

# EXECUTIVE FREIGHT TRENDS DIGEST

## TRANSPORT & INFRASTRUCTURE INVESTMENT BANKING GROUP



### FOR MORE INFORMATION PLEASE CONTACT:

**Tom Mullins**  
 Managing Director  
 Office: 727.567.1113  
 Cell: 727.560.6700  
[tom.mullins@raymondjames.com](mailto:tom.mullins@raymondjames.com)

**Chip Grayson**  
 Managing Director  
 Office: 901.529.3701  
 Cell: 901.230.4244  
[chip.grayson@raymondjames.com](mailto:chip.grayson@raymondjames.com)

**Paul Jones**  
 Managing Director  
 Office: 727.567.5025  
 Cell: 727.415.0390  
[paul.jones@raymondjames.com](mailto:paul.jones@raymondjames.com)

**Scott Brinner**  
 Senior Vice President  
 Office: 727.567.5028  
 Cell: 813.892.6688  
[scott.brinner@raymondjames.com](mailto:scott.brinner@raymondjames.com)

**Matt Stemmler**  
 Vice President  
 Office: 901.531.3371  
 Cell: 901.438.0909  
[matt.stemmler@raymondjames.com](mailto:matt.stemmler@raymondjames.com)

**Kevin Fielder**  
 Vice President  
 Office: 727.567.5054  
 Cell: 404.889.4164  
[kevin.fielder@raymondjames.com](mailto:kevin.fielder@raymondjames.com)

#### Corporate Headquarters

880 Carillon Parkway  
 St. Petersburg, FL 33716

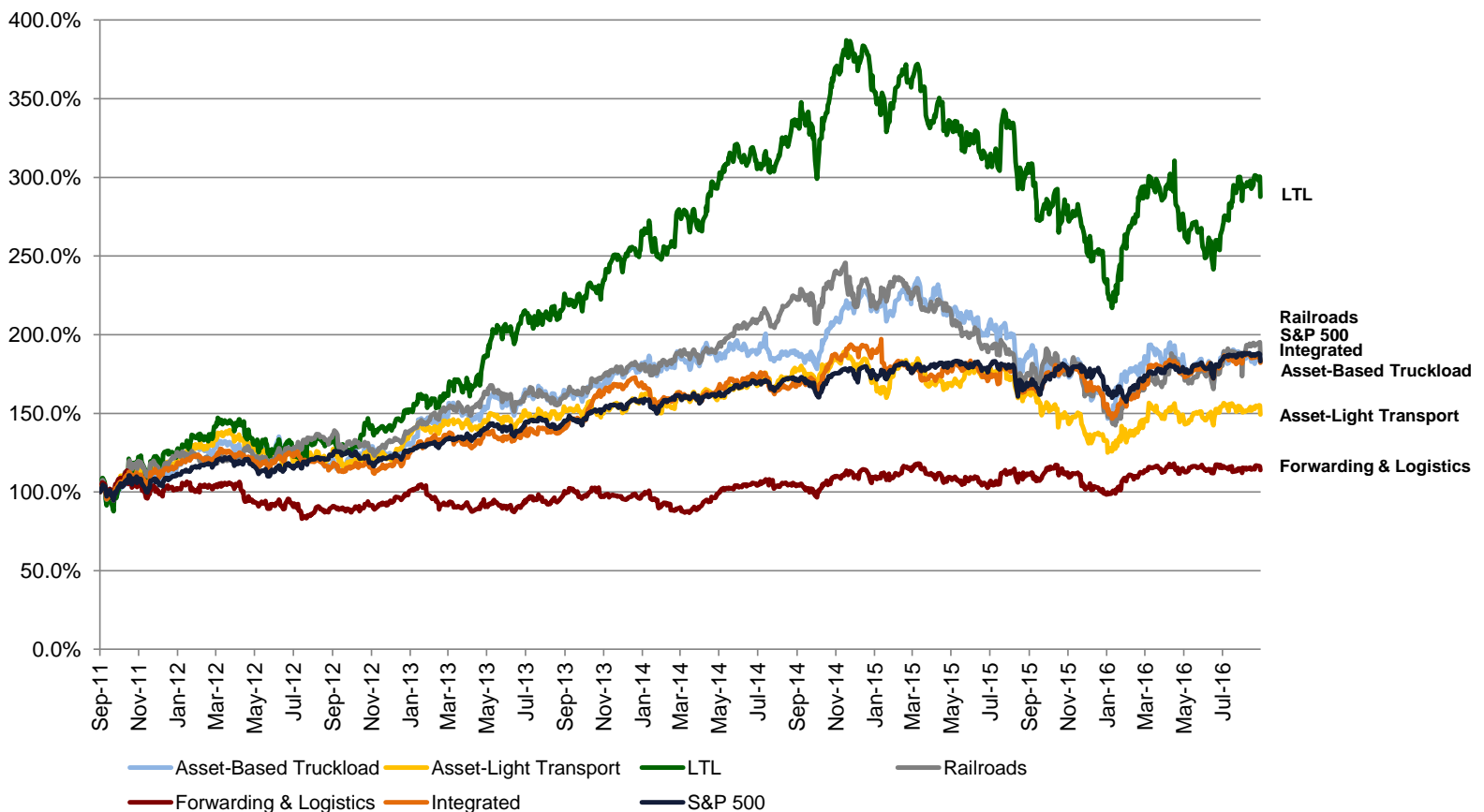
#### Memphis Office

50 North Front Street, 20th Floor  
 Memphis, TN 38103



## SELECT TRANSPORTATION AND LOGISTICS COMPANIES STOCK PRICE PERFORMANCE

	5 Year	3 Year	1 Year	6 Months	3 Months
Asset-Based Truckload	82.6%	11.2%	(2.5%)	(0.3%)	1.7%
Asset-Light Transport	49.3%	(8.0%)	(10.3%)	0.0%	1.3%
LTL	187.7%	25.8%	(6.6%)	0.3%	14.4%
Railroads	87.6%	16.8%	7.8%	10.6%	6.6%
Forwarding & Logistics	14.0%	14.3%	2.9%	0.4%	(0.6%)
Integrated	82.1%	29.4%	9.7%	8.0%	2.7%
S&P 500	83.1%	26.4%	9.0%	5.4%	2.3%



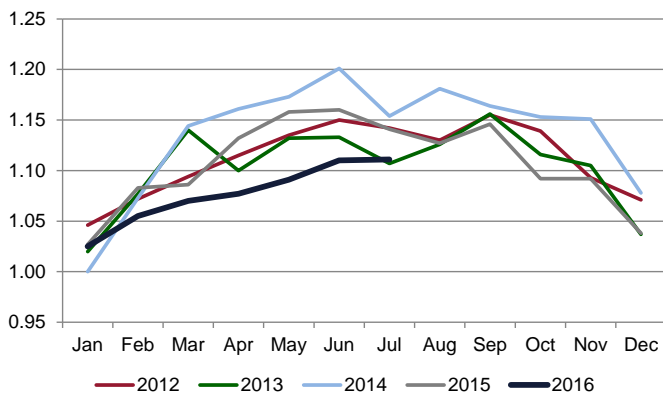
See publicly traded freight transportation & logistics trading multiples page for companies within each industry.

Past performance does not guarantee future results. There is no assurance these trends will continue. The market value of securities fluctuates and you may incur a profit or a loss. This analysis does not include transaction costs and tax considerations. If included, these costs would reduce an investor's return. The S&P 500 is an unmanaged index of 500 widely held stocks.

## KEY TRUCKING METRICS

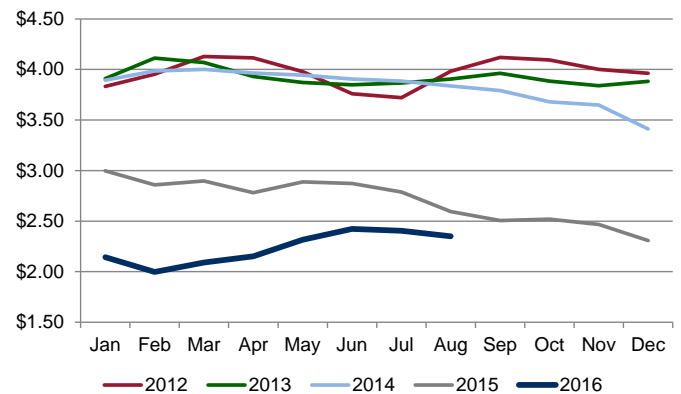
- Cass Freight Shipments Index was flat in July 2016, remaining below 2015 levels for the same period
- In August, diesel prices decreased, remaining below 2015 prices for the same period
- The American Trucking Associations' advanced seasonally adjusted For-Hire Truck Tonnage Index increased 2.1% in July following a 1.6% drop in June
  - Year-to-date, the tonnage index is up 2.1% compared to the same period in 2015

### CASS FREIGHT SHIPMENTS INDEX



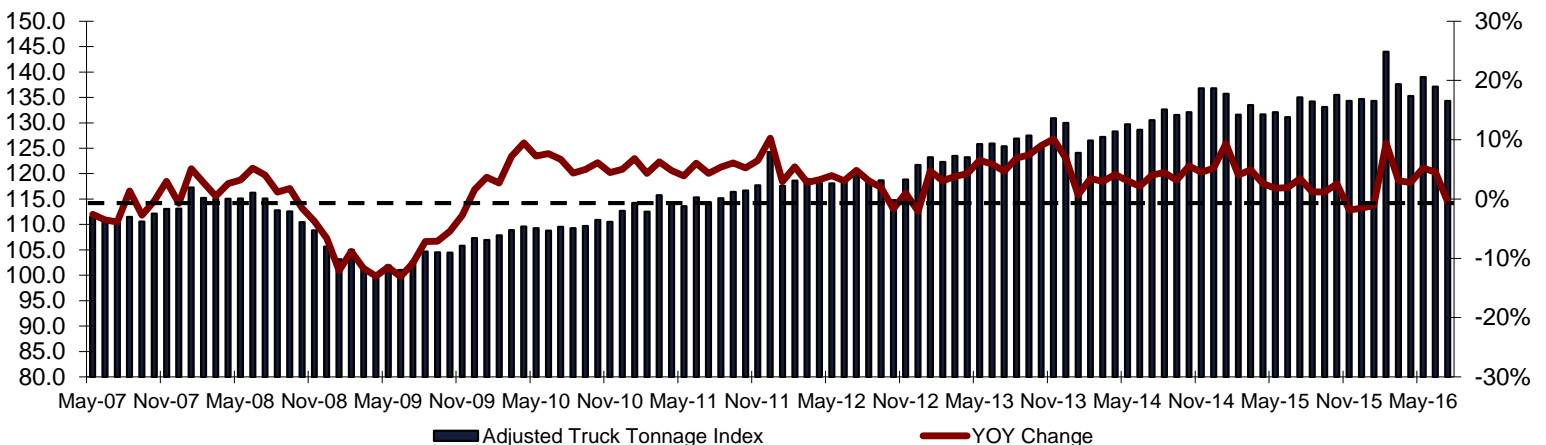
Source: Cass Information Systems

### DIESEL PRICES



Source: EIA National Average

### ATA TRUCK TONNAGE

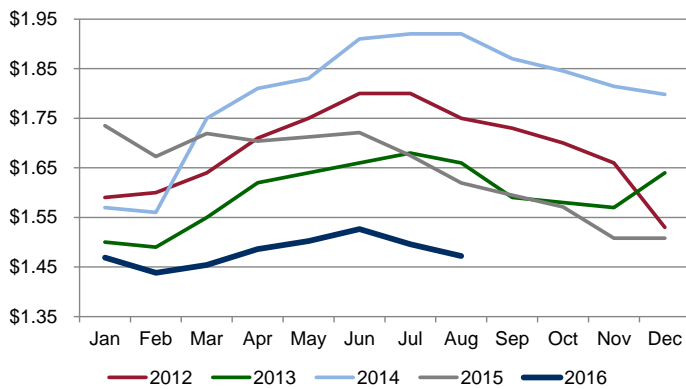


Source: American Trucking Association

## KEY TRUCKING METRICS

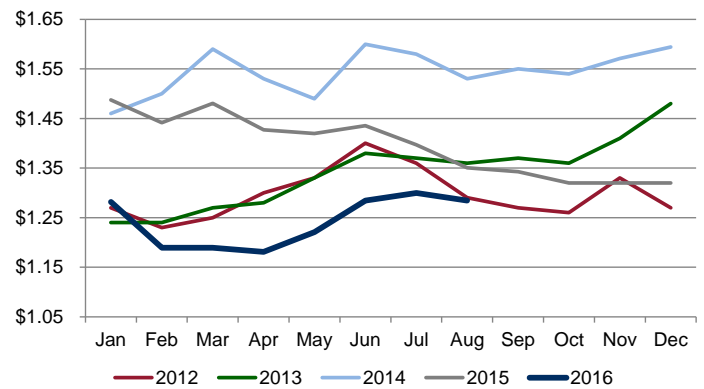
- Flatbed spot rates decreased in August 2016, remaining below 2015 levels for the same period
- Dry van spot rates decreased in August 2016, remaining below 2015 levels for the same period
- Flatbed load-to-truck ratio decreased in August 2016, falling below 2015 levels for the same period
- Dry van load-to-truck ratio decreased in August 2016, but remained above 2015 levels for the same period

### FLATBED SPOT RATES



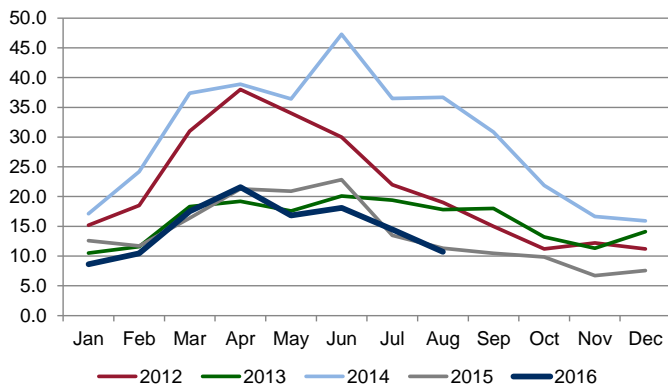
Source: DAT RateView

### DRY VAN SPOT RATES



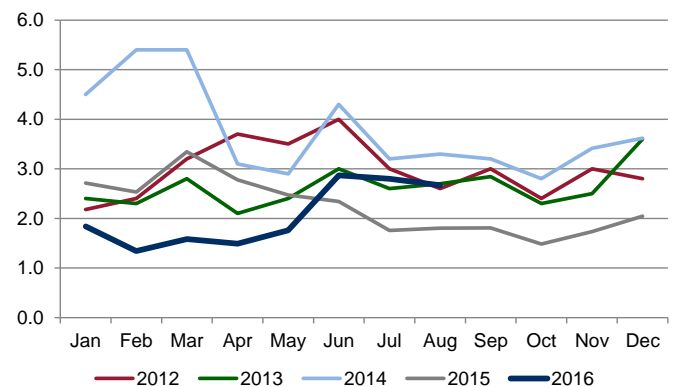
Source: DAT RateView

### FLATBED LOAD-TO-TRUCK RATIO



Source: DAT RateView

### DRY VAN LOAD-TO-TRUCK RATIO

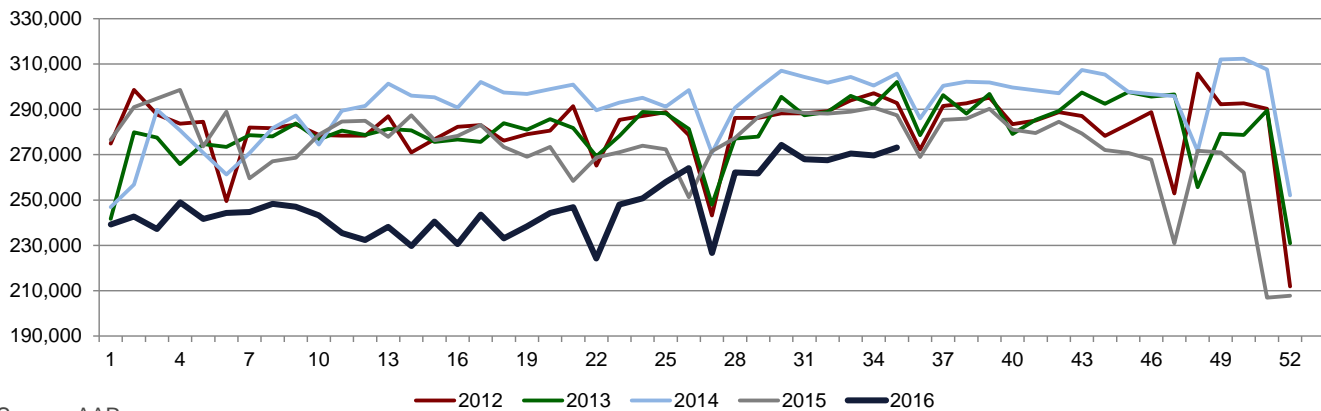


Source: DAT RateView

## RAIL VOLUME TRENDS

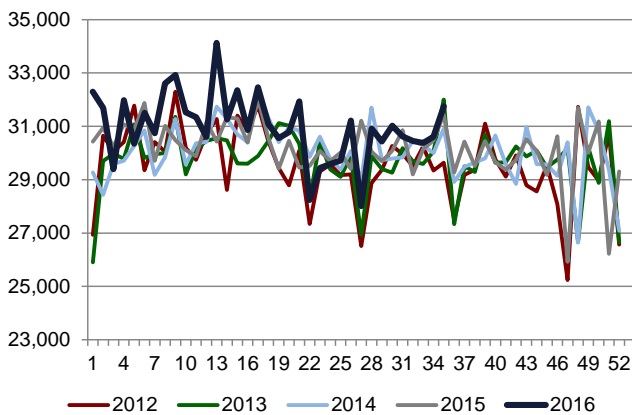
- Total railroad carloads have decreased 11.1% for the 35-week period ended September 5, 2016, compared to the same period the previous year
- Chemical carloads – often a leading indicator of industrial and economic activity and accounts for approximately 14% of all carloads have increased 1.9% for the 35-week period ended September 5, 2016, compared to the same period the previous year
- Coal is the largest commodity hauled by rail and accounts for approximately 30% of all carloads; decreased 26.8% for the 35-week period ended September 5, 2016, compared to the same period the previous year
- Intermodal carloads have decreased 3.1% for the 35-week period ended September 5, 2016, compared to the same period the previous year

### RAILCAR CARLOADS<sup>(1)</sup>



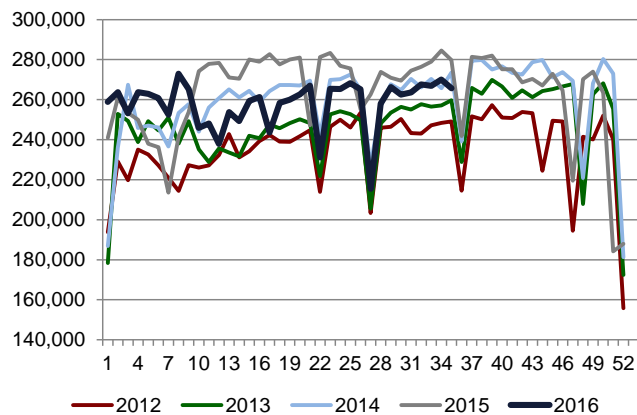
Source: AAR  
(1) Excludes intermodal units

### CHEMICALS



Source: AAR

### INTERMODAL (CONTAINERS & TRAILERS)



Source: AAR

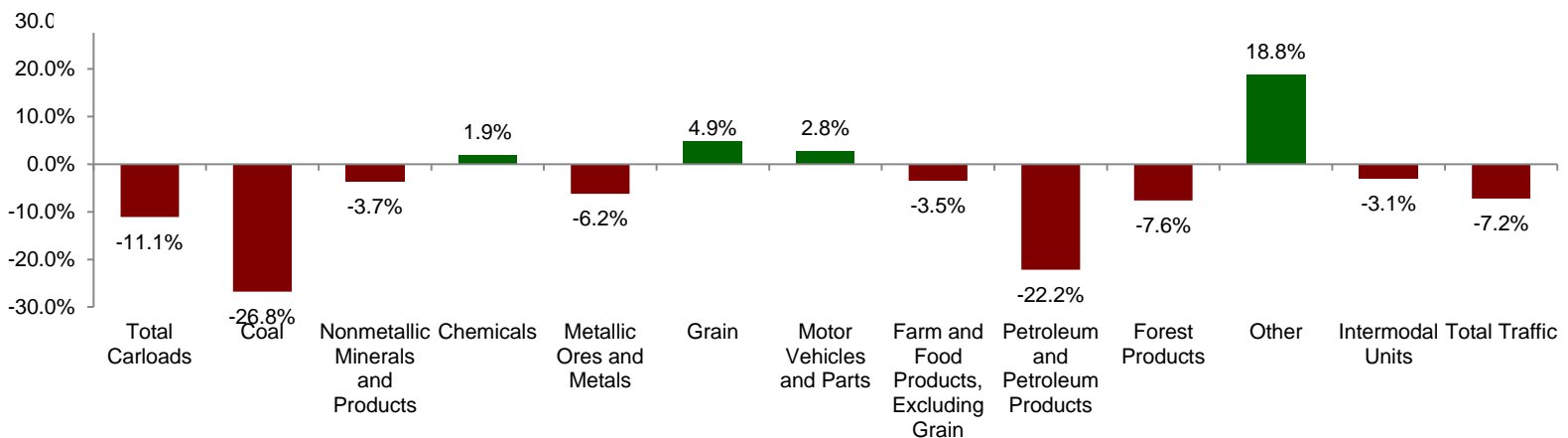
## RAIL VOLUME TRENDS

- When reviewing the following information, it may be helpful to consider a number of macro-trends that impact the results
- These trends or factors include for example:
  - Coal: continue trend towards natural gas and away from coal for electricity production
  - Metallic ores and metals: the movement of which fluctuates significantly due to scrap metal and commodity pricing, foreign exchange rates, global industrial growth and other factors
  - Grain: fluctuates significantly due to changes in growing conditions, commodity prices and import / export market
  - Petroleum and petroleum products: continued significant growth in moving oil primarily from domestic shale plays

### U.S. RAIL TRAFFIC<sup>(1)</sup>

	Week 35, 2016		Year-To-Date	
	Cars	vs 2015	Cumulative	vs 2015
<b>Total Carloads</b>	<b>273,117</b>	<b>-4.9%</b>	<b>8,668,572</b>	<b>-11.1%</b>
Coal	90,575	-16.2%	2,596,684	-26.8%
Nonmetallic Minerals and Products	35,754	-5.7%	1,180,744	-3.7%
Chemicals	31,751	1.0%	1,084,805	1.9%
Metallic Ores and Metals	22,140	4.1%	762,348	-6.2%
Grain	24,455	30.2%	759,334	4.9%
Motor Vehicles and Parts	19,557	5.5%	626,583	2.8%
Farm and Food Products, Excluding Grain	16,059	-2.4%	563,787	-3.5%
Petroleum and Petroleum Products	10,770	-24.4%	389,817	-22.2%
Forest Products	10,631	-6.8%	358,347	-7.6%
Other	11,425	24.1%	346,817	18.8%
<b>Intermodal Units</b>	<b>265,709</b>	<b>-5.0%</b>	<b>9,042,678</b>	<b>-3.1%</b>
<b>Total Traffic</b>	<b>538,826</b>	<b>-5.0%</b>	<b>17,711,250</b>	<b>-7.2%</b>

### YEAR-TO-DATE CHANGE



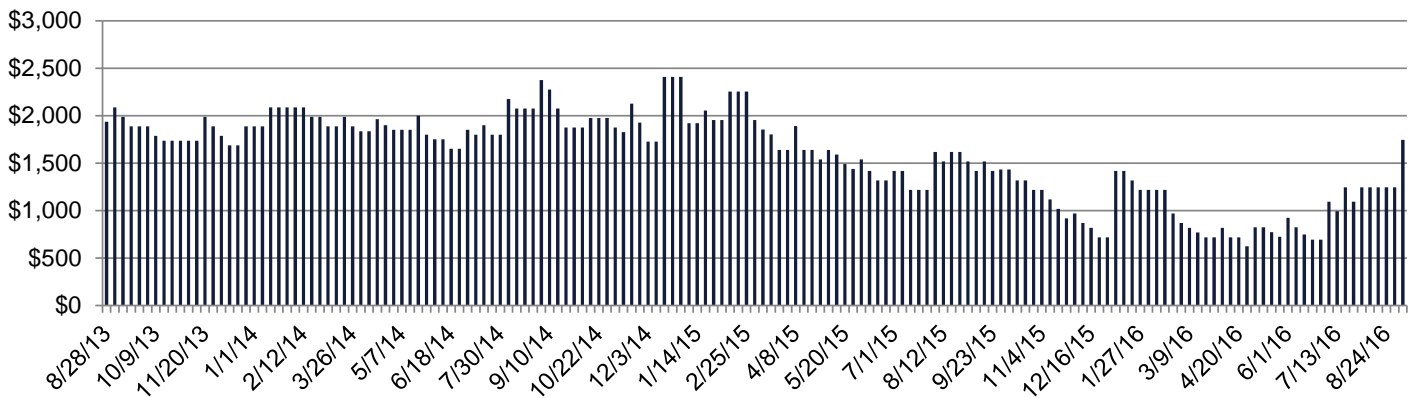
Source: AAR

(1) Excludes U.S. operations of CN and Canadian Pacific

## OCEAN SHIPPING RATE TRENDS

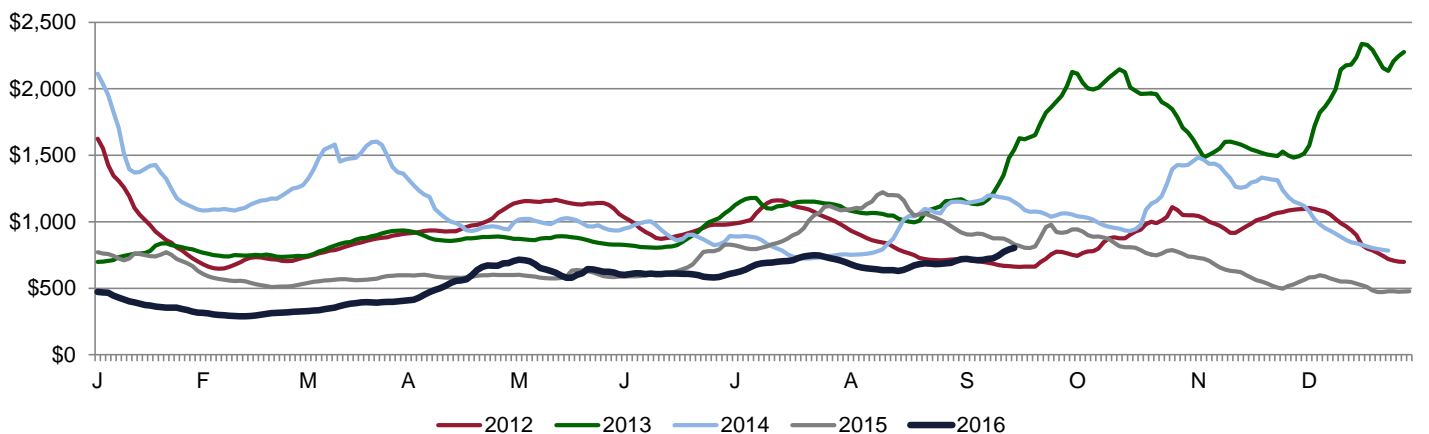
- The Container Rate Benchmark reported a September 5, 2016 price of \$1,743
- Decrease of 23% for the same week the prior year
- September 7, 2016 price of \$1,743 represents the index 52-week high
- 180% above the index 52-week low on April 27, 2016 of \$623
- The Baltic Dry Index reported a September 9, 2016 price of \$804
- Decrease of 6% for the same day the prior year
- 18% below the index 52-week high on September 21, 2015 of \$978
- 177% above the index 52-week low on February 11, 2016 of \$290

### CONTAINER RATE BENCHMARK



Source: Drewry, JOC

### BALTIC DRY INDEX

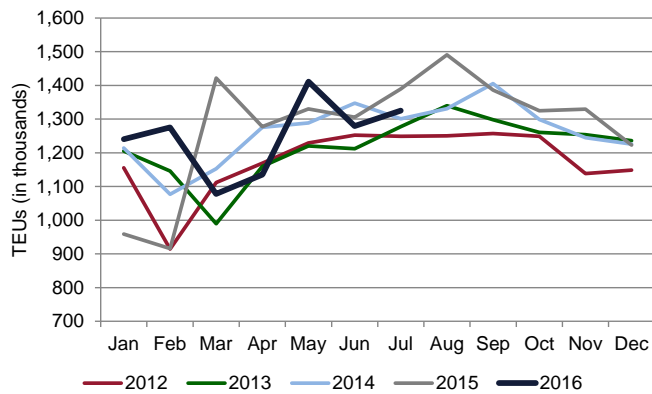


Source: Bloomberg

## FOUR LARGEST U.S. PORT VOLUME TRENDS

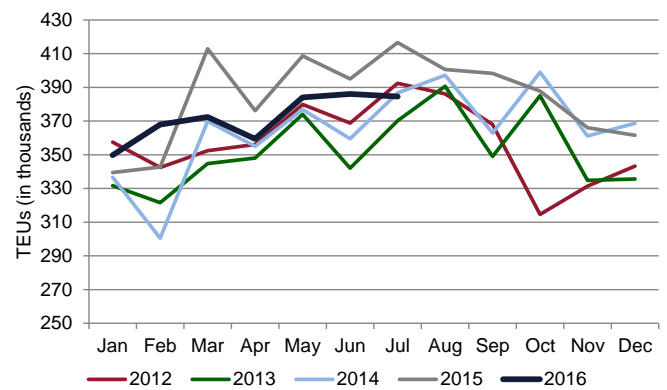
- Los Angeles and Long Beach port volumes increased in July 2016, but remained below 2015 levels for the same period
  - For the first six months of 2016, volumes increased 1.7%, compared to the same period the previous year
- New York and New Jersey port volumes decreased in July 2016, remaining below 2015 levels for calendar year end
  - For the first six months of 2016, volumes decreased 3.2%, compared to the same period the previous year
- Savannah port volumes increased in July 2016, but remained below 2015 levels for the same period
  - For the first six months of 2016, volumes decreased 6.1%, compared to the same period the previous year
- Charleston port volumes increased in June 2016, rising above 2015 levels for the same period
  - For the first six months of 2016, volumes decreased 2.4%, compared to the same period the previous year

### LOS ANGELES AND LONG BEACH PORT VOLUMES



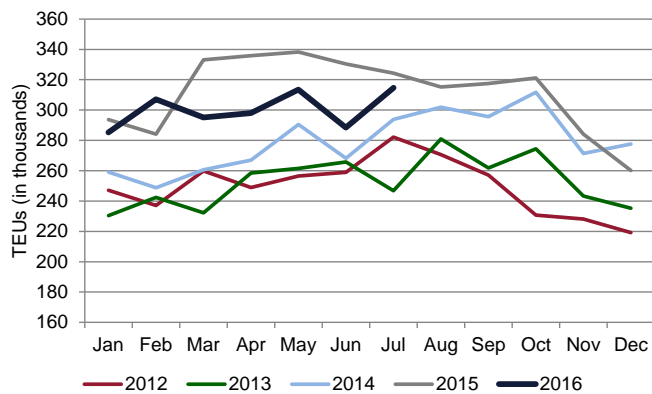
Source: Port of Los Angeles & Long Beach

### NEW YORK AND NEW JERSEY PORT VOLUMES



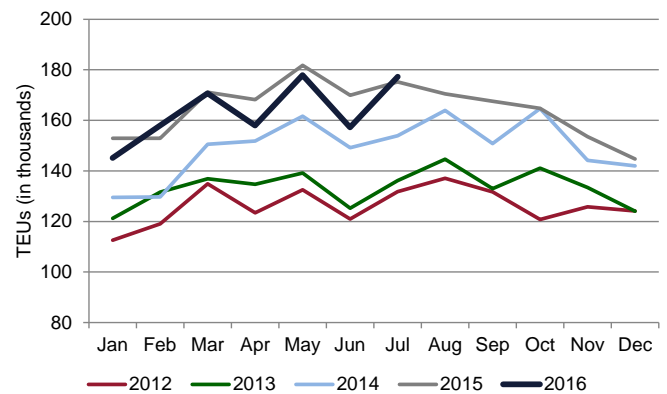
Source: Port of New York & New Jersey

### SAVANNAH PORT VOLUMES



Source: Port of Savannah

### CHARLESTON PORT VOLUMES



Source: Port of Charleston



## SELECT M&amp;A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
Pending	Providence and Worcester Railroad Company Genesee & Wyoming Inc.	Genesee & Wyoming has signed a definitive agreement to acquire Providence and Worcester Railroad Company, a listed U.S.-based company headquartered in Worcester, Massachusetts, is a regional freight railroad. GWR will acquire 100% of PWX common stock at an offer price of \$25 per share, valuing the transaction at \$121.7 million. The offer price represents a premium of 53.4% based on PWX's closing share price of \$16.30 per share on 12 August 2016, one day prior to the announcement date. The acquisition is a strategic fit with GWR's contiguous railroads, the New England Central and the Connecticut Southern.
Pending	Direct ChassisLink, Inc. EQT Partners	EQT Partners agreed to acquire Direct ChassisLink, provider of chassis leasing services to the intermodal industry; the company offers chassis to marine terminal operators, non-vessel operating common carriers, motor carriers, steam ship lines, and beneficial cargo owners in the United States, from Littlejohn & Co
Pending	Mahe Terminals LLC Macquarie Infrastructure Partners	Macquarie Infrastructure Partners has agreed to acquire Mahe Terminals, the U.S.-based 454-acre multi-user container terminal in Port Elizabeth, from Deutsche Bank AG. The transaction is a step towards Deutsche Bank's commitment to the reduction of legacy assets. Mahe Terminals forms a part of Deutsche Bank's Non-Core Operations Unit and was acquired by Deutsche Bank in June 2007 from Mahe family for \$2.1 billion.
Pending	KLN Investment (US) LLC Kery Logistics Network Limited	Kerry Logistics has agreed to acquire KLN Investment, provider of ocean freight, air freight, trucking, customs broker, logistics and warehousing services, for \$87.9 million. KLN Investment holds 51% stake in 14 US operating subsidiaries, which is engaged in providing ocean freight, air freight, trucking, customs broker, logistics and warehousing services and specializes in transpacific trade lanes which handled over 275,000 twenty-foot equivalent units in 2014. KLN Investment reported revenues of \$509.2 million for the year ended December, 31 2014.
Pending	Blue-Grace Logistics LLC Warburg Pincus LLC	Warburg Pincus has agreed to acquire an undisclosed minority stake in Blue-Grace Logistics LLC, the USA-based company engaged in providing freight and logistics services, for a consideration of \$255 million. The transaction is in line with Blue-Grace's growth strategy; post transaction, Blue-Grace will hiring 500 to 700 new employees, accelerate it's national expansion plans and pursue strategic acquisitions.
09/10/16	Gardner Trucking, Inc. CRST International, Inc.	CRST has acquired California-based Gardner Trucking, provider of line haul, dedicated equipment, and logistics services; the company operates a fleet of trailing equipment, including dry vans, roller vans, curtain vans, double curtain vans, flatbeds, and double flatbeds. This is CRST's largest acquisition, to take a step closer toward its goal of becoming a \$2 billion annual revenue company within two years. Gardner has annual revenue of approximately \$400 million.
09/02/16	Logistics & Distribution Services Corporation ABF Logistics, Inc.	ABF Logistics acquired Logistics & Distribution Services, a transportation and logistics company in Nevada that offers warehousing, cross docking, and LTL shipment management services, for \$25 million. As per terms, consideration comprised of \$17 million on closing and \$8 million in cash upon achieving certain financial targets over the next two years. Logistics & Distribution Services had revenues of \$60 million in 2015.

## SELECT M&A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
08/18/16	Consolidated Distribution Corporation, LLC Lineage Logistics Holdings, LLC	Lineage Logistics, a portfolio holding of Bay Grove Capital, has acquired Consolidated Distribution Corporation (CDC), the US-based third-party logistics and re-distribution company. CDC serves quick-serve, fast-casual and casual-dining restaurants, as well as retail and manufacturing businesses, with multi-temperature warehouses in Illinois, Georgia and Texas regions. Lineage was formed by the combination of the businesses acquired by Bay Grove: Richmond Cold Storage, Terminal Freezers, Flint River Services, CityIce, and Seafreeze, as well as other individual locations.
08/08/16	United Express NFI Global, LLC	NFI Industries has acquired United Express Service, provider of trucking and freight shipping services. The purchase of United Express expands NFI's brokerage offering in the Mid-Atlantic and Southeast Regions.
08/07/16	Nolan Transportation Group, Inc. Ridgemont Equity Partners	Nolan Transportation, provider of freight brokerage service that offers truck load, LTL, flatbed, intermodal, drayage, and warehousing services, announced that it has received an equity round of funding from new investor Ridgemont Equity Partners. Nolan Transportation Group will use the proceeds to bolster its current growth strategy, to continue to build out the best brokerage operations team in the business, to invest in the tools and technology that will increase the value and integration with customers and carriers.
08/04/16	Span Alaska Transportation, Inc. Matson Logistics, Inc.	Matson Logistics has agreed to acquire Span Alaska Transportation from Evergreen Pacific Partners for a cash consideration of \$197.5 million. Span Alaska Transportation, Inc., the U.S.-based company which provides freight transportation and logistics services. The acquisition is in line with Matson's long term commitment to Alaska; the acquisition will significantly expand Matson Logistics' platform into freight forwarding in Alaska. Raymond James served as exclusive financial advisor to Matson Logistics.
08/03/16	Triumph Transport Inc. Central States Trucking Company	Central States Trucking Company (CST), a wholly-owned subsidiary of Forward Air Corporation, has acquired Triumph Transport Inc., the U.S.-based company engaged in providing intermodal, drayage and related services, for a consideration of \$10.1 million. Through this acquisition, Central States Trucking will become the largest and most complete Intermodal Drayage Service Provider in the state of Wisconsin and greater Milwaukee market.
08/01/16	EPIC Logistics, Inc. Epes Logistics Services, Inc.	Epes Logistics Services acquired EPIC Logistics, a third party logistics company in the U.S. that offers transportation services, including less than truckload, full truckload, container delivery, expedited, air freight, and international transportation services. It also provides value added services, which include pre-invoice audit of freight bills, processing and management of freight claims and advisory services.
07/31/16	Walbon & Company, Inc. Kottke Trucking, Inc.	Kottke Trucking has acquired Walbon & Company's over-the-road operations including Walbon's routes, trucks, trailers and Wildwood, FL-based terminal. In addition, Kottke has set up an office in Eagan, MN, to manage the newly acquired lanes and staff from Walbon.
07/26/16	Apex Freight Services, Inc. Scott Logistics Corp.	Scott Logistics Corp. acquired Apex Freight Services, provider of third party logistics services to handle hazardous freight through a fleet of van and flatbed trucks in the United States and Canada; it offers transportation services that handle full truckload, liquid bulk, heavy haul, freeze protection products, dry bulk, and expedited products.

## SELECT M&A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
07/26/16	Amerijet Holdings, Inc. ZS Fund	ZS Fund acquired Amerijet Holdings, provider of multi-modal cargo transportation and logistics services to individuals and industries in the United States and internationally from H.I.G. Capital. The acquisition includes Amerijet Holdings, Inc. and two of its subsidiaries Amerijet International, Inc. and ITN Worldwide.
07/25/16	St. George Logistics Wind Point Partners	Wind Point Partners, along with the logistics executives Chris Jamroz and Hessel Verhage, have agreed to acquire St. George Logistics, the U.S.-based company providing warehouse & logistics services, in a management buy-in transaction, from LongueVue Capital, Long Point Capital, and Ironwood Capital.
07/25/16	Farren International, LLC EZE Trucking Holdings	EZE Trucking International, portfolio holding of Atlantic Street Capital, has acquired Farren International, provider of transportation and rigging services in North America. Its services include aircraft transportation, crating/export packaging, domestic/global facility relocations, LTL/hot shot, logistic consulting, oversize/heavy transportation, rigging and millwright, turn-key projects, and warehousing/3PL.
07/12/16	Triton Container International Limited TAL International Group, Inc.	Triton Container International Limited and TAL International Group jointly announced today that they have entered into a definitive agreement under which the companies will combine in an all-stock merger of equals transaction. The transaction will create the world's largest lessor of intermodal freight containers with a combined container fleet of nearly five million twenty-foot equivalent units (TEU) and revenue earning assets of \$8.7 billion. Under the terms of the transaction agreement, Triton and TAL International will combine under a newly-formed holding company, Triton International Limited.
07/07/16	Global Transportation Services, Inc. American Fast Freight, Inc.	American Fast Freight (AFF), portfolio of The Jordan Company, has acquired Global Transportation Services (GTS), the U.S.-based provider of international air and ocean logistics services, from Jacobson Holding Company, subsidiary of Norbert Dentressangle SA, for an estimated consideration of \$138 million. The acquisition is in line with AFF's strategy to expand its global reach and create a global logistics platform that offers enhanced service capabilities to AFF and GTS customers.
07/05/16	K.A.S Personnel Services TransForce, Inc.	TransForce has acquired the assets of K.A.S. Personnel Services (KAS), a leading provider of high-quality commercial truck drivers and other transportation personnel based in Mississauga, Ontario. KAS has been serving the transportation industry for almost 30 years in the Ontario market. This is TransForce's sixth acquisition in the last 36 months, but it is the first international acquisition.
06/30/16	Jones Motor Group, Inc. Transport Investments, Inc.	Transport Investments, portfolio company of Revelstoke Capital Partners, has acquired Jones Motor Group, the U.S.-based company engaged in providing transportation and logistics services. The acquisition will expand TII's services across end-markets and freight types. With this acquisition, the combined company will have revenue of \$350 million and will employ 350 agents with 1,400 owner-operators handling and 170,000 loads, annually.
06/20/16	G-Force Shipping Blue-Grace Logistics LLC	Blue-Grace Logistics, has acquired G-Force Shipping, the U.S.-based third party logistics company providing trucking, shipping, transportation consulting and warehouse services. The acquisition is in line with BlueGrace's strategy of acquiring more companies that fit their capacity for growth in the 3PL space.

## SELECT M&A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
06/09/16	American Global Logistics LLC NexPhase Capital Eve Partners	NexPhase Capital, in partnership with EVE Partners, has acquired American Global Logistics, a U.S.-based logistics provider offering end-to-end ocean and air transportation services.
06/02/16	Watkins & Shepard Trucking, Inc. Schneider National Carriers, Inc.	Schneider National Carriers, Inc., has acquired Watkins & Shepard Trucking, the U.S.-based company that provides truckload, less than truckload (LTL), van, and flatbed transportation services. The acquisition has brought together industry-leading final-mile delivery, claims-free handling and an innovative technology platform. Watkins currently has more than 1,300 employees, including nearly 800 drivers based out of 20 terminals across the U.S.
06/01/16	General Transportation Services, Inc. Hybrid Logistics Inc. CAI International Inc,	CAI International has acquired Hybrid Logistics and its affiliate General Transportation Services, the U.S.-based companies that operates as asset-light truck brokers, from Mr. Robert Thompson, the U.S.-based private investor having interest in transportation sector, for a consideration of \$12 million. CAI International paid a cash consideration of \$9 million and will pay an additional consideration of up to \$3 million an earnout based achievement of certain performance metrics over the next two years. The acquisition enables CAI to expand its logistics business as well as generate synergies and cross-marketing opportunities with its existing logistics portfolio.
06/01/16	The APEX Group Kerry Logistics Network Limited	Kerry Logistics has acquired a 51% stake in The APEX Group, the U.S.-based provider of logistics services ranging from ocean and air freight, customs brokerage, to logistics solutions and door-to-door delivery, for an estimated consideration of \$87.9 million. The transaction aligns with Kerry Logistics' strategy to expand its sales network and coverage worldwide. The transaction will support Kerry to enter U.S. markets, international service capabilities and to seize business opportunities.
06/01/16	LeanLogistics, Inc. Kewill plc	Kewill, portfolio company of Francisco Partners, entered into an agreement to acquire LeanLogistics, provider of SaaS transportation management system (TMS) applications and supply chain services, from CHEP (U.S.A.) Inc. for approximately \$120 million .
05/10/16	Liberty Terminals, LLC Diversified Port Holdings LLC	Diversified Port Holdings acquired Liberty Terminals, transporter of domestic and foreign cargo and operates cargo terminals. Upon completion, Liberty Terminals will be renamed as Seaonus Stevedoring-Savannah LLC.
03/07/16	Kings Express Mobile Air Transport, Inc.	Mobile Air Transport acquired the assets of Kings Express, provider of freight transportation services, offering trucking, freight management system, distribution, line haul, and warehousing services. Mobile Air will absorb the entire business and operations of Kings Express and rebrand them as Mobile Air Transport company-operated stations.
03/07/16	Iowa Northern Railway Company Trive Capital	Trive Capital acquired Iowa Northern Railway, provider of rail transportation services in the United States and Canada; offers grain, corn, and beans transportation services; ethanol/biofuels and renewable energy transportation services; wind turbine components distribution services; and transloading and storage services.
02/11/16	Advanced Distribution Services Dicom Transportation Group	Dicom Transportation Group acquired Advanced Distribution Services, provider of delivery services through cross-dock facilities and vehicle fleet throughout Arkansas, Illinois, Indiana, Iowa, Kentucky, Michigan, Ohio, Oklahoma, Tennessee, and Wisconsin.

## SELECT M&A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
02/05/16	Flynn Transportation Services, Inc. Ridgemont Equity Partners	Ridgemont Equity Partners has acquired Flynn Transportation Services, the U.S.-based company engaged in arranging transportation of freight and cargo.
02/04/16	FLS Transportation Services ABRY Partners	ABRY Partners acquired FLS Transportation Services, provider of transportation and logistics services, including dryvan, LTL, specialty freight, temperature controlled, intermodal and freight management.
02/03/16	Alliance Supply Management Ship Supply International	Ship Supply International, a portfolio company of H.I.G. Capital, has acquired Alliance Supply Management, the U.S.-based company that offers port logistic services. The acquisition expected to broaden Ship Supply's product offering, diversify its customer base and allows it to develop a national and global platform for commercial port logistic services.
02/02/16	Golbal Distribution and Logistics LLC Rockfarm Supply Chain Solutions Inc.	Rockfarm Supply Chain Solutions Inc acquired a majority stake in Global Distribution And Logistics, provider of freight transportation services in the United States and internationally; it services include supplier management, P.O. management, shipment planning and execution, domestic transportation management, vendor consolidation/deconsolidation, pick/pack, kitting, labeling, and documentation and reporting.
01/22/16	UTi Worldwide Inc. DSV A/S	DSV has offered to acquire UTi Worldwide Inc., the listed US-based group headquartered Long Beach, California, is an integrated logistics company providing support chain logistics services and planning and optimization solutions. The transaction is valuing UTi at approximately \$1.35 billion. Joining forces with DSV delivers substantially greater client value and future opportunities for UTi Worldwide, while it is financially attractive for its shareholders. The combined company will be one of the world's largest transport and logistics networks.
12/04/15	WCD Trucking Leonard's Express	Leonard's Express acquired assets of WCD Trucking from West Coast Distributing, Inc. WCD Trucking specializes in fresh food and refrigerated freight transportation services. The company transports fresh food commodities and frozen products, such as fresh meat, poultry, pork, and more; and delivers time and temperature sensitive commodities. The acquisition will result in an increase in the annual revenue of Leonard's Express to about \$185 million.
12/01/15	Bear Transportation Services ABF Logistics, Inc.	ABF Logistics, subsidiary of ArcBest Corporation, has acquired Bear Transportation Services, the U.S.-based company engaged in providing transportation solutions, from Mr. Mike Loehr, the US-based private investor having interest in the transportation sector, for a cash consideration of \$26.0 million. Bear Transportation Services has more than 140 employees and approximately \$120.0 million in annual revenue.
12/01/15	Optimal Freight, LLC Transport America, Inc.	Transport America, subsidiary of TransForce, Inc., acquired a majority stake in Optimal Freight, provider of transportation services; it moves truckload, partial, and LTL shipments and provides intermodal/air/ocean and freight management services in the United States, Canada, and Mexico
11/04/15	Juno Logistics Sojitz Logistics Corporation	Sojitz Logistics Corporation, a Japan-based Tokyo-headquartered logistic company, has agreed to acquire Juno Logistics, a U.S.-based Illinois-headquartered logistics services provider, from the US-based founder of Juno Logistics for an undisclosed cash consideration. Sojitz Logistics Corporation's aim is to set up its dependent logistic basis in the U.S. through the acquisition, and thus expanding the logistic network of Sojitz Logistics into the US and Europe continent.

## SELECT M&amp;A TRANSACTIONS IN LAST TWELVE MONTHS

Date Closed	Target Acquiror	Transaction Notes
11/03/15	Ozburn-Hessey Logistics, LLC GEODIS SA	GEODIS SA, the France-based company engaged in providing transport and logistics solutions, acquired Ozburn Hessey Logistics LLC (OHL), the U.S.-based company engaged in providing logistics and supply chain management services, from Welsh, Carson, Anderson & Stowe and Hyde Park Holdings. The deal is estimated to be valued at \$800.0 million. The transaction enables GEODIS to provide its global customers with OHL's expertise and presence in the North American market. The transaction also provides global footprint for North American clients of OHL.
10/30/15	Con-way Inc. XPO Logistics, Inc.	XPO Logistics acquired Con-way Inc., the US-based company headquartered in Michigan, Ann Arbor, is engaged in providing transportation and supply chain management services for a range of manufacturing, industrial, and retail customers. The transaction value of \$3.0 billion represents a multiple of approximately 5.7 times Con-way's 2015 consensus EBITDA of \$528 million. The acquisition will enable XPO Logistics to become the second largest provider of less-than-truckload transportation in North America, which will in turn benefit not only the XPO Logistics but also to provide world class services to its customers.
10/28/15	Pacific Imperial Railroad, Inc. Conatus Capital Group, Inc.	Conatus Capital Group acquired a majority stake in Pacific Imperial Railroad from The Nevada Group and Charles McHaffie. Pacific Imperial Railroad owns and operates shortline and freight railroad. It operates 130 miles of track that reaches from San Diego, California to Imperial County, California, and crossing through the Tijuana-Tecate region of Baja California, Mexico, and eastern San Diego County.
10/20/15	Unishippers Global Logistics, LLC Ridgemont Equity Partners	Ridgemont Equity Partners has acquired Unishippers Global Logistics, LLC, the US-based company engaged in providing shipping services for small and medium-sized businesses, from Five Points Capital. Unishippers reported revenues of \$420.0 million and USD \$375.0 million for the year 2014 and 2013 respectively. The acquisition will enable Unishippers to enhance its growth by expanding its presence geographically and its service portfolio.
10/02/15	Nordic Logistics and Warehousing, LLC AGRO Merchants Group	AGRO Merchants Group acquired Nordic Logistics and Warehousing, owns and operates cold storage warehouses in the U.S. Nordic stores and distributes various frozen food products for its customers, from American Infrastructure MLP Funds. Raymond James served as exclusive financial advisor to Nordic.
09/30/15	The Kenan Advantage Group, Inc. OMERS Private Equity	OMERS Private Equity, has agreed to acquire Kenan Advantage Group, the US-based provider of tank truck transporter and logistics services, along with its management, from GS Capital Partners and Centerbridge Partners. The transaction is expected to close in the third quarter of 2015.
09/30/15	Tango Transport, Inc. Celadon Group Inc.	Celadon Group acquired assets of Tango Transport, provider of dry van and flatbed services, offering over-the-road truckload services; and dedicated/private fleet conversion, expedited, third party logistics, heavy hauling, and brokerage services. Tango Transport generated revenues of \$90 million in 2014.
09/18/15	Delaware and Hudson Railway Norfolk Southern	Norfolk Southern Corporation agreed to acquire 282.55 mile rail line between Sunbury and Schenectady from Delaware and Hudson Railway Company, provider of railroad line-haul operator services based in Willsboro, New York, for approximately \$220.0 million.
09/17/15	Pacific Alaska Freightways, Inc. Span Alaska Transportation, Inc.	Span Alaska Transportation, portfolio company of Evergreen Pacific Partners, has acquired Pacific Alaska Freightways, Inc., the U.S.-based provider of freight transportation services. The acquisition will enable Span Alaska to cater to its customer-base more effectively and explore growth opportunities in both the Alaska and Hawaii markets. Post acquisition, the combined entity will ship over 400 million pounds of freight annually to Alaska, Hawaii, and Puerto Rico.

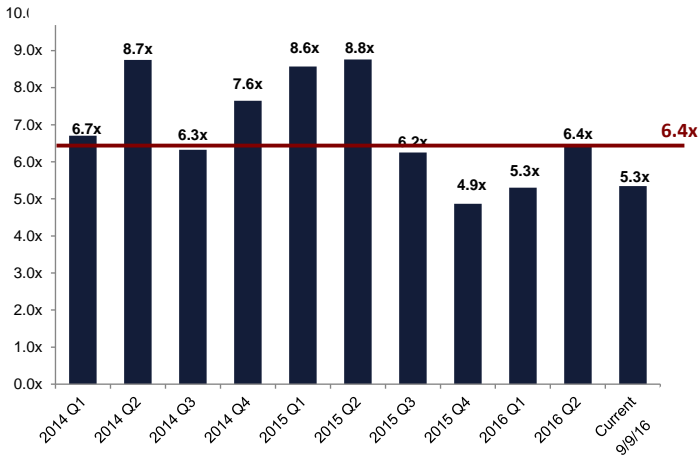
## PUBLICLY TRADED FREIGHT TRANSPORT &amp; INFRASTRUCTURE TRADING MULTIPLES

Company Name	Ticker	Share Price 9/9/16	% of 52 Week High	Market Value (\$ MM)	Enterprise Value (\$ MM)	Enterprise Value /		Enterprise Value /		Price /	
						EBITDA	EBITDA	EBIT	EBIT	2016E	2017E
<i>Asset-Based Truckload</i>											
Celadon Group Inc.	CGI	\$8.49	45.3%	\$234.4	\$676.2	6.3x	5.6x	22.4x	16.4x	15.7x	10.5x
Covenant Transportation Group, Inc.	CVTI	18.92	73.4%	344.2	542.0	4.9x	4.5x	12.9x	11.5x	15.4x	13.2x
Heartland Express, Inc.	HTLD	18.94	86.3%	1,577.4	1,499.8	7.7x	7.3x	16.7x	14.6x	27.0x	24.0x
JB Hunt Transport Services Inc.	JBHT	77.85	87.1%	8,772.2	9,718.5	8.8x	8.1x	13.1x	11.9x	19.9x	17.7x
Knight Transportation Inc.	KNX	28.00	92.2%	2,240.5	2,292.7	8.5x	7.8x	14.8x	13.1x	23.6x	20.7x
Marten Transport Ltd.	MRTN	21.38	96.0%	694.4	698.6	5.1x	4.8x	12.5x	11.5x	21.5x	19.7x
P.A.M. Transportation Services, Inc.	PTSI	20.91	45.7%	134.9	276.5	4.3x	4.1x	10.4x	9.7x	9.7x	8.7x
Swift Transportation Company	SWFT	20.63	97.9%	2,753.4	3,868.0	6.6x	6.1x	13.0x	11.6x	15.3x	13.4x
USA Truck Inc.	USAK	11.45	49.2%	96.1	227.5	5.7x	4.9x	34.2x	14.0x	26.9x	16.1x
Werner Enterprises Inc.	WERN	23.17	80.5%	1,669.6	1,799.4	5.4x	5.0x	13.6x	11.7x	20.5x	17.7x
<i>Asset-Light Transport</i>											
Forward Air Corp.	FWRD	45.32	89.8%	1,371.2	1,406.2	9.2x	8.2x	12.3x	10.7x	19.6x	16.9x
Landstar System Inc.	LSTR	67.32	92.3%	2,834.7	2,769.1	11.2x	10.4x	13.0x	12.0x	21.8x	19.6x
Roadrunner Transportation Systems, Inc.	RRTS	8.32	38.6%	318.9	717.5	7.0x	5.8x	11.1x	8.3x	11.8x	8.4x
Universal Logistics Holdings, Inc.	ULH	13.23	65.0%	375.9	586.6	6.0x	5.6x	9.1x	8.2x	10.9x	9.8x
<i>LTL</i>											
ArcBest Corporation	ARCB	18.64	62.7%	479.8	491.0	3.6x	3.1x	11.9x	7.5x	20.4x	13.0x
Old Dominion Freight Line Inc.	ODFL	67.36	93.0%	5,580.8	5,788.4	8.6x	7.9x	11.9x	10.7x	19.0x	16.9x
Saia, Inc.	SAIA	29.94	81.4%	749.6	888.6	5.6x	5.1x	11.3x	9.9x	16.2x	14.1x
YRC Worldwide Inc.	YRCW	11.51	62.2%	383.1	1,184.0	3.8x	3.5x	8.2x	6.6x	14.2x	8.2x
<i>Railroads</i>											
CSX Corp.	CSX	27.89	91.4%	26,383.7	36,105.7	8.1x	7.6x	11.4x	10.6x	16.0x	14.5x
Canadian National Railway Company	TSX:CNR	81.14	94.8%	62,680.4	72,842.4	11.3x	10.7x	13.8x	13.0x	18.2x	16.7x
Canadian Pacific Railway Limited	TSX:CP	192.61	94.2%	28,439.6	37,072.6	11.0x	10.3x	13.8x	12.8x	18.2x	15.9x
Kansas City Southern	KSU	93.16	92.5%	10,059.7	12,640.6	11.0x	10.1x	14.9x	13.5x	19.8x	17.5x
Norfolk Southern Corp.	NSC	90.78	91.9%	26,648.4	36,161.4	8.9x	8.3x	12.0x	11.1x	16.7x	15.0x
Genesee & Wyoming Inc.	GWR	66.91	91.2%	3,883.7	6,061.2	10.8x	9.9x	16.9x	15.5x	18.9x	17.5x
Union Pacific Corporation	UNP	92.72	94.3%	77,227.8	90,253.8	9.7x	9.0x	12.5x	11.4x	18.4x	16.4x
<i>Forwarding and Logistics</i>											
Expeditors International of Washington Inc.	EXPD	50.57	96.2%	9,155.8	8,179.1	11.0x	10.6x	11.8x	11.3x	20.8x	19.7x
Hub Group Inc.	HUBG	41.48	95.3%	1,419.6	1,400.5	8.5x	8.3x	11.0x	10.4x	18.1x	17.0x
Echo Global Logistics, Inc.	ECHO	24.79	87.0%	726.5	886.4	11.3x	9.2x	15.0x	11.9x	21.1x	17.1x
CH Robinson Worldwide Inc.	CHRW	68.90	90.5%	9,824.6	10,582.5	11.3x	10.9x	12.2x	11.8x	18.7x	17.8x
<i>Integrated</i>											
FedEx Corporation	FDX	160.85	94.9%	42,713.3	53,046.3	6.7x	6.1x	10.1x	9.1x	14.0x	12.6x
United Parcel Service, Inc.	UPS	107.63	96.2%	94,506.0	103,277.0	9.8x	9.5x	12.5x	12.0x	18.5x	17.4x

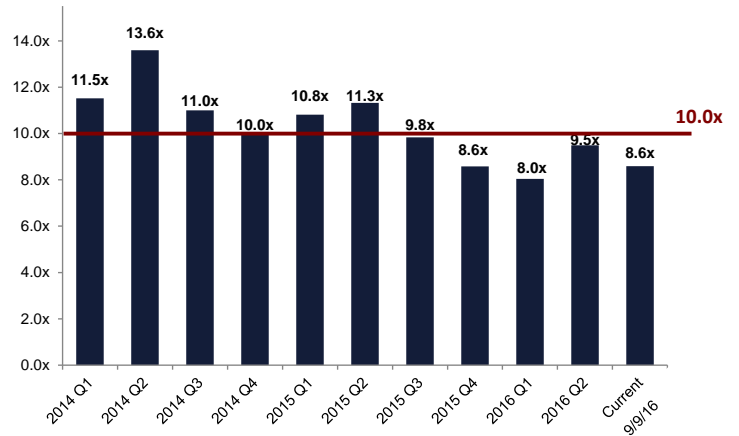
Sources: S&amp;P Capital IQ

## HISTORICAL EBITDA MULTIPLES

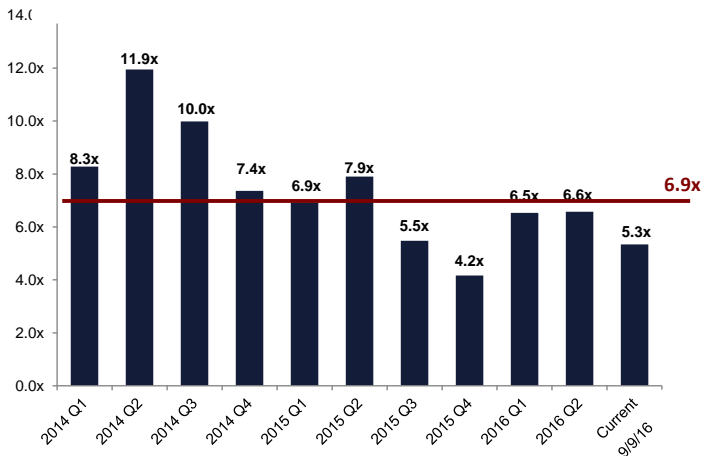
### ASSET-BASED TRUCKLOAD



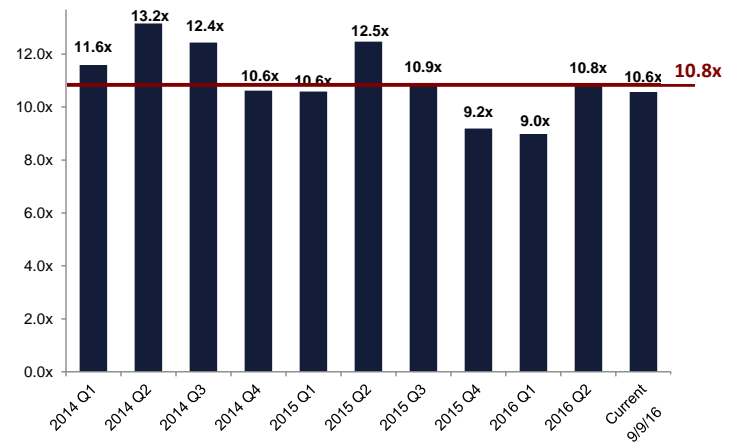
### ASSET-LIGHT TRANSPORT



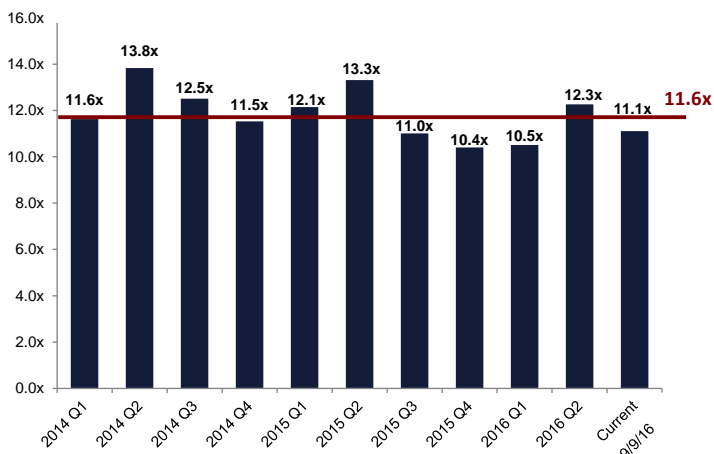
### LTL



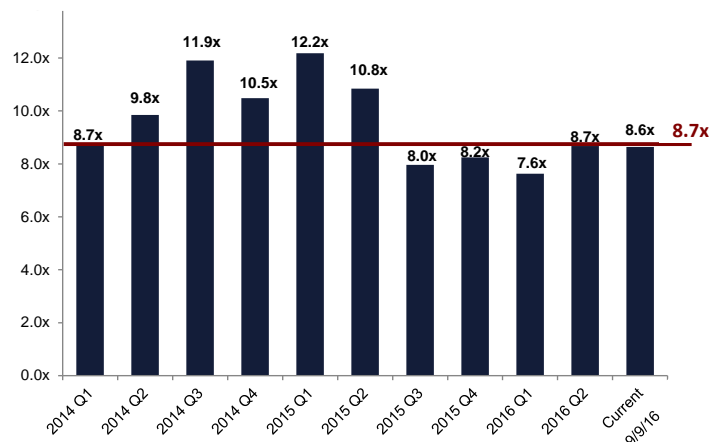
### RAILROADS



### FORWARDING AND LOGISTICS



### INTEGRATED



Source: S&P Capital IQ; Multiples calculated as an average over the specified period, except current which is a snapshot in time



## OVERVIEW OF RAYMOND JAMES

### Raymond James

- Full-service financial services firm
- **Founded in 1962**; public since 1983 (NYSE: RJF)
- Fiscal 2015 net revenue of **\$5.2 billion**
- International operations in Brussels, Buenos Aires, Calgary, Düsseldorf, Geneva, London, Paris, Toronto, and Vancouver

### Investment Banking

- Over **250 investment banking professionals** focused on eleven industry sectors
- Completed more than **430 offerings** raising in excess of \$160 billion in the past five years
- Completed **300 middle-market M&A** advisory transactions in the past five years

### Equity Capital Markets

- Powerful institutional and retail distribution capabilities
- **Top five** retail brokerage network of more than **6,200 financial advisors** (among U.S. full-service investment banks)
- Over 40 senior sales professionals and approximately 30 sales traders

### Equity Research

- **95 fundamental equity analysts** covering nearly 1,000 U.S. and more than 300 international companies
- **Ranked first** in The Wall Street Journal's quarterly research performance rankings more than any other firm since 1989

## AWARDS AND RECOGNITION

- Named the 2015 "Investment Banking Firm of the Year" by *The M&A Advisor Turnaround Awards*
- Named the 2014 "USA Middle Market M&A Investment Bank of the Year" by *Global M&A Network*
- Named the 2013 "Investment Banking Firm of the Year" by *M&A Advisor*
- Named the 2010 "Mid-Market Investment Bank of the Year" by *Buyouts Magazine*
- Received the 2009 "Middle-Market Deal of the Year" award from *The M&A Advisor* for providing financial advisory services to Nuclear Fuel Services in a sale of the Company to The Babcock & Wilcox Company

## TRANSPORT & INFRASTRUCTURE INVESTMENT BANKING GROUP

- Three managing directors have **22-year average tenure** with the company
- **Completed over 160 M&A and public finance transactions:**
  - 90+ advisory services transactions, **leading all sector-focused investment banks**
  - 70+ equity and debt offerings raising **over \$14.0 billion in proceeds**
- Extensive experience and industry knowledge with deep senior executive and private equity relationships

## TRANSPORT & INFRASTRUCTURE SECTOR EXPERTISE



**Airlines & Aviation**



**Environmental Services**



**Supply Chain Management**



**Trucking**



**Warehousing & Distribution**



**Rail & Rail Suppliers**



**Infrastructure & Other**

## TRANSPORT & INFRASTRUCTURE EQUITY RESEARCH

**Tyler Brown**, Senior Vice President, Transportation and Logistics Analyst



















- 9+ years of experience covering the transportation and logistics sector
- Recognized twice by *Forbes/Starmine* Rankings of Wall Street's Best Brokerage Analysts

**Savanthi Syth**, Associate Analyst, Growth Airlines Analyst

REPRESENTATIVE M&A ADVISORY EXPERIENCE

 has acquired 	 has been acquired by 	 has acquired 	 has received debt and equity financing from 	 a portfolio company of  has been acquired by  a portfolio company of 	 a portfolio company of  has been acquired by 	 has received an equity investment from 	 a portfolio company of  has been acquired by 
 has acquired 	 has been acquired by  a portfolio company of 	 TRANSPORT INVESTMENTS, INC. has been acquired by 	 has divested its freight brokerage division to 	 has acquired 	 has been acquired by 	 has been acquired by 	 strategic advisory assignment
 has acquired 	 has been acquired by 	 a portfolio company of  has been acquired by 	 has been acquired by 	 has been recapitalized by 	 Linen Holdings a portfolio company of  has been acquired by 	 Last Mile Delivery And Logistics Solutions a portfolio company of  Senior Debt Recapitalization	 has been acquired by 

REPRESENTATIVE CAPITAL RAISING EXPERIENCE

 \$1,600,000,000 6.5% Senior Notes due 2022 June 2015	 \$80,500,000 Follow-on Offering May 2015	 \$500,000,000 7.875% Senior Notes due 2019 August 2014	 \$411,000,000 Follow-on Offering January 2014	 \$250,000,000 4.375% Senior Notes due 2023 August 2013	 \$240,400,000 Follow-on Offering August 2013	 \$60,375,000 Follow-on Offering December 2012	 \$46,000,000 Follow-on Offering September 2012
 \$125,000,000 4.5% Convertible Senior Notes due 2017 September 2012	 \$490,620,000 Follow-on and Convertible Preferred Offering September 2012	 \$144,900,000 Follow-on Offering March 2012	 \$350,000,000 2.5% Senior Notes due 2017 February 2012	 \$160,000,000 Follow-on Offering January 2012	 \$187,000,000 Initial Public Offering May 2011	 \$146,000,000 Initial Public Offering April 2011	 \$256,000,000 Follow-on Offering March 2011
 \$872,850,000 Initial Public Offering December 2010	 \$200,000,000 Senior Debt Offering September 2010	 \$850,000,000 Notes Offering March 2010	 \$343,000,000 Initial Public Offering February 2010	 \$600,000,000 6.125% Senior Notes due 2039 November 2009	 \$360,000,000 Follow-on Offering October 2009	 \$50,000,000 Follow-on Offering October 2009	 \$84,000,000 Follow-on Offering September 2009

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