  | \$ 3,163  | \$ 2,305 |                                        |
| Option Six *   |                                         | 1,000    | 1,000     | 2,000     | 357      |                                        |
| PerformTech *  |                                         | 2,500    | 2,000     | 4,500     | 623      |                                        |
| Marton House * |                                         | 1,265    | 2,529     | 3,794     | 1,917    |                                        |
| Other          |                                         | 514      | 608       | 1,122     |          |                                        |
| Total          | \$ 791                                  | \$ 6,465 | \$ 7,323  | \$ 14,579 | \$ 5,202 |                                        |

\* In accordance with Topic 805, contingent consideration is recorded at estimated fair value as of the acquisition date (for acquisitions on or after January 1, 2009) and is re-measured each reporting period with any subsequent adjustments recognized in earnings.

***Significant Customers & Concentration of Credit Risk***

We have a concentration of revenue from General Motors and its affiliates ( General Motors ) as well as a market concentration in the automotive sector. For the nine months ended September 30, 2010 and 2009, revenue from General Motors accounted for approximately 12% and 17%, respectively, of our consolidated revenue, and revenue from the automotive industry accounted for approximately 18% and 23%, respectively, of our consolidated revenue. As of September 30, 2010, accounts receivable from General Motors totaled \$4.7 million. No other customer accounted for more than 10% of our revenue during the nine months ended September 30, 2010 or accounts receivable as of September 30, 2010.

We have a concentration of revenue from the United States government. For the nine months ended September 30, 2010 and 2009, sales to the United States government and its agencies represented approximately 23% of our consolidated revenue for both periods. Revenue was derived from many separate contracts with a variety of government agencies that are regarded by us as separate customers.

We also conduct our business outside of the United States in over 30 countries primarily through General Physics wholly owned subsidiaries located in the United Kingdom, France, Germany, Canada, Mexico, Singapore, Malaysia, China and India. Through these subsidiaries, we are capable of providing substantially the same services and products as are available to clients in the United States, although modified as appropriate to address the language, business practices and cultural factors unique to each client and country. In combination with our subsidiaries, we are able to coordinate the delivery to multi-national clients of services and products that achieve consistency on a global, enterprise-wide basis. Revenue from operations outside the United States represented approximately 18% of our consolidated revenue for the three and nine months ended September 30, 2010.

Table of Contents

*Cash Flows*

**Nine Months ended September 30, 2010 Compared to the Nine Months ended September 30, 2009**

The Company's cash balance increased \$19.3 million from \$10.8 million as of December 31, 2009 to \$30.1 million as of September 30, 2010. The increase in cash and cash equivalents during the nine months ended September 30, 2010 resulted from cash provided by operating activities of \$23.1 million, cash used in investing activities of \$3.3 million, and cash used in financing activities of \$0.5 million.

Cash provided by operating activities was \$23.1 million for the nine months ended September 30, 2010 compared to \$10.1 million for the same period in 2009. The increase in cash provided by operating activities is primarily due to an increase in net income after non-cash add backs to net income and favorable changes in working capital during the nine months ended September 30, 2010 compared to the same period in 2009.

Cash used in investing activities was \$3.3 million for the nine months ended September 30, 2010 compared to \$6.2 million for the same period in 2009. Fixed asset additions were consistent year over year at \$0.6 million for both periods. During 2010, we used \$2.7 million of cash for the acquisition of Marton House offset by a \$0.5 million PerformTech post-closing adjustment and paid \$0.5 million for the deferred payment of the 2008 acquisition of Performance Consulting Services, Inc. ( PCS ). During 2009, we used \$2.2 million of cash for the acquisition of Milsom and \$3.3 million of cash for deferred acquisition payments, which included \$2.5 million of contingent consideration paid for the 2007 acquisition of Sandy Corporation and \$0.8 million of deferred payments for the 2008 acquisition of PCS.

Cash used in financing activities was \$0.5 million for the nine months ended September 30, 2010 compared to \$4.0 million for the same period in 2009. The decrease in cash used in financing activities is primarily due to a decrease of \$1.9 million of cash used for share repurchases during the nine months ended September 30, 2010 compared to the same period in 2009 and the repayment of short-term borrowings of \$2.0 million during 2009 compared to no borrowings or repayments in 2010 and a \$0.3 million decrease in the change in negative cash book balances.

*Short-term Borrowings*

General Physics has a \$35 million Amended Financing and Security Agreement (the Credit Agreement ) with a bank that expires on October 31, 2012, with annual renewal options, and is secured by certain assets of General Physics. The maximum interest rate on borrowings under the Credit Agreement is at the daily LIBOR Market Index Rate plus 2.25%. Based upon the financial performance of General Physics, the interest rate can be reduced. As of September 30, 2010, the rate was LIBOR plus 1.25%. The Credit Agreement contains covenants with respect to General Physics' minimum tangible net worth, total liabilities ratio, leverage ratio, interest coverage ratio and its ability to make capital expenditures. General Physics was in compliance with all loan covenants under the Credit Agreement as of September 30, 2010. The Credit Agreement also contains certain restrictive covenants regarding future acquisitions, incurrence of debt and the payment of dividends. The Credit Agreement permits General Physics to provide GP Strategies up to \$10 million of cash to repurchase shares of its outstanding common stock in the open market. There was \$6.6 million remaining available for future share repurchases under the \$10 million authorized amount as of September 30, 2010. General Physics is otherwise currently restricted from paying dividends or management fees to the Company in excess of \$1.0 million in any year. As of September 30, 2010, there were no borrowings outstanding and \$27.5 million of available borrowings under the Credit Agreement, based upon 80% of eligible accounts receivable and 80% of eligible unbilled receivables.



Table of Contents

**Off-Balance Sheet Arrangements Guarantees**

Subsequent to the spin-off of National Patent Development Corporation ( NPDC ) in 2004, we continued to guarantee certain operating leases for the Connecticut and New Jersey warehouses of Five Star Products, Inc. ( Five Star ). In connection with the spin-off of NPDC, NPDC agreed to assume our obligation under such guarantees, to use commercially reasonable efforts to cause us to be released from each such guaranty, and to hold us harmless from all claims, expenses and liabilities connected with the leases or NPDC 's breach of any agreements effecting the spin-off. In 2009, we received confirmation from the landlord that we were released from the guarantee on the Connecticut warehouse lease. We have not received confirmation that we have been released from the guarantee of the New Jersey warehouse. The annual rent obligation for the New Jersey warehouse is currently believed to be approximately \$1.5 million and the lease is scheduled to end in 2011. We do not expect to incur any material payments associated with these guarantees, and as such, no liability is reflected in the consolidated balance sheets.

**Accounting Standards Issued**

ASU No. 2009-13 Multiple Deliverable Revenue Arrangements

In October 2009, the FASB issued Accounting Standards Update ( ASU ) No. 2009-13, *Revenue Recognition ( ASC Topic 605 ) - Multiple-Deliverable Revenue Arrangements*, a consensus of the FASB Emerging Issues Task Force ( ASU No. 2009-13 ). ASU No. 2009-13 amends guidance included within ASC Topic 605-25 to require an entity to use an estimated selling price when vendor specific objective evidence or acceptable third party evidence does not exist for any products or services included in a multiple element arrangement. The arrangement consideration should be allocated among the products and services based upon their relative selling prices, thus eliminating the use of the residual method of allocation. ASU No. 2009-13 also requires expanded qualitative and quantitative disclosures regarding significant judgments made and changes in applying this guidance. ASU No. 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption and retrospective application are also permitted. The Company is currently evaluating the impact of adopting the provisions of ASU No. 2009-13.

**Forward-Looking Statements**

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward looking statements. Forward looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. We use words such as expects, intends, believes, may, will, should, could, anticipates, estimates, plan, expressions to indicate forward-looking statements, but their absence does not mean a statement is not forward-looking. Because these forward-looking statements are based upon management 's expectations and assumptions and are subject to risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, but not limited to, those factors set forth in Item 1A - Risk Factors of the Company 's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and those other risks and uncertainties detailed in our periodic reports and registration statements filed with the Securities and Exchange Commission. We caution that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the effect, if any, of the new risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ from those expressed or implied by these forward-looking statements.



Table of Contents

If any one or more of these expectations and assumptions proves incorrect, actual results will likely differ materially from those contemplated by the forward-looking statements. Even if all of the foregoing assumptions and expectations prove correct, actual results may still differ materially from those expressed in the forward-looking statements as a result of factors we may not anticipate or that may be beyond our control. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. We do not undertake to update any forward-looking statements made by us, whether as a result of new information, future events or otherwise. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report.

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and under the Securities Exchange Act of 1934 ( Exchange Act )) designed to provide reasonable assurance that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms. Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective in providing reasonable assurance of the achievement of the objectives described above.

*Internal Control Over Financial Reporting*

During the quarter ended September 30, 2010, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

On May 27, 2010, General Physics Corporation filed a complaint in U.S. District Court for the Eastern District of Michigan seeking a declaratory judgment regarding its status as an occupant of two floors in a building previously leased by Lear Corporation ( Lear ) and its obligation to pay rent. General Physics had entered into a sublease with Lear in 2008 for a term scheduled to end in March 2015. In July 2009, Lear filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code and subsequently obtained approval of the Bankruptcy Court to reject both the building lease and the sublease with General Physics. General Physics has sought unsuccessfully to enter into a direct lease with the building owner and the building owner, Osprey-Troy Officentre, LLC ( Osprey ), has claimed rights through Lear and threatened legal action if General Physics vacates the building and ceases to pay rent under the sublease. General Physics believes that the sublease was terminated and that it is a tenant-at-sufferance in the building, no longer bound by the sublease and obligated to pay only the reasonable rental value of the space it occupies. Osprey has asked the Court to deny the relief requested by General Physics. Both parties have requested an expedited hearing.

**Item 1A. Risk Factors**

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table provides information about the Company's share repurchase activity for the three months ended September 30, 2010:

| Month                | Issuer Purchases of Equity Securities |                              |                                                                        |                                                                                |
|----------------------|---------------------------------------|------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                      | Total number of shares purchased      | Average price paid per share | Total number of shares purchased as part of publicly announced program | Approximate dollar value of shares that may yet be purchased under the program |
| July 1-31, 2010      | 5,600                                 | \$ 6.80                      | 5,600(2)                                                               | \$ 2,119,000                                                                   |
| August 1-31, 2010    | 37(1)                                 | \$ 7.41                      |                                                                        | \$ 2,119,000                                                                   |
| September 1-30, 2010 |                                       |                              |                                                                        | \$ 2,119,000                                                                   |

(1) Includes 37 shares surrendered to satisfy tax withholding obligations on restricted stock units which vested during August 2010.

(2) Represents shares repurchased in the open market in connection with our share repurchase program under which we may repurchase shares of our common stock from time to time in the open market subject to prevailing business and market conditions and other factors. There



is no expiration date for the repurchase program.

Table of Contents

**Item 6. Exhibits**

- 31.1 Certification of Chief Executive Officer of the Company dated November 4, 2010 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Executive Vice President and Chief Financial Officer of the Company dated November 4, 2010 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.\*
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer of the Company dated November 4, 2010 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

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\*Filed herewith

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GP STRATEGIES CORPORATION

November 4, 2010

/s/ Scott N. Greenberg  
Scott N. Greenberg  
*Chief Executive Officer*

/s/ Sharon Esposito-Mayer  
Sharon Esposito-Mayer  
*Executive Vice President and Chief Financial Officer*