

SCHEDULE 1

MDC PARTNERS INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(US\$ in 000s, except share and per share amounts)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2008	2007	2008	2007
Revenue	\$144,708	\$152,092	\$584,648	\$533,883
Operating Expenses				
Cost of services sold	99,735	96,363	392,145	343,297
Office and general expenses	35,001	37,115	137,755	138,234
Depreciation and amortization	8,615	7,657	34,404	28,975
	<u>143,351</u>	<u>141,135</u>	<u>564,304</u>	<u>510,506</u>
Operating Income	1,357	10,957	20,344	23,377
Other Income (Expenses)				
Gain (Loss) on sale of assets and other	23	858	(14)	3,165
Foreign exchange gain (Loss)	7,675	(122)	13,257	(7,192)
Interest expense	(3,858)	(3,965)	(14,998)	(13,801)
Interest income	393	532	1,743	2,702
Income (Loss) from Continuing Operations Before Income Taxes, Equity in Affiliates and Minority Interests	<u>5,590</u>	<u>8,260</u>	<u>20,332</u>	<u>8,251</u>
Income Taxes (Expense) Recovery	<u>4,018</u>	<u>(9,290)</u>	<u>(2,397)</u>	<u>(6,081)</u>
Income (Loss) from Continuing Operations Before Equity in Affiliates and Minority Interests	9,608	(1,030)	17,935	2,170
Equity in Earnings of Non-consolidated Affiliates	59	30	349	165
Minority Interests in Income of Consolidated Subsidiaries	<u>(1,601)</u>	<u>(5,597)</u>	<u>(8,136)</u>	<u>(20,517)</u>
Income (Loss) From Continuing Operations	8,066	(6,597)	10,148	(18,182)
Loss from Discontinued Operations	<u>(3,317)</u>	<u>(1,589)</u>	<u>(10,015)</u>	<u>(8,173)</u>
Net Income (Loss)	<u>\$4,749</u>	<u>(\$8,186)</u>	<u>\$133</u>	<u>(\$26,355)</u>
Income (Loss) Per Common Share				
Basic:				
Continuing Operations	\$0.30	(\$0.25)	\$0.38	(\$0.73)
Discontinued Operations	<u>(\$0.12)</u>	<u>(\$0.06)</u>	<u>(0.37)</u>	<u>(0.32)</u>
Net Income (Loss)	<u>\$0.18</u>	<u>(\$0.31)</u>	<u>\$0.01</u>	<u>(\$1.05)</u>
Income (Loss) Per Common Share				
Diluted:				
Continuing Operations	\$0.29	(\$0.25)	\$0.37	(\$0.73)
Discontinued Operations	<u>(\$0.11)</u>	<u>(\$0.06)</u>	<u>(0.36)</u>	<u>(0.32)</u>
Net Income (Loss)	<u>\$0.18</u>	<u>(\$0.31)</u>	<u>\$0.01</u>	<u>(\$1.05)</u>
Weighted Average Number of Common Shares:				
Basic	26,896,938	25,998,879	26,765,839	25,000,582
Diluted	30,111,225	25,998,879	27,430,162	25,000,582

**SCHEDULE 2**

**MDC PARTNERS INC.  
RECONCILIATION OF OPERATING INCOME (LOSS) TO EBITDA\*  
(US\$ in 000s)**

*For the Three Months Ended December 31, 2008*

	<b>Strategic Marketing Services</b>	<b>Customer Relationship Management</b>	<b>Specialized Communication Services</b>	<b>Corporate</b>	<b>Total</b>
Revenue	\$86,986	\$29,792	\$27,930	-	\$144,708
Operating Income (Loss) as Reported	\$6,577	(\$1,938)	\$2,406	(\$5,688)	\$1,357
Add:					
Depreciation and amortization	5,970	1,800	649	196	8,615
Stock-based compensation	4,669	2,318	634	1,126	8,747
EBITDA *	17,216	2,180	3,689	(4,366)	18,719
Less: Minority Interests	(692)	(20)	(889)	-	(1,601)
MDC's Share of EBITDA**	\$16,524	\$2,160	\$2,800	(\$4,366)	\$17,118

\* EBITDA is a non-GAAP measure, but as shown above it represents operating income (loss) plus depreciation and amortization, and stock-based compensation.

\*\* MDC's Share of EBITDA is a non-GAAP measure, but as shown above it represents operating income (loss) plus depreciation and amortization and stock-based compensation less minority interests.

**MDC PARTNERS INC.  
RECONCILIATION OF OPERATING INCOME (LOSS) TO EBITDA\*  
(US\$ in 000s)**

*For the Three Months Ended December 31, 2007*

	<b>Strategic Marketing Services</b>	<b>Customer Relationship Management</b>	<b>Specialized Communication Services</b>	<b>Corporate</b>	<b>Total</b>
Revenue	\$84,009	\$33,824	\$34,259	-	\$152,092
Operating Income (Loss) as Reported	\$9,360	\$1,339	\$5,724	(\$5,466)	\$10,957
Add:					
Depreciation and amortization	5,310	1,729	528	90	7,657
Stock-based compensation	3,677	22	125	1,049	4,873
EBITDA*	18,347	3,090	6,377	(4,327)	23,487
Less: Minority Interests	(3,521)	(53)	(2,023)	-	(5,597)
MDC's Share of EBITDA**	\$14,826	\$3,037	\$4,354	(\$4,327)	\$17,890

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**SCHEDULE 3**

**MDC PARTNERS INC.  
RECONCILIATION OF OPERATING INCOME (LOSS) TO EBITDA\*  
(US\$ in 000s)**

*For the Twelve Months Ended December 31, 2008*

	<b>Strategic Marketing Services</b>	<b>Customer Relationship Management</b>	<b>Specialized Communication Services</b>	<b>Corporate</b>	<b>Total</b>
Revenue	\$333,370	\$133,970	\$117,308	-	\$584,648
Operating Income (Loss) as Reported	\$25,252	\$2,744	\$10,371	(\$18,023)	\$20,344
Add:					
Depreciation and amortization	24,055	7,350	2,598	401	34,404
Stock-based compensation	6,162	2,416	1,281	4,578	14,437
EBITDA *	55,469	12,510	14,250	(13,044)	69,185
Less: Minority Interests	(4,402)	(266)	(3,468)	-	(8,136)
MDC's Share of EBITDA**	\$51,067	\$12,244	\$10,782	(\$13,044)	\$61,049

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**MDC PARTNERS INC.  
RECONCILIATION OF OPERATING INCOME (LOSS) TO EBITDA\*  
(US\$ in 000s)**

*For the Twelve Months Ended December 31, 2007*

	<b>Strategic Marketing Services</b>	<b>Customer Relationship Management</b>	<b>Specialized Communication Services</b>	<b>Corporate</b>	<b>Total</b>
Revenue	\$307,236	\$112,958	\$113,689	-	\$533,883
Operating Income (Loss) as Reported	\$29,288	\$3,338	\$13,157	(\$22,406)	\$23,377
Add:					
Depreciation and amortization	20,275	6,488	1,954	258	28,975
Stock-based compensation	5,194	91	489	4,443	10,217
EBITDA*	54,757	9,917	15,600	(17,705)	62,569
Less: Minority Interests	(15,653)	(122)	(4,742)	-	(20,517)
MDC's Share of EBITDA**	\$39,104	\$9,795	\$10,858	(\$17,705)	\$42,052

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\*\* MDC's Share of EBITDA is a non-GAAP measure, but as shown above it represents operating income (loss) plus depreciation and amortization and stock-based compensation less minority interests.

**SCHEDULE 4**

**MDC PARTNERS INC.  
FREE CASH FLOW  
(US\$ in 000s)**

	<b>Three Months Ended December 31,</b>		<b>Twelve Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
MDC EBITDA	\$17,118	\$17,890	\$61,049	\$42,052
Capital Expenditures	(3,963)	(4,980)	(14,395)	(19,453)
Cash Taxes	(101)	(11)	(1,037)	(1,216)
Cash Interest, net	(3,874)	(4,676)	(12,724)	(13,245)
Free Cash Flow	\$9,180	\$8,223	\$32,893	\$8,138

**SCHEDULE 5**

**MDC PARTNERS INC.  
CONSOLIDATED BALANCE SHEETS  
(US\$ in 000s)**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$41,331	\$10,410
Accounts receivable, net	106,954	135,260
Expenditures billable to clients	16,949	19,409
Prepaid expenses	5,240	5,937
Other current assets	5,270	2,422
Total Current Assets	<u>175,744</u>	<u>173,438</u>
Fixed assets, net	44,021	47,440
Investment in affiliates	1,593	1,434
Goodwill	238,214	217,726
Other intangible assets, net	46,852	55,399
Deferred tax assets	11,926	9,175
Other assets	10,889	16,086
Total Assets	<u>\$529,239</u>	<u>\$520,698</u>
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities:		
Accounts payable	\$75,360	\$65,839
Accrued and other liabilities	53,199	74,668
Advance billings, net	50,053	50,988
Current portion of long term debt	1,546	1,796
Deferred acquisition consideration	7,677	2,511
Total Current Liabilities	<u>187,835</u>	<u>195,802</u>
Revolving credit facility	9,701	1,901
Long-term debt	133,305	115,662
Convertible notes	36,946	45,395
Other liabilities	6,949	8,267
Deferred tax liabilities	4,700	819
Total Liabilities	<u>379,436</u>	<u>367,846</u>
Minority Interests	<u>22,622</u>	<u>24,919</u>
Shareholders' Equity:		
Common stock	213,534	207,959
Share capital to be issued	-	214
Additional paid in capital	33,470	26,743
Accumulated deficit	(112,836)	(112,969)
Stock subscription receivable	(354)	(357)
Accumulated other comprehensive income	(6,633)	6,343
Total Shareholders' Equity	<u>127,181</u>	<u>127,933</u>
Total Liabilities and Shareholders' Equity	<u>\$529,239</u>	<u>\$520,698</u>

**SCHEDULE 6**

**MDC PARTNERS INC.  
SUMMARY CASH FLOW DATA  
(US\$ in 000s)**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Cash flows from continuing operating activities	\$ 60,945	\$ 3,124
Discontinued operations	<u>(3,499)</u>	<u>1,008</u>
Net cash provided by operating activities	\$ 57,446	\$ 4,132
Net cash used in investing activities	\$ (50,186)	\$ (60,914)
Net cash provided by financing activities	\$ 23,510	\$ 60,929