UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 16, 2008

MASTEC, INC.
(Exact Name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction of Incorporation)

Florida	**0-08106**	**65-0829355**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134
(Address of Principal Executive Offices) (Zip Code)

(305) 599-1800
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

The purpose of this Form 8-K/A is to amend the Current Report on Form 8-K filed by MasTec, Inc. on December 18, 2008 (the "Original 8-K") to include or incorporate the financial statements related to the Wanzek (as defined below) acquisition required by Item 9.01 of Form 8-K. This Form 8-K/A effects no other changes. For the convenience of the reader all of the information previously contained in the Original 8-K is reproduced below.

ITEM 1.01 Entry into a Material Definitive Agreement.

ITEM 2.01 Completion of Acquisition or Disposition of Assets.

ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On December 16, 2008 (the "Closing Date"), MasTec, Inc., a Florida corporation ("MasTec"), through its wholly-owned subsidiary, MasTec North America, Inc., a Florida corporation (the "Buyer"), consummated its acquisition (the "Acquisition") of all of the issued and outstanding shares of capital stock (the "Shares") of Wanzek Construction, Inc., a North Dakota corporation ("Wanzek"), pursuant to that certain Stock Purchase Agreement, dated as of October 4, 2008 (the "Original Purchase Agreement"), by and among the Buyer, MasTec, Wanzek and the shareholders of Wanzek (the "Sellers"), as amended by that certain First Amendment to Stock Purchase Agreement (the "First Amendment"), dated as of December 2, 2008, and that certain Second Amendment to Stock Purchase Agreement, dated as of December 16, 2008 (the "Second Amendment", and, together with the Original Purchase Agreement and the First Amendment, the "Purchase Agreement").

On the Closing Date, the Buyer paid to the Sellers the purchase price for the Shares, composed of: (i) $50 million in cash; (ii) 7.5 million newly-issued shares (the "Consideration Shares") of MasTec common stock ("Common Stock"); (iii) 8% convertible notes in the aggregate principal amount of $55 million, due December 2013 with interest payments payable in April, August, and December of each year, commencing in April 2009 (the "Convertible Notes"); (iv) the assumption of approximately $15 million of Wanzek's debt; and (v) a two-year earn-out equal to 50% of Wanzek's EBITDA in excess of $40 million per year.

The Convertible Notes are convertible into shares of Common Stock (any such shares, "Conversion Shares"), at the holder's election, at a conversion price of $12 per share; provided, however, that in no event may the holder convert all or any portion of the Convertible Note if, subsequent to such conversion, the holder, including its affiliates, would beneficially own 10% or more of the issued and outstanding shares of Common Stock. After one year, and subject to the holder's conversion right and the consent of the Agent and Required Lenders under, and as defined in, MasTec's credit facility, MasTec may redeem the Convertible Notes by payment of the principal balance, plus accrued but unpaid interest, if the average of the closing prices of the Common Stock during any thirty day period is equal to or greater than $16. The Convertible Notes contain customary events of default, which, if uncured or not subject to cure, allow the holder to declare immediately due and payable the entirety of the outstanding principal and accrued but unpaid interest.

Additionally, MasTec has entered into a registration rights agreement (the "Registration Rights Agreement") with the Sellers in respect of the Consideration Shares and the Conversion Shares. If, after the date that is six months from the Closing Date, MasTec proposes to register any of its Common Stock under the Securities Act of 1933, as amended (the "Securities Act"), in connection with a primary underwritten public offering of its securities solely for cash, then the Sellers may elect to require MasTec to include in such offering, subject to certain restrictions, the Consideration Shares and Conversion Shares.

In connection with the Acquisition, MasTec entered into a letter amendment (the "Letter Amendment") to its credit facility, which modifies the applicable margin interest rate and facility fee range. As modified, interest accrues at variable rates based, at MasTec's option, on the agent bank's base rate (as defined in the credit facility) plus a margin of between 1.25% and 1.75%, or at the LIBOR rate plus a margin of between 2.00% and 3.00%, depending on certain financial thresholds. Under the Letter Amendment, the unused facility fee ranges from 0.375% to 0.500% based on usage.

The foregoing description of the Original Purchase Agreement, the First Amendment and the Second Amendment is only a summary and is qualified in its entirety by reference to the full text of the Original Purchase Agreement, the First Amendment and the Second Amendment, of which the Original Purchase Agreement and the First Amendment have been previously filed with the SEC on October 6, 2008 as Exhibit 10.1 to MasTec's Current Report on Form 8-K and on December 3, 2008 as Exhibit 10.1 to MasTec's Current Report on Form 8-K, respectively, and the Second Amendment is filed herewith as Exhibit 10.1, and each of which is incorporated herein by reference. In addition, the foregoing description of the Registration Rights Agreement, the Convertible Notes and the Letter Amendment is only a summary and is qualified in its entirety by reference to the full text of the Registration Rights Agreement, the Letter Amendment and the form of Convertible Note, which are filed as Exhibit 10.2, Exhibit 4.1 and Exhibit 10.3, respectively, to this Current Report on Form 8-K, and each of which is hereby incorporated herein by reference.

ITEM 3.02 Unregistered Sales of Equity Securities.

On the Closing Date, the Consideration Shares and the Convertible Notes, including the Conversion Shares (each of the foregoing, together, the "Securities"), were issued in reliance upon the exemption from registration under Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder. The Securities have not been registered under the Act and are "restricted securities" as that term is defined by Rule 144 under the Securities Act.

The description of the Convertible Notes contained in Item 2.03 of this Current Report on Form 8-K is incorporated in this Item 3.02 by reference and is qualified in its entirety by reference to the full text of the Convertible Notes, a form of which is filed herewith as Exhibit 4.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

ITEM 7.01 Regulation FD Disclosure.

On December 17, 2008, MasTec issued a press release regarding the Acquisition. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" with the Securities and Exchange Commission nor incorporated by reference in any registration statement filed by the Company under the Securities Act.

ITEM 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The interim financial statements required by this Item 9.01(a) are filed herewith as Exhibit 99.2 and are hereby incorporated by reference. The annual financial statements required by this Item 9.01(a) are incorporated herein by reference to pages F-19 to F-32 of Exhibit 99.3 of MasTec's Current Report on Form 8-K which was filed with the SEC on October 6, 2008.

(b) Pro Forma Financial Information.

The financial information required by this Item 9.01(b) is filed herewith as Exhibit 99.4 and is incorporated herein by reference.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

4.1	Form of Negotiable Subordinated Convertible Note.*
10.1	Second Amendment to Stock Purchase Agreement, dated December 16, 2008, among MasTec, Inc.,

	MasTec North America, Inc., Wanzek Construction, Inc. and the shareholders of Wanzek.*
10.2	Registration Rights Agreement, dated December 16, 2008 among MasTec, Inc. and the shareholders of Wanzek.*
10.3	Letter Amendment dated December 16, 2008 among MasTec, Inc. and the other borrowers signatory thereto and Bank of America, as agent and a lender, and the other lenders signatory thereto.*
99.1	Press Release dated December 17, 2008.*
99.2	Interim Financial Statements of Business Acquired.
99.3	Annual Financial Statements of Business Acquired (incorporated by reference to the Audited Financial Statements of Wanzek Construction, Inc. included in pages F-19 to F-32 of Exhibit 99.3 of MasTec's Current Report on Form 8-K which was filed with the SEC on October 6, 2008).
99.4	Pro Forma Financial Information.

* Previously filed with the Original 8-K.

SIGNATURES

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

MASTEC, INC.

Date: February 27, 2009

By: /s/ C. Robert Campbell
Name: C. Robert Campbell
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.2	Interim Financial Statements of Business Acquired
99.4	Pro Forma Financial Information.

Exhibit 99.2

FINANCIAL STATEMENTS
SEPTEMBER 30, 2008 AND 2007

WANZEK CONSTRUCTION, INC.

WANZEK CONSTRUCTION, INC.

Table of Contents

WANZEK CONSTRUCTION, INC.
BALANCE SHEETS
SEPTEMBER 30, 2008 AND 2007

	2008	2007
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	**$ 5,423,492**	$ 5,171,822
Marketable Securities	**156,884**	114,206
Receivables		
Current billings, less allowance for doubtful accounts of $80,000 in 2008 and $60,000 in 2007	**66,868,127**	19,375,965
Retainage	**11,381,837**	2,933,986
Other	**5,761**	3,027
Notes receivable from stockholders	**91,614**	339,979
Costs and estimated earnings in excess of billings on uncompleted contracts	**10,939,073**	8,774,377
Inventories	**98,368**	96,571
Prepaid expenses	**6,519**	44,825
Deferred income taxes	**464,000**	304,000
Total current assets	**95,435,675**	37,158,758
OTHER ASSETS		
Cash surrender value of life insurance	**330,452**	440,521
Deposits	**858,600**	490,898
Other	**1,116**	12,884
	1,190,168	944,303
PROPERTY AND EQUIPMENT	**45,288,319**	28,523,045
Less accumulated depreciation	**16,284,665**	13,515,482
	29,003,654	15,007,563
	$ 125,629,497	$ 53,110,624

See Notes to Financial Statements

(continued on next page)

Table of Contents

	2008	2007
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current maturities of long-term debt	**$ 3,239,192**	$ 1,506,100
Accounts payable		
Current	**37,680,381**	17,636,527
Retainage	**6,797,569**	2,034,863
Billings in excess of costs and estimated earnings on uncompleted contracts	**9,252,034**	4,831,263
Accrued expenses		
Taxes, other than income taxes	**1,248,539**	725,514
Other accrued liabilities, primarily salaries, vacation and accrued workers compensation	**7,843,149**	3,412,276
Income taxes payable	**5,748,172**	2,369,655
Total current liabilities	**71,809,036**	32,516,198
LONG-TERM DEBT, LESS CURRENT MATURITIES	**11,872,945**	5,444,697
DEFERRED COMPENSATION	**343,800**	191,300
DEFERRED INCOME TAXES	**4,355,000**	2,169,000
CONTINGENCIES (NOTE 14)		
STOCKHOLDERS' EQUITY		
Common stock	**8,370**	8,370
Additional paid-in capital	**102,630**	102,630
Retained earnings	**38,327,216**	12,678,429
	38,438,216	12,789,429
Less: Treasury stock	**(1,189,500)**	—
	37,248,716	12,789,429
	$ 125,629,497	$ 53,110,624

Table of Contents

WANZEK CONSTRUCTION, INC.
STATEMENTS OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2008 AND 2007

	2008	2007
OPERATIONS		
EARNED REVENUES	**$ 295,690,740**	$ 101,001,209
COSTS OF EARNED REVENUES	**254,204,274**	89,097,226
GROSS PROFIT	**41,486,466**	11,903,983
OPERATING EXPENSES	**9,462,797**	5,403,178
INCOME FROM OPERATIONS	**32,023,669**	6,500,805
OTHER INCOME (EXPENSE)		
Interest income	**232,307**	74,738
Discounts earned	**22,428**	3,891
Other income	**142,062**	30,613
Interest expense	**(440,452)**	(286,948)
Investment loss	**(25,826)**	(4,250)
Gain on life insurance proceeds	**315,854**	—
Gain on sale of equipment	**583,758**	271,693
	830,131	89,737
INCOME BEFORE INCOME TAXES	**32,853,800**	6,590,542
INCOME TAX PROVISION	**(13,552,200)**	(3,031,600)
NET INCOME	**$ 19,301,600**	$ 3,558,942

See Notes to Financial Statements

Table of Contents

WANZEK CONSTRUCTION, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2008 AND 2007

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Total
BALANCE, DECEMBER 31, 2006	$ 8,370	$ 102,630	$ 9,119,487	$ —	$ 9,230,487
Net income	—	—	3,558,942	—	3,558,942
BALANCE, SEPTEMBER 30, 2007	8,370	102,630	12,678,429	—	12,789,429
Net income	—	—	6,347,187	—	6,347,187
BALANCE, DECEMBER 31, 2007	8,370	102,630	19,025,616	—	19,136,616
Purchase of treasury stock	—	—	—	(1,189,500)	(1,189,500)
Net income	—	—	19,301,600	—	19,301,600
BALANCE, SEPTEMBER 30, 2008	$ 8,370	$ 102,630	$38,327,216	$(1,189,500)	$37,248,716

See Notes to Financial Statements

WANZEK CONSTRUCTION, INC.
STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 2008 AND 2007

	2008	2007
OPERATING ACTIVITIES		
Net income	**$ 19,301,600**	$ 3,558,942
Charges and credits to net income not affecting cash		
Depreciation	**3,428,088**	1,818,655
Deferred income taxes	**1,794,000**	158,000
Gain on sale of equipment	**(583,758)**	(271,693)
Gain on life insurance proceeds	**(315,854)**	—
Deferred compensation	**112,500**	55,000
Changes in assets and liabilities		
Receivables	**(36,745,559)**	(12,503,576)
Costs and estimated earnings in excess of billings on uncompleted contracts	**(6,864,704)**	(6,970,166)
Inventories	**(38,236)**	(30,571)
Prepaid expenses	**59,437**	5,900
Accounts payable	**21,777,762**	15,150,105
Billings in excess of costs and estimated earnings on uncompleted contracts	**(770,836)**	3,733,471
Accrued taxes, other than income taxes	**525,599**	495,093
Other accrued liabilities	**3,727,783**	1,464,831
Income taxes payable	**1,742,092**	1,836,388
NET CASH FROM OPERATING ACTIVITIES	**7,149,914**	8,500,379
INVESTING ACTIVITIES		
Property and equipment purchases	**(12,565,006)**	(2,768,900)
Proceeds from sale of equipment	**180,439**	169,056
Proceeds from life insurance	**445,629**	—
Decrease in cash value of life insurance	**34,240**	—
Deposits paid	**(281,272)**	(490,898)
Purchase of marketable securities	**(37,358)**	(114,206)
Collections on note receivable	**2,008,993**	465,085
Advances on note receivable	**(2,089,892)**	(785,129)
Other	**410**	(497)
NET CASH USED FOR INVESTING ACTIVITIES	**(12,303,817)**	(3,525,489)
FINANCING ACTIVITIES		
Proceeds from long-term debt borrowings	**6,985,959**	—
Principal payments on long-term debt	**(6,820,234)**	(4,753,318)
Purchase of treasury stock	**(1,189,500)**	—
NET CASH USED FOR FINANCING ACTIVITIES	**(1,023,775)**	(4,753,318)
NET CHANGE IN CASH	**(6,177,678)**	221,572
CASH AND EQUIVALENTS AT BEGINNING OF PERIOD	**11,601,170**	4,950,250
CASH AND EQUIVALENTS AT END OF PERIOD	**$ 5,423,492**	$ 5,171,822

(continued on next page)

Table of Contents

STATEMENT OF CASH FLOWS — Page 2

	2008	2007
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period for		
Interest	**$ 383,549**	$ 286,948
Income taxes	**10,039,205**	1,037,213
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Acquisition of equipment through the issuance of notes payable and trades	**$ 3,577,796**	$ 3,246,390

See Notes to Financial Statements

WANZEK CONSTRUCTION, INC.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2008 AND 2007

NOTE 1 — PRINCIPAL ACTIVITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activity

The Company performs construction services primarily in the biofuels industry (ethanol and biodiesel plants), wind energy, heavy/civil, industrial process, and the power industry, along with construction of bridges, water and sewage treatment facilities, and commercial buildings. The company's main office is located in Fargo, North Dakota with satellite offices located in Williston and Minot, North Dakota.

Cash and cash equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Receivable and Credit Policy

The Company performs credit evaluations of its customers and subcontractors and may require surety bonds. Generally, liens are filed on construction contracts. At periods ending September 30, 2008 and 2007, receivables are due from customers in the United States and are not concentrated in a particular industry. Receivables generally are due when billed and the retainages are due at the completion of the construction contract. Receivables are written off when determined to be uncollectible. The allowance for doubtful accounts is estimated based on the Company's historical losses, existing economic conditions in the construction industry, and the financial stability of its customers.

Risk and Concentrations

The Company's cash balances are maintained in secured bank deposit accounts at one financial institution. Periodically, cash balances are in excess of federally insured limits.

Revenue and Cost Recognition

Revenues from fixed-price, modified fixed-price and unit-price construction contracts are recognized on the percentage-of-completion method, measured by the percentage of contract costs incurred to date to estimated total contract costs for each contract. This method is used because management considers expended contract costs to be the best available measure of progress on these contracts. Under this method, profit is recorded when progress on a contract reaches a point where reasonable estimates of the contract's final results can be made. Because of the inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change within the near term. Revenues from cost-plus-fee contracts are recognized on the basis of costs incurred during the period plus the fee earned measured by the cost-to-cost method, or ratably over the term of the project, depending upon the terms of the individual contract. Revenues from time and materials contracts are recognized on the basis of costs incurred during the period plus the fee earned.

Contract costs include all direct materials, labor, and subcontractor costs and those indirect costs related to contract performance, such as indirect labor, depreciation, supplies, tools, repairs and fringe benefits. Selling, general and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

The asset, “costs and estimated earnings in excess of billings on uncompleted contracts,” represents revenues recognized in excess of amounts billed. The liability, “billings in excess of costs and estimated earnings on uncompleted contracts,” represents billings in excess of revenues recognized.

Inventories

Consists of construction materials and supplies are valued at the lower of cost, using the first-in, first-out (FIFO) method, or market.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost. Expenditures for renewals and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are charged to expense currently. When depreciable properties are retired or sold, the cost and related accumulated depreciation are eliminated from the accounts and the resultant gain or loss is reflected in income.

Depreciation is provided for over the estimated useful lives of the individual assets using accelerated and straight-line methods. The estimated useful lives used in the computation of depreciation are as follows:

Buildings	30-39 years
Leasehold improvements	8-20 years
Machinery and equipment	5-10 years
Aircraft	10 years
Automotive equipment	3-6 years
Office furniture and equipment	5-8 years
Shop equipment	5-7 years

Income Taxes

The provision for income taxes includes federal and state taxes payable. Deferred taxes relate primarily to differences between the basis of property and equipment, vacation reserve, allowance for doubtful accounts, other accrued liabilities, and deferred compensation. For financial reporting purposes, the Company uses straight-line and accelerated methods of depreciation with lives of 5 to 39 years, while, for income tax purposes, the company uses required statutory guidelines. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

Sales Taxes

The Company has customers in states and municipalities in which those governmental units impose a sales tax on certain sales. The Company collects those sales taxes from its customers and remits the entire amount to the various governmental units. The Company’s accounting policy is to exclude the tax collected and remitted from revenue and cost of revenue.

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Accounting Standards ("SFAS") No. 157, Fair Value Measurements. This standard defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This standard applies under other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, which is the year beginning January 1, 2008 for the Company. The Company adopted SFAS No. 157 effective January 1, 2008. The adoption of SFAS No. 157 for financial assets and liabilities held by the Company did not have a material effect on the Company's financial statements or notes thereto.

In February 2008, the FASB issued FSP FAS 157-2, Effective Date of FASB Statement No. 157 (FSP FAS 157-2), which permits a one year deferral of the application of SFAS No. 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The Company will adopt SFAS No. 157 for non-financial assets and non-financial liabilities on January 1, 2009 and does not expect the provisions to have a material effect on its results of operations, financial position or cash flows.

In October 2008, the FASB issued FSP FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active, which clarifies the application of SFAS No. 157 for all non-financial assets and non-financial liabilities that are in a market which is not active. The Company will adopt SFAS No. 157 for non-financial assets and non-financial liabilities on January 1, 2009 and does not expect the provisions to have a material effect on its results of operations, financial position or cash flows.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities("SFAS 159"). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company has elected not to apply the fair value option to the specified financial assets and liabilities, and accordingly, the adoption of SFAS No. 159 had no financial statement impact.

NOTE 2 — UNCOMPLETED CONTRACTS

	2008	2007
Costs incurred on uncompleted contracts	**$ 383,126,150**	$ 118,607,613
Estimated earnings	**52,963,439**	12,240,844
	436,089,589	130,848,457
Less billings to date	**434,402,550**	126,905,343
	$ 1,687,039	$ 3,943,114

Included in the accompanying balance sheets under the following captions:

Costs and estimated earnings in excess of billings on uncompleted contracts	**$ 10,939,073**	$ 8,774,377
Billings in excess of costs and estimated earnings on uncompleted contracts	**(9,252,034)**	(4,831,263)
	$ 1,687,039	$ 3,943,114

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

NOTE 3 — PROPERTY AND EQUIPMENT

Details relative to the company's property and equipment are as follows:

Description	2008 Cost	2008 Accumulated Depreciation	2008 Net Book Value	2007 Net Book Value
Land	**$ 283,450**	**$ —**	**$ 283,450**	$ 65,922
Land improvements	**242,816**	**26,486**	**216,330**	57,308
Buildings	**2,628,887**	**380,687**	**2,248,200**	1,035,181
Leasehold improvements	**152,435**	**53,878**	**98,557**	80,675
Automotive equipment	**6,634,105**	**2,469,480**	**4,164,625**	2,238,062
Machinery and equipment	**32,330,116**	**12,461,242**	**19,868,874**	10,995,759
Office furniture and equipment	**1,560,017**	**703,789**	**856,228**	447,065
Aircraft	**1,258,750**	**69,931**	**1,188,819**	—
Shop equipment	**197,743**	**119,172**	**78,571**	87,591
	$45,288,319	**$16,284,665**	**$29,003,654**	$15,007,563

Depreciation expense equaled $3,428,088 and $1,818,655 for the nine months ended September 30, 2008 and 2007, respectively.

NOTE 4 — LIFE INSURANCE POLICIES

The Company has received a collateral assignment on a joint survivor life insurance policy insuring the lives of Leo and Janet Wanzek, the owner and beneficiary of which is Jon Wanzek. Details relative to the life insurance policies are as follows:

Insured	Policy Amount	Cash Surrender Value 2008	Cash Surrender Value 2007
Leo and Janet Wanzek	$3,100,000	$327,046	$308,068
Jon Wanzek	300,000	3,406	2,793
Leo Wanzek	400,000	—	129,660
	$3,800,000	$330,452	$440,521

The life insurance policies insuring Leo Wanzek were realized during the period ended September 30, 2008.

(continued on next page)

Table of Contents

NOTES TO FINANCIAL STATEMENTS

NOTE 5 — LONG – TERM DEBT

Long-term debt consists of:

	2008	2007
4.68% variable rate equipment note payable to Starion Financial, due in variable monthly installments, including interest, to August 26, 2013, secured by equipment	**$ 4,039,718**	$ —
5.28% variable rate equipment note payable to Starion Financial, due in monthly installments of $54,964, including interest, to May 15, 2013, secured by equipment	**2,718,353**	—
5.66% variable rate equipment note payable to CIT Group, due in variable monthly installments, including interest, to August 30, 2013, secured by aircraft	**1,127,755**	—
6.068% note payable to National City Commercial Capital Company due in monthly installments of $15,949, including interest, to September 3, 2014, secured by equipment	**948,121**	1,078,678
6.87% note payable to Wells Fargo Equipment Finance, due in monthly installments of $11,179, including interest, to April 15, 2014, secured by equipment	**620,598**	708,789
6.75% mortgage payable to State Bank & Trust, due in monthly installments of $6,397, including interest, to October 15, 2010, secured by building	**628,509**	661,673
6.67% note payable to Wells Fargo Equipment Finance, due in monthly installments of $13,138, including interest, to January 31, 2012, secured by equipment	**470,045**	591,905
6.15% note payable to Wells Fargo Equipment Finance, due in monthly installments of $10,218, including interest, to August 31, 2012, secured by equipment	**425,803**	519,090
7.02% note payable to Wells Fargo Equipment Finance, due in monthly installments of $8,683, including interest, to September 30, 2012, secured by equipment	**362,473**	438,312
0.00% note payable to Komatsu Financial, due in monthly installments of $11,426, including interest, to January 16, 2011, secured by equipment	**319,918**	—
6.30% note payable to Wells Fargo Bank, due in monthly installments of $12,900 including interest, to November 30, 2010, secured by equipment	**317,994**	458,359

(continued on next page)

Table of Contents

NOTES TO FINANCIAL STATEMENTS

	2008	2007
4.40% note payable to Caterpillar Financial Services, due in monthly installments of $5,319, including interest, to April 28, 2013, secured by equipment	**268,811**	—
1.07% note payable to Caterpillar Financial Services, due in monthly installments of $5,600, including interest, to March 10, 2013, secured by equipment	**204,099**	—
4.99% note payable to John Deere Credit Services, due in monthly installments of $3,529, including interest, to March 20, 2013, secured by equipment	**173,408**	—
5.69% note payable to General Electric Capital, due in monthly installments of $6,485, including interest, to August 1, 2012, secured by equipment	**144,057**	211,586
0.00% note payable to Komatsu Financial, due in monthly installments of $5,230, including interest, to October 10, 2012, secured by equipment	**130,747**	—
5.25% note payable to Komatsu Financial, due in monthly installments of $3,214, including interest, to May 20, 2012, secured by equipment	**128,367**	—
6.79% note payable to Wells Fargo Bank, due in monthly installments of $4,150, including interest, to February 28, 2011, secured by equipment	**110,330**	150,974
5.95% note payable to Wells Fargo Bank, due in monthly installments of $5,670, including interest, to February 25, 2010, secured by equipment	**92,110**	142,093
0.00% note payable to Komatsu Financial, due in monthly installments of $5,553, including interest, to January 1, 2010, secured by equipment	**83,290**	149,923
5.90% note payable to John Deere Credit Services, due in monthly installments of $3,001, including interest, to February 1, 2011, secured by equipment	**78,323**	108,734
4.90% notes payable to General Motors Acceptance Corp. due in monthly installments totaling $2,047, including interest, to April 18, 2012, secured by equipment	**80,082**	100,220

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

	2008	2007
5.90% note payable to CitiCapital Commercial Corp, due in monthly installments of $1,989, including interest, to February 15, 2012, secured by equipment	**73,703**	92,616
0.00% note payable to John Deere Credit Services, due in monthly installments of $5,505, including interest, to January 10, 2009, secured by equipment	**22,023**	88,091
4.75% note payable to John Deere Credit Services, due in monthly installments of $3,925, including interest, to May 10, 2009, secured by equipment	**30,851**	75,336
5.90% note payable to CitiCapital Commercial Corp, due in monthly installments of $1,213, including interest, to February 15, 2012, secured by equipment	**44,959**	56,496
0.00% note payable to Komatsu Financial, due in monthly installments of $852, including interest, to December 28, 2011, secured by equipment	**33,235**	—
3.75% note payable to Komatsu Financial, due in monthly installments of $4,195, including interest, to September 1, 2008, secured by equipment	**—**	45,289
2.90% note payable to Gehl Finance, due in monthly installments of $1,666, including interest, to December 27, 2009, secured by equipment	**24,517**	43,501
0.00% note payable to Komatsu Financial, due in monthly installments of $1,458, including interest, to October 3, 2008, secured by equipment	**—**	17,500
Various notes payable to State Bank & Trust, with interest rates ranging from 3.85% to 7.75%, due in monthly installments totaling $23,101, including interest, with various maturity dates to October 24, 2012, secured by vehicles	**489,055**	709,397
Various notes payable to Ford Motor Credit, with interest rates ranging from 0.00% to 8.99%, due in monthly installments totaling $11,805, including interest, with various maturity dates to December 25, 2012, secured by vehicles	**920,883**	450,136
Notes paid in full in 2008	**—**	52,099
	15,112,137	6,950,797
Less current maturities	**(3,239,192)**	(1,506,100)
	$ 11,872,945	$ 5,444,697

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

The Company has an available operating line of credit of $10,000,000, and a discretionary line of credit of $10,000,000 with State Bank and Trust of Fargo, ND. Both the operating line of credit and discretionary line of credit are due June 30, 2009 and had no outstanding balances as of September 30, 2008 and 2007. The Company has various financial covenants relating to the lines of credit and State Bank notes. As of September 30, 2008, the company was in compliance with the covenants.

Long-term debt maturities are as follows:

Periods Ending September 30	Amount
2009	$ 3,239,192
2010	3,180,771
2011	3,332,238
2012	2,519,586
2013	2,589,813
Thereafter	250,537
	$ 15,112,137

NOTE 6 — TREASURY STOCK

During 2008 the Company purchased 1,950 shares of Class B Series Non-voting common stock from a shareholder. The stock was recorded at cost as treasury stock and is shown separately as a deduction from stockholders' equity. The total amount of treasury stock purchased was $1,189,500.

NOTE 7 — STOCKHOLDERS

The Company's common stock consists of the following: Class A Series Voting common stock, $1 par value, 25,000 shares authorized, 4,185 shares issued and outstanding as of September 30, 2008 and 2007, respectively; Class B Series Non-voting common stock, $.10 par value, 250,000 shares authorized, 41,850 shares issued in 2008 and 2007, of which 1,950 and 0 were held in treasury at September 30, 2008 and 2007, respectively.

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

The Company's stockholders and their respective ownership percentages as of September 30, 2008 are as follows:

Stockholder	Percent of Ownership of Outstanding Shares
Leo Wanzek Q-Tip Trust	42%
Janet Wanzek	3%
Wanzek Construction Irrevocable Trust	24%
Jon Wanzek	26%
Jon Wanzek Annuity Trust	5%
	100%

The stock is subject to a stockholders' agreement that generally provides that should any stockholder desire to sell his stock, it must first be offered to the other stockholder at a predetermined purchase price or at a price offered by an outside party. In addition, upon the death of a stockholder, the surviving stockholders shall purchase all of the then outstanding shares held by or for the deceased stockholder at a predetermined purchase price. This agreement is partially funded though a split dollar life insurance arrangement with Jon Wanzek insuring the lives of Leo and Janet Wanzek.

NOTE 8 — FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is generally defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Quoted market prices are generally not available for the Company's financial instruments. Accordingly, fair values are based on judgments regarding anticipated cash flows, future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates involve uncertainties and matters of judgment, and therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The following methods and assumptions were used by the Company to estimate fair value of the financial instruments, and the estimated fair values of the Company's financial instruments as of September 30, 2008 and 2007.

The carrying amount of cash, receivables, payables, short-term debt and other current liabilities approximates fair value because of the short maturity and/or frequent repricing of those instruments. Additionally, based upon current borrowing rates with similar maturities, the fair value of the long-term debt approximates the carrying value as of September 30, 2008 and September 30, 2007.

(continued on next page)

Table of Contents

NOTES TO FINANCIAL STATEMENTS

NOTE 9 — INCOME TAXES

The components giving rise to the net deferred tax liabilities have been included in the accompanying balance sheets as of September 30, 2008 and 2007 as follows:

	2008	2007
Deferred tax assets		
Accrued vacation	$ 379,000	$ 240,000
Deferred compensation	138,000	76,000
Allowance for doubtful accounts	32,000	24,000
Other accrued liabilities	52,000	40,000
	601,000	380,000
Deferred tax liability		
Property and equipment	(4,492,000)	(2,245,000)
Noncurrent liability	$ (3,891,000)	$ (1,865,000)

These amounts have been presented in the Company's financial statements as follows:

	2008	2007
Current deferred tax asset	$ 464,000	$ 304,000
Long-term deferred tax liability	(4,355,000)	(2,169,000)
Net deferred tax liability	$ (3,891,000)	$ (1,865,000)

The components of the provision for income taxes are as follows:

	2008	2007
Currently payable	$ 11,758,200	$ 2,873,600
Deferred tax	1,794,000	158,000
Income taxes	$ 13,552,200	$ 3,031,600

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 34 percent to pretax income for periods ending September 30, 2008 and 2007, due to non deductible expenses and other adjustments to taxable income as well as the varying state income tax rates, depending on the states the company is required to file in for the periods.

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

NOTE 10 — OPERATING LEASES

The Company leases equipment under long-term lease agreements. Minimum lease payments for operating leases in future periods are as follows:

Periods Ending September 30	Amount
2009	$2,032,077
2010	1,969,016
2011	1,969,016
2012	1,690,934
2013	1,439,829
	$9,100,872

Rent expense for the nine months ended September 30, 2008 and 2007, including month to month leases, totaled $19,603,655 and $6,314,763, respectively.

NOTE 11 — RELATED PARTY TRANSACTIONS

The company leases land and buildings from Wanzek Family Limited Partnership I, LLLP on a month-to-month basis. Rent expense totaled $144,000 and $112,500 for the nine months ended September 30, 2008 and 2007, respectively. The company also leased land and building from Wanzek, Inc. on a month-to-month basis. Rent expense totaled $17,100 for the nine months ended September 30, 2008 and 2007. The company also leases land and buildings from Janet Wanzek, company stockholder, on a month-to-month basis. Rent expense to Mrs. Wanzek totaled $9,018 for nine months ended September 30, 2008 and 2007. During 2008 the company purchased approximately 91 acres of land from Mrs. Wanzek. The purchase price of the land was $273,450 and is included in property and equipment at cost. The company also had a note receivable from Janet Wanzek, balance due of $0 and $9,218 as of September 30, 2008 and 2007, respectively. This is a demand note with a variable interest rate (currently 2.80%) and is expected to be paid off within the next year. The company also has a note receivable from Jon Wanzek, balance due of $94,675 and $330,760 as of September 30, 2008 and 2007, respectively. This is a demand note with a variable interest rate (currently 2.80%). The company also has a note payable to Janet Wanzek, balance due of $3,061 and $0 as of September 30, 2008 and 2007, respectively. This is a demand note with a variable interest rate (currently 2.80%) and is expected to be paid off within the next year.

(continued on next page)

NOTES TO FINANCIAL STATEMENTS

NOTE 12 — MAJOR CUSTOMERS

The Company derived 10 percent or more of its revenues from the following major customers:

	2008	2007
Customer A	**$ 50,491,874**	$ 723,554
Customer B	**50,313,674**	8,383,972
Customer C	**30,520,829**	—
Customer D	**5,519,176**	15,396,133
Customer E	**26,059,137**	10,232,961
	$ 162,904,690	$ 34,736,620

The company also had outstanding contracts and retainage receivables of $11,566,146 and $0 for Customer A, $7,732,384 and $2,731,506 for Customer B, $11,453,696 and $0 for Customer C, $2,547,577 and $3,372,206 for Customer D, and $ 18,591,039 and $4,149,452 for Customer E as of September 30, 2008 and 2007, respectively.

NOTE 13 — EMPLOYEE BENEFIT PLANS

401(k) Plan

The Company has a 401(k) employee benefit plan that covers employees who have reached 21 years of age, who have completed six months of service and have received credit for 500 hours of service during a plan year. The Company is not required to make any contributions to the plan, however, qualified non-elective contributions or discretionary contributions may be made at the company's discretion. The Company contributions to the plan were $0 for the periods ended September 30, 2008 and 2007.

Construction Employees Pension Plan

The Company participates in the Construction Employees Pension Plan, a multi-employer defined contribution pension plan which covers qualified hourly employees. Terms of the plan call for contributions based on the employee's job classification.

Contributions to this plan are included in costs of contract revenues earned in the accompanying statements of operations. Contributions totaled $271,563 and $150,043 for the periods ended September 30, 2008 and 2007, respectively.

Deferred Compensation Plan

The Company has adopted a nonqualified unfunded deferred compensation plan for certain key employees. The Company's contributions to the plan are discretionary. Deferred compensation expense totaled $112,500 and $55,000 for the nine months ended September 30, 2008 and 2007.

(continued on next page)

Table of Contents

NOTES TO FINANCIAL STATEMENTS

NOTE 14 — CONTINGENCIES

The Company is subject to various other lawsuits and claims that arise in the ordinary course of business. Management believes the disposition of all such proceedings, individually or in the aggregate, relating to other lawsuits and claims should not have a material adverse effect on the company's financial condition.

NOTE 15 — BACKLOG

The following schedule shows a reconciliation of backlog representing the amount of revenue, excluding fees from management contracts, the Company expects to realize from work to be performed on uncompleted contracts in progress at September 30, 2008 and contractual agreements on which work has not yet begun.

Balance, December 31, 2007	$ 68,453,537
New contracts and change orders, 2008	385,165,115
	453,618,652
Less contract revenue earned, 2008	295,690,740
Balance September 30, 2008	$ 157,927,912

The Company also has ongoing cost plus and time and material work estimated at $11,750,000 and has entered into additional contracts subsequent to the period ended September 30, 2008 totaling $65,000,000.

NOTE 16 — COMMITMENTS

Commitments

The Company has commitments for additions to property and equipment of approximately $15,368,000.

NOTE 17 — SUBSEQUENT EVENTS

Subsequent to September 30, 2008, the stockholders' signed an agreement with a third party for the sale of 100 percent of the outstanding shares of the Company. The third party has 90 days from the date of the agreement to close the transaction.

Exhibit 99.4

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

In May 2008, we acquired all of the issued and outstanding capital stock of Pumpco, Inc, or Pumpco, for a purchase price of $44.0 million, paid in cash, plus the retirement and assumption of certain indebtedness and earn-out payments payable over a five-year period equal to fifty percent of Pumpco's earnings before taxes above a significant threshold. The earn-out is payable in cash, our common stock or a combination thereof. In connection with the acquisition, we entered into a $22.5 million equipment term loan and used the proceeds to pay off $8.7 million of Pumpco indebtedness with the balance used to pay a portion of the acquisition purchase price. The equipment term loan is secured by most of Pumpco's existing equipment. The acquisition was effective as of May 1, 2008, and, accordingly, Pumpco's earnings have been consolidated as of that date.

In December 2008, MasTec, purchased all of the issued and outstanding shares of capital stock of Wanzek Construction, Inc. ("Wanzek") for (i) $50 million in cash, (ii) 7.5 million shares of MasTec common stock, (iii) an 8% convertible note in the principal amount of $55 million due December 2013 with interest payments payable in April, August, and December of each year, commencing in April 2009, (iv) the assumption of up to $15 million of Wanzek's debt and (v) a two-year earn-out equal to 50% of Wanzek's EBITDA over $40 million per year. The Note is convertible, at the holder's election into MasTec common stock, at a $12 conversion price. Additionally, MasTec can redeem the note by payment of the principal balance, plus accrued but unpaid interest, subject to the holder's conversion right, after one year if the average of the closing prices of MasTec's common stock during any thirty day period is at or above $16.

The unaudited pro forma combined condensed financial statements of MasTec, Pumpco and Wanzek as of and for the nine months ended September 30, 2008 have been prepared from (i) our unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2008, which include the operations of Pumpco from May 1 through September 30, (ii) the unaudited financial statements of Pumpco for the four months ended April 30, 2008, and (iii) the unaudited financial statements of Wanzek as of and for the nine months ended September 30, 2008. The unaudited pro forma combined condensed statement of operations for the year ended December 31, 2007 has been prepared from our audited consolidated financial statements for the year ended December 31, 2007, the audited financial statements of Pumpco for the year ended January 31, 2008 and the audited financial statements of Wanzek for the year ended December 31, 2007. Inter-company transactions between MasTec, Wanzek and Pumpco have been eliminated.

The unaudited pro forma combined condensed financial statements have been prepared on a basis to reflect the acquisition of Pumpco and Wanzek as if these transactions occurred as of January 1, 2007 and 2008 for the statements of operations and as if the acquisition of Wanzek had been completed as of September 30, 2008 for the balance sheet.

The unaudited pro forma combined condensed financial statements should not be considered indicative of actual results that would have been achieved had the acquisitions been completed as of the dates indicated and do not purport to project the financial condition or results of operations for any future date or period.

You should read these unaudited pro forma combined condensed financial statements in conjunction with (i) our audited consolidated financial statements as of and for the year ended December 31, 2007 and our interim unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2008, (ii) the audited financial statements of Pumpco for the three years ended January 31, 2008 and the unaudited financial statements as of and for the three months ended April 30, 2008, which are incorporated in this Current Report on Form 8-K/A by reference to our Current Report on Form 8-K/A filed with the SEC on July 30, 2008 and (iii) the audited financial statements of Wanzek for the three years ended December 31, 2007 which are incorporated in this Current Report on Form 8-K/A by`` reference to our Current Report on Form 8-K/A filed with the SEC on October 6, 2008 and the unaudited financial statements of Wanzek as of and for the nine months ended September 30, 2008, which are included in this Current Report on Form 8-K/A.

The pro forma adjustments are based on preliminary estimates, available information and certain assumptions, and may be revised as additional information becomes available. The unaudited pro forma condensed combined financial statements do not reflect any adjustments for non-recurring items or anticipated synergies resulting from the acquisition. The pro forma adjustments are more fully described in the notes to the unaudited pro forma combined condensed financial statements. The adjustments pertaining to the purchase accounting for the acquisition of Pumpco and Wanzek are preliminary and will be subject to further procedures. Accordingly, the pro forma adjustments have been prepared based on assumptions that we believe are reasonable, but that are subject to change once additional information becomes available and the preliminary purchase price allocation is finalized.

MASTEC, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
SEPTEMBER 30, 2008
(in thousands)

	MasTec 9/30/2008	Wanzek 9/30/2008	Pro Forma Adjustments	Pro Forma Combined
Cash and cash equivalents	$ 45,123	$ 5,423	$ 105,000 *(a)*	$ 45,123
			(105,000) *(b)*	
			(5,423) *(c)*	
Securities available for sale	—	157		157
Accounts receivable, unbilled revenue and retainage, net	278,581	89,286		367,867
Inventories	29,574	98		29,672
Deferred income taxes, net	6,756	464		7,220
Prepaid expenses and other current assets	39,492	7		39,499
Total current assets	399,526	95,435	(5,423)	489,538
Property and equipment, net	123,175	29,004	7,480 *(d)*	159,659
Goodwill and other intangibles, net	245,031	—	120,649 *(e)*	365,680
Deferred income taxes, net	46,677	—		46,677
Securities available for sale	25,352	—		25,352
Other assets	26,936	1,190		28,126
Total Assets	**$ 866,697**	**$ 125,629**	**$ 122,706**	**$ 1,115,032**
Current liabilities:				
Current maturities of debt	$ 12,139	$ 3,239		$ 15,378
Accounts payable and accrued expenses	193,641	53,570	1,224 *(f)*	248,435
Other current liabilities	76,477	15,000		91,477
Total current liabilities	282,257	71,809	1,224	355,290
Other liabilities	27,461	344		27,805
Deferred income taxes, net	—	4,355		4,355
Long-term debt	187,809	11,873	105,000 *(a)*	304,570
			(112) *(g)*	
Total liabilities	**497,527**	**88,381**	**106,112**	**692,020**
Preferred stock	—	—		—
Common stock	6,793	8	750 *(h)*	7,543
			(8) *(i)*	
Capital surplus	562,920	103	(103) *(i)*	616,012
			58,515 *(h)*	
			(5,423) *(i)*	
Retained earnings (accumulated deficit)	(191,945)	38,327	(38,327) *(i)*	(191,945)
Accumulated other comprehensive loss	(8,598)	—		(8,598)
Treasury stock	—	(1,190)	1,190 *(i)*	—
Total shareholders' equity	369,170	37,248	16,594	423,012
Total liabilities and shareholders' equity	**$ 866,697**	**$ 125,629**	**$ 122,706**	**$ 1,115,032**

See accompanying notes

MASTEC, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2008
(in thousands)

	Historical MasTec *(j)*	Historical Pumpco *(j)*	Historical Wanzek	Pumpco Pro Forma Adjustments	Wanzek Pro Forma Adjustments	Pro Forma Combined
Revenue	$ 964,780	$ 19,104	$ 295,691		(1,121) *(p)*	$ 1,278,454
Cost of revenue, excluding depreciation	821,974	16,368	250,776		(996) *(p)*	1,088,122
Depreciation and amortization	19,445	2,712	3,428	(276) *(k)*	(563) *(k)*	28,989
				(200) *(l)*		
				494 *(m)*	3,949 *(m)*	
General and administrative expenses	65,587	1,396	9,463	(196) *(l)*		76,250
Interest, net	10,115	193	208	233 *(n)*	5,363 *(q)*	16,112
Other (income) expense, net	(936)	(12)	(1,038)			(1,986)
Income from continuing operations before minority interest, before income taxes	48,595	(1,553)	32,854	(55)	(8,874)	70,967
Income taxes (provision) benefit	(542)	525	(13,552)	(525) *(o)*	11,499 *(o)*	(2,595)
Minority interest	—					—
Income (loss) from continuing operations	**$ 48,053**	**$ (1,028)**	**$ 19,302**	**$ (580)**	**$ 2,625**	**$ 68,372**
Earnings per share from continuing: operations:						
Basic earnings per share	$ 0.71					$ 0.91
Fully diluted earnings per share	$ 0.71					$ 0.89 *(s)*
Shares outstanding – basic	67,324				7,500 *(r)*	74,824
Shares outstanding – diluted	68,111				7,500 *(r)*	80,194 *(s)*

See accompanying notes

MASTEC, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 2007
(in thousands)

	Historical MasTec	Historical Pumpco *(t)*	Historical Wanzek	Pumpco Pro Forma Adjustments	Wanzek Pro Forma Adjustments	Pro Forma Combined
Revenue	$ 1,037,779	$ 70,143	$ 191,893			$ 1,299,815
Cost of revenue, excluding depreciation	891,606	44,571	165,122			1,101,299
Depreciation and amortization	18,088	5,690	2,530	(648) *(k)*	1,290 *(k)*	33,208
				(471) *(l)*	5,266 *(m)*	
				1,463 *(m)*		
General and administrative expenses	113,623	5,584	7,904	(648) *(l)*		126,463
Interest, net	9,236	336	227	932 *(n)*	7,150 *(q)*	17,881
Other (income) expense, net	(3,516)	85	(416)			(3,847)
Income from continuing operations before minority interest, before income taxes	8,742	13,877	16,526	(628)	(13,706)	24,811
Income taxes (provision) benefit	—	(4,543)	(6,620)	4,407 *(o)*	5,784 *(o)*	(972)
Minority interest	(2,459)	—				(2,459)
Income (loss) from continuing operations	**$ 6,283**	**$ 9,334**	**$ 9,906**	**$ 3,779**	**$ (7,922)**	**$ 21,380**
Earnings per share from continuing: operations:						
Basic earnings per share	$ 0.10					$ 0.29
Fully diluted earnings per share	$ 0.09					$ 0.28 *(s)*
Shares outstanding – basic	66,147				7,500 *(r)*	73,647
Shares outstanding – diluted	67,626				7,500 *(r)*	75,126 *(s)*

See accompanying notes

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following pro forma adjustments are included in the unaudited pro forma condensed combined balance sheet:

(a) Reflects proceeds and borrowings under line of credit and convertible notes as if cash had been received for the convertible notes.

(b) Reflects total cash paid as purchase consideration to the selling shareholders of Wanzek.

(c) Reflects the distribution of all cash and cash equivalents immediately before the closing of the Wanzek acquisition to the selling shareholders including the satisfaction of minimum working capital requirements by Wanzek shareholders at September 30, 2008. As a result of actual cash and working capital balances on the closing date, approximately $19 million was distributed to the sellers at the closing in December 2008.

(d) To record the preliminary estimated fair value adjustment to the fixed assets of Wanzek.

(e) To record the preliminary estimated goodwill and intangible assets arising from the acquisition of Wanzek as follows:

Customer contracts and relationships	$ 24,200
Non-compete agreements	1,350
Tradename	34,500
Goodwill	60,599
	$120,649

(f) Reflects estimated acquisition costs for Wanzek.

(g) Wanzek debt in excess of amount assumed in acquisition:

Total Wanzek debt	$ 15,112
Debt assumed	(15,000)
Debt retained by sellers	$ 112

(h) Reflects the issuance of 7.5 million shares of MasTec common stock to the Sellers.

(i) Reflects the elimination of (i) Wanzek's equity accounts and (ii) the distribution of $5,423 to the sellers at closing [see note (c)].

The following pro forma adjustments are included in the unaudited pro forma condensed combined statements of operations:

(j) Historical MasTec column for the nine months ended September 30, 2008 includes the actual activity of Pumpco, Inc. from May through September 2008. Historical Pumpco column for the nine months ended September 30, 2008 includes the activity of Pumpco for the four months ended April 30, 2008.

(k) Reflects adjustment to depreciation resulting from the write-up to fair value and the revised useful lives of the assets to reflect longer lives.

(l) Elimination of Pumpco's expenses associated with assets & activities excluded from the acquisition.

(m) Reflects the preliminary estimated amortization of acquired intangible assets. Customer contracts and related relationships are amortized on an accelerated basis to match the utilization of related benefits.

(n) Incremental interest expense reflecting an annual interest rate of 7.05% on equipment term loan of $22.5 million net of interest savings on debt retired as part of the acquisition, plus the amortization of deferred financing costs on the acquisition debt.

(o) Reflects the utilization of only a portion of Pumpco's and Wanzek's net income tax provision to partially offset MasTec's net operating loss carryforward. Pumpco's and Wanzek's remaining income tax provisions are related to state and local taxes in jurisdictions in which MasTec does not have an offsetting net operating loss position.

(p) To eliminate proforma inter-company transactions between MasTec and Wanzek.

(q) Reflects interest on $55 million convertible notes issued to the Wanzek sellers in connections with the acquisition at 8% per annum and $50 million borrowing under MasTec's line of credit at a current rate of 5.5% per annum.

(r) Reflects shares issued to the sellers of Wanzek as purchase price consideration.

(s) Diluted earnings per share is calculated on the "if-converted" method and reflects the potential dilution that could occur if restricted stock awards, stock options, convertible notes, or other securities to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of MasTec.

(t) Historical Pumpco includes the activity of Pumpco for the year ended January 31, 2008.