



# Universal Truckload Services, Inc.

Acquisition of

## LINC Logistics Company

## Today's Presenters

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**Donald Cochran**

President and Chief Executive Officer

**Robert Sigler**

Chief Financial Officer



**H.E. "Scott" Wolfe**

President and Chief Executive Officer

**David Crittenden**

Chief Financial Officer

Today's presentation and discussion will contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believes," "expects," "anticipates," "intends," "estimates," or similar expressions are intended to identify these forward-looking statements. These statements are based on Universal Truckload Services' current plans and expectations and involve risks and uncertainties that could cause future activities and results of operations to be materially different from those set forth in the forward-looking statements. For further information, please refer to Universal Truckload Services' reports and filings with the Securities and Exchange Commission.

## ■ Enhances growth profile of Universal

- Access to higher growth customized logistics solutions sector of 3PL market
- Higher percentage of contractual business will improve earnings predictability
- Cost synergies identified to enhance earnings growth

## ■ Upgrades Universal's 3PL service offering

- Ability to sell a more comprehensive suite of services
- More critical component of customers' value chains with multiple touch points
- Numerous cross-selling opportunities

## ■ Creates significantly larger transportation and logistics platform

- Elevation of Universal to a top 50 global logistics provider <sup>1</sup>
- Improved position with sales functions of larger shippers
- Increased buying power with suppliers

1) As measured by listing of top logistics providers by Armstrong & Associates

## Today



- LTM 1Q12 Revenue: \$718M
- LTM 1Q12 EBITDA: \$37.7M
- EBITDA Margin: 5.3%
- 2-Yr. Revenue CAGR: 18%

## Tomorrow



- LTM 1Q12 PF Combined Revenue: \$1,019M
- LTM 1Q12 PF Combined EBITDA: \$87.0M
- PF Combined EBITDA Margin: 8.5%
- 2-Yr. Combined Revenue CAGR: 21%



## Investment Highlights

- Leading asset-light truckload carrier
- Strong relationships in metals and energy
- Flexible, asset-light business model

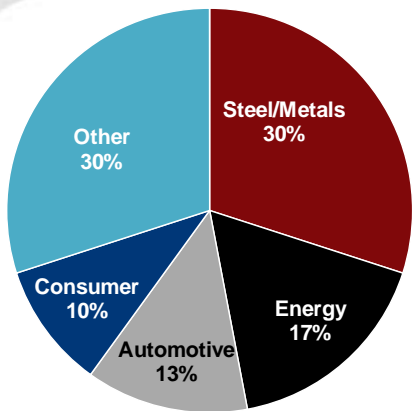
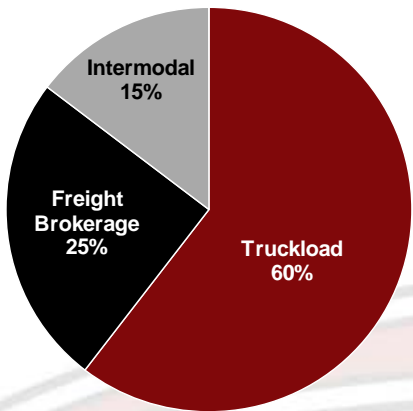
## Investment Highlights

- One of the largest, diversified supply chain management companies
- Flexible, asset-light business model
- Significant and sustainable margins
- Positioned for growth
- Diversified revenue streams and customer base

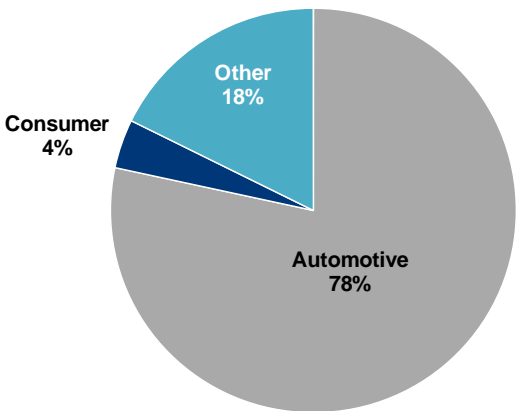
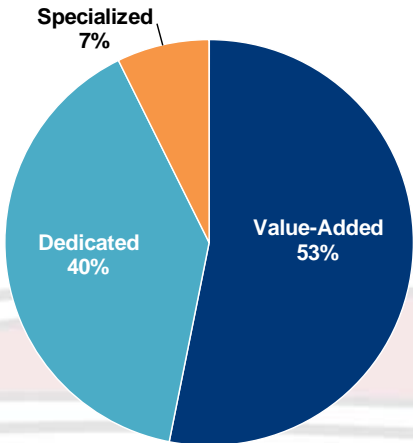
# Diversified Revenue Base



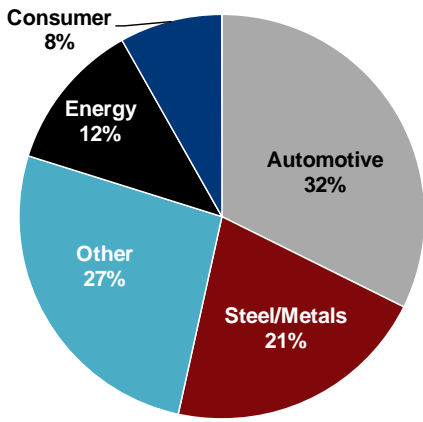
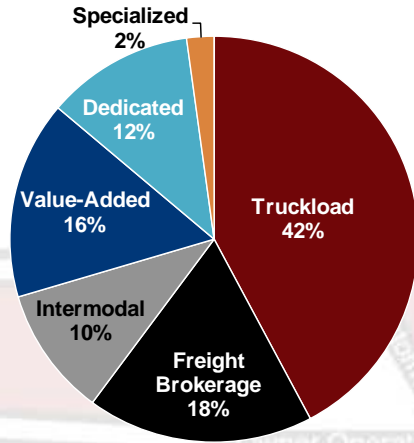
## Universal



## LINC

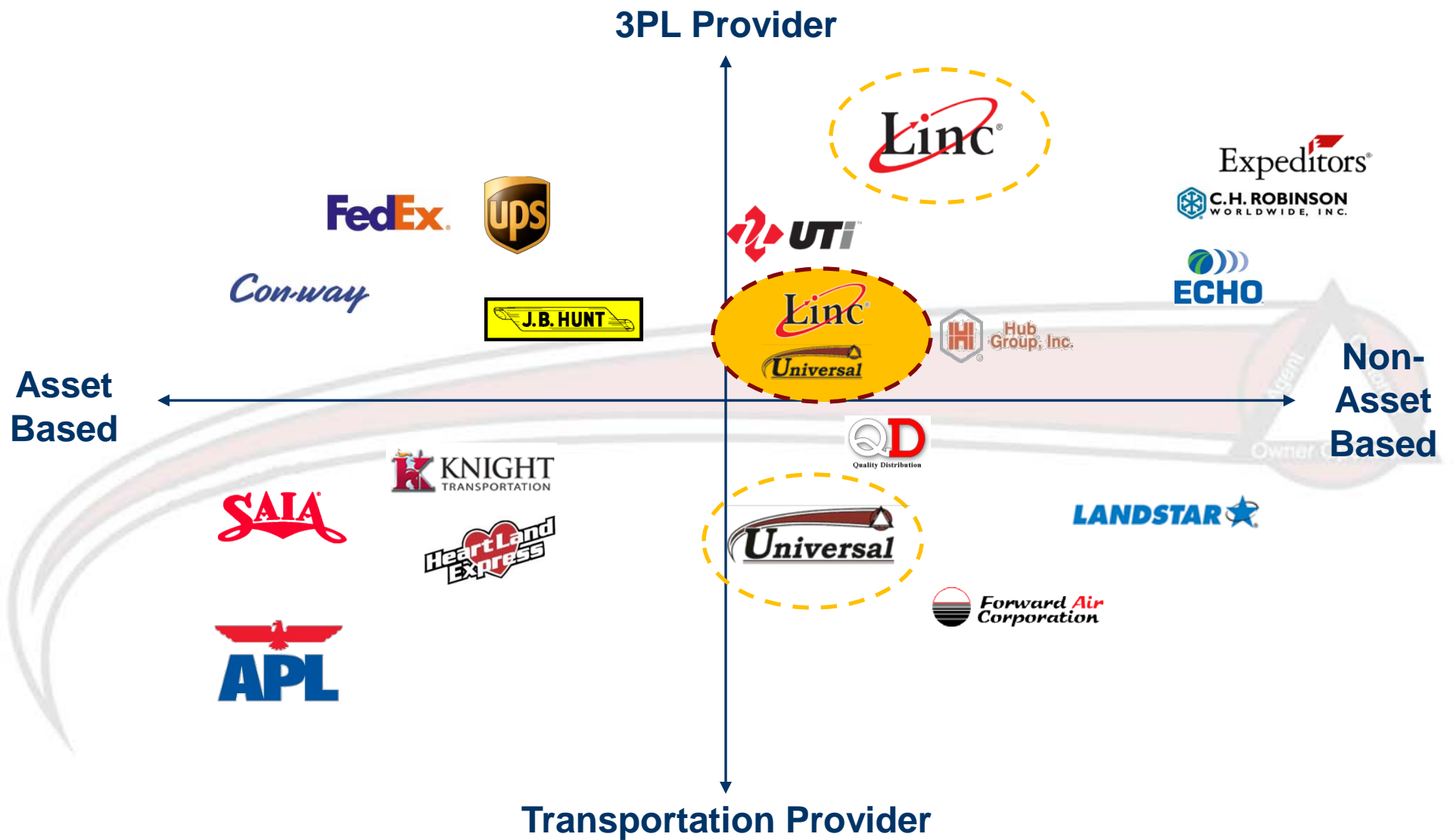


## Combined



1) Represents LTM period ended 3/31/12

# Leading Provider of 3PL Services





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# Transaction Summary

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# Transaction Summary



## Transaction

- Acquisition of



## Type

- 100% stock purchase

## Purchase Price

- 0.700 Universal shares issued for each LINC share<sup>1</sup>
- Equity value of \$182 million based on Universal closing stock price as of 7/25/12
- Enterprise value of \$335 million, including the assumption of debt (~6.5x multiple of LTM 2Q12 Adjusted EBITDA<sup>2</sup>)

## Financing

- Issuance of 14.5 million Universal shares
- Expected new \$220 million facility in connection with closing the transaction

## Expected Close

- 3Q 2012

1) LINC currently has 20,753,334 shares outstanding

2) Based on midpoint of preliminary estimated and unreviewed LINC 2Q12 Adjusted EBITDA range of \$14.8M to \$15.4M vs. \$13.1M of Adjusted EBITDA for comparative 2Q11 period. Reconciliation to Non-GAAP measure of Adjusted EBITDA can be found in the Appendix of this presentation.

# Transformed Company Poised for Growth



## Full Service 3PL with Significant Scale

- Access to higher growth customized logistics solutions sector of 3PL market
- Ability to sell a more comprehensive suite of services
- Elevation of Universal to a top 50 global logistics provider

## Diversified Revenue Base and End Markets Served

- Mix of contractual and transactional revenue streams providing stability throughout business cycles
- Expanded presence in automotive and manufacturing end markets

## Solid Industry End Market Demand Drivers

- Outsourcing will continue to drive 3PL growth
- Automotive industry expected to grow 6.7% annually through 2014
- Steel prices expected to recover from recent lows

## Attractive Financial Profile

- Immediately accretive on a run-rate basis, before considering synergies
- 2013 EPS accretion expected to be greater than 20%<sup>1</sup>
- Strong cash flow profile

## Strong Balance Sheet

- \$135M pro forma net debt (1.6x LTM 1Q12 PF Combined EBITDA)
- \$85M pro forma liquidity

## Experienced Management Team

- Deep expertise in transportation and logistics
- Demonstrated track record of successfully integrating acquisitions
- LINC management team to be retained
- Nationwide agency and independent owner operator network

1) Given the related party nature of this transaction, we do not anticipate any goodwill or amortizable intangible assets to be created.

# LINC Logistics Company Overview



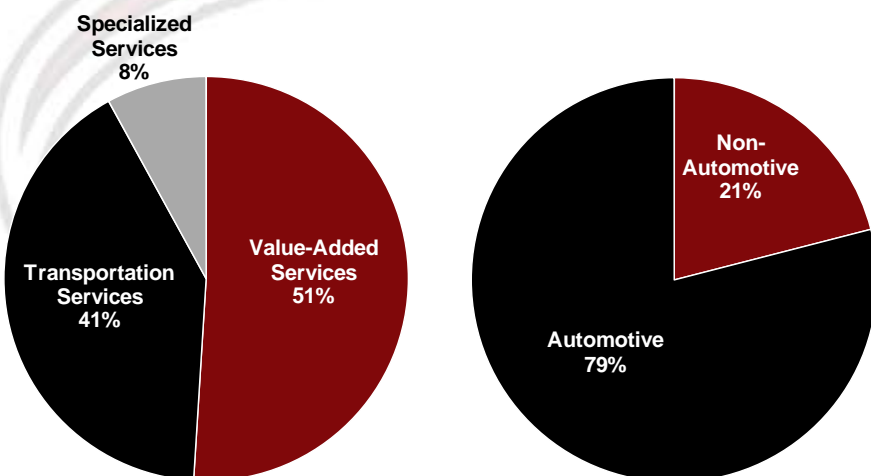
## Business Description

- Flexible, asset-light business model with exceptional financial metrics
- Customized, complex logistics solutions
- 90+% of 2011 revenue derived from contracts with durations of at least one year
- Significant number of contracts have fixed cost recovery
- Historically high renewal success rate for continuing contracts (90% since 2007)
- Attractive pipeline opportunities (new and existing customers)

## Company Facts

<b>Headquarters:</b>	Warren, MI
<b>Employees:</b>	1,721
<b>Facilities:</b>	43 (none owned)
<b>CEO:</b>	H.E. "Scott" Wolfe
<b>CFO:</b>	David Crittenden

## 2011 Revenue by Service and End Market

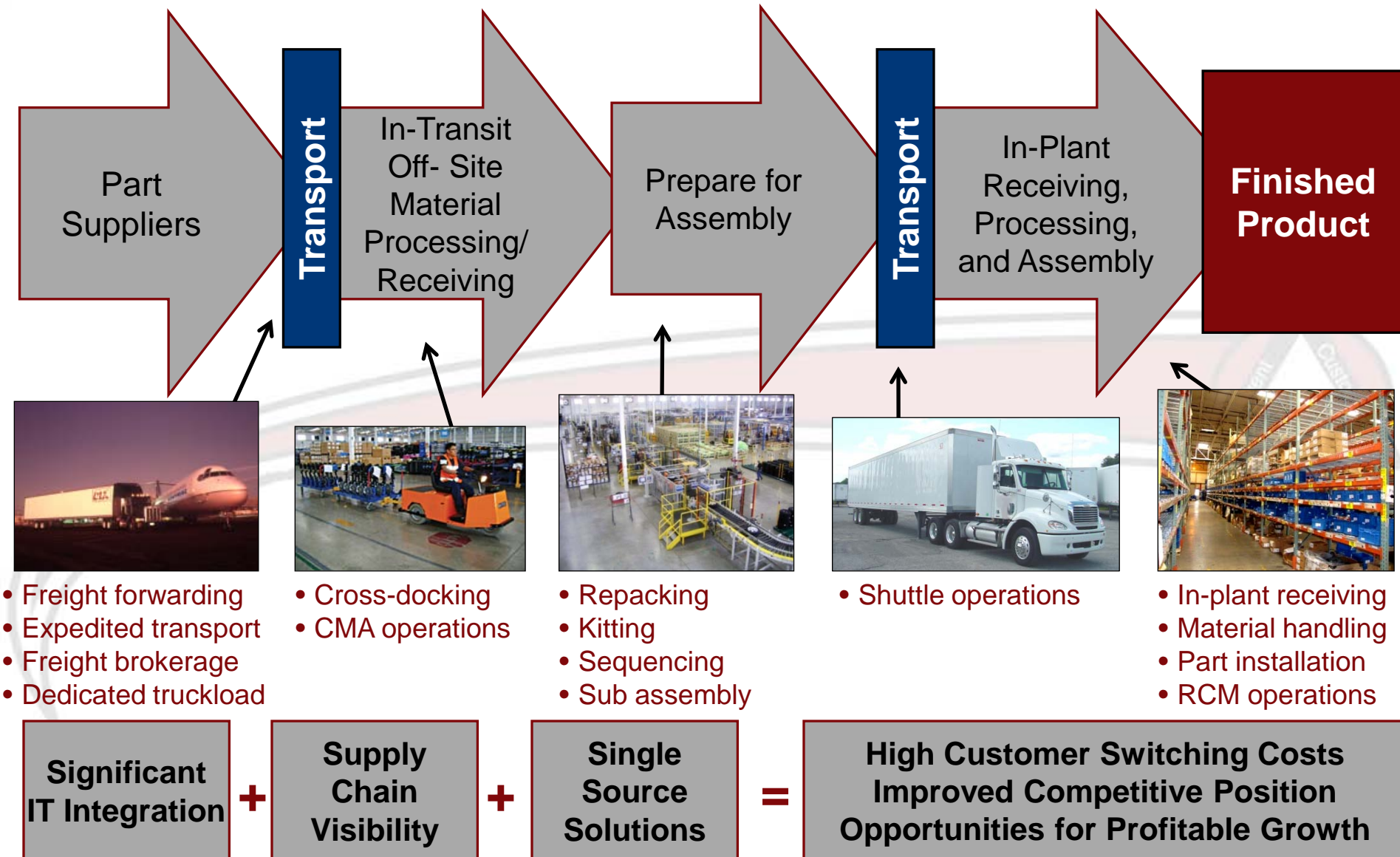


## Historical Financial Profile

(\$ in millions)	2010	2011	LTM 3/31/12
<b>Revenue</b>	<b>\$246M</b>	<b>\$291M</b>	<b>\$301M</b>
<i>% Growth</i>	38%	18%	
<b>Operating Income</b>	<b>\$37M</b>	<b>\$42M</b>	<b>\$43M</b>
<i>% Margin</i>	15%	14%	14%
<b>Adj. EBITDA<sup>1</sup></b>	<b>\$43M</b>	<b>\$48M</b>	<b>\$49M</b>
<i>% Margin</i>	17%	17%	16%

1) LINC's EBITDA adjusted for one time facility closing costs

# LINC's Integral Role in Customers' Value Chains



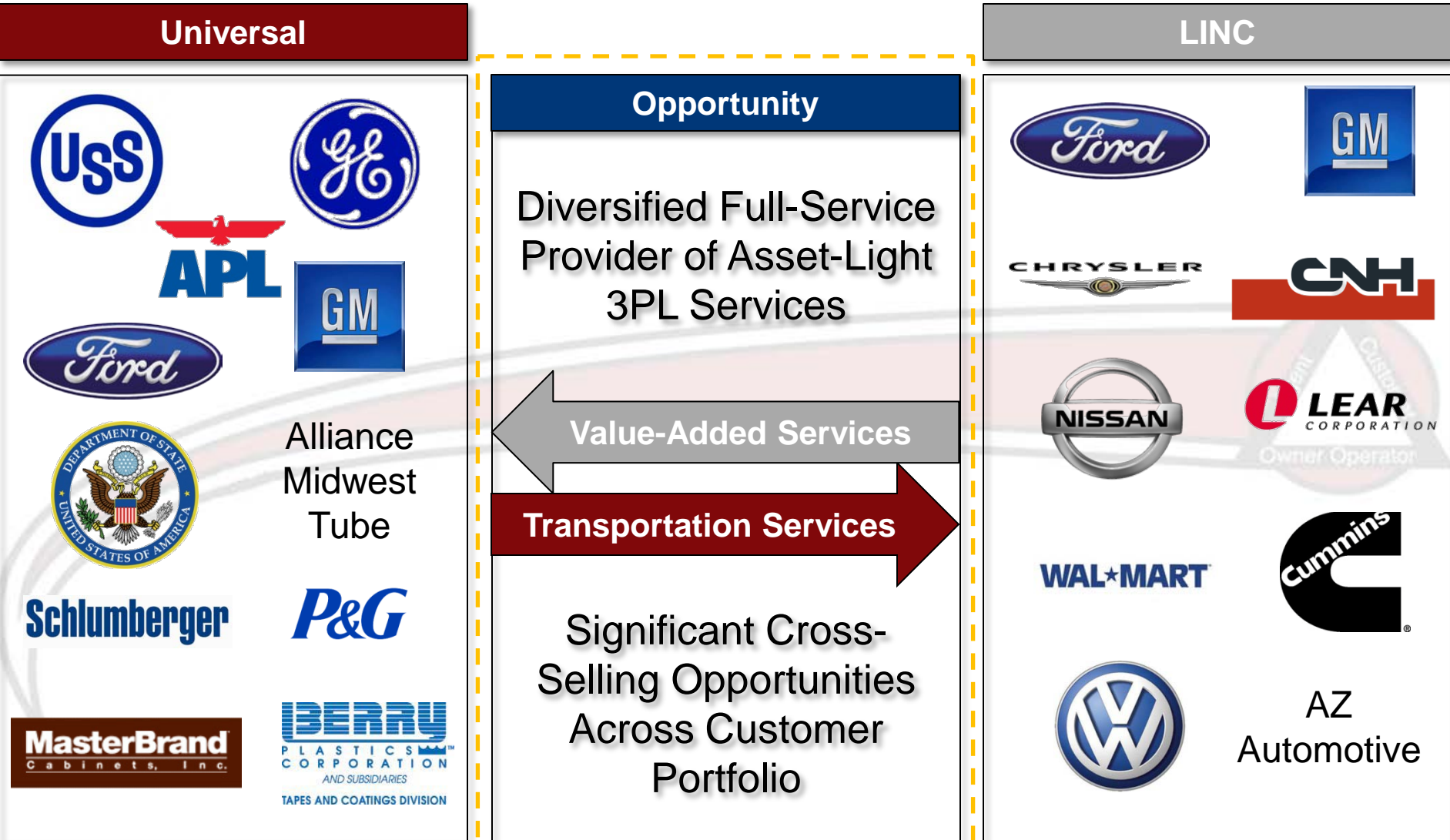
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## Investment Highlights

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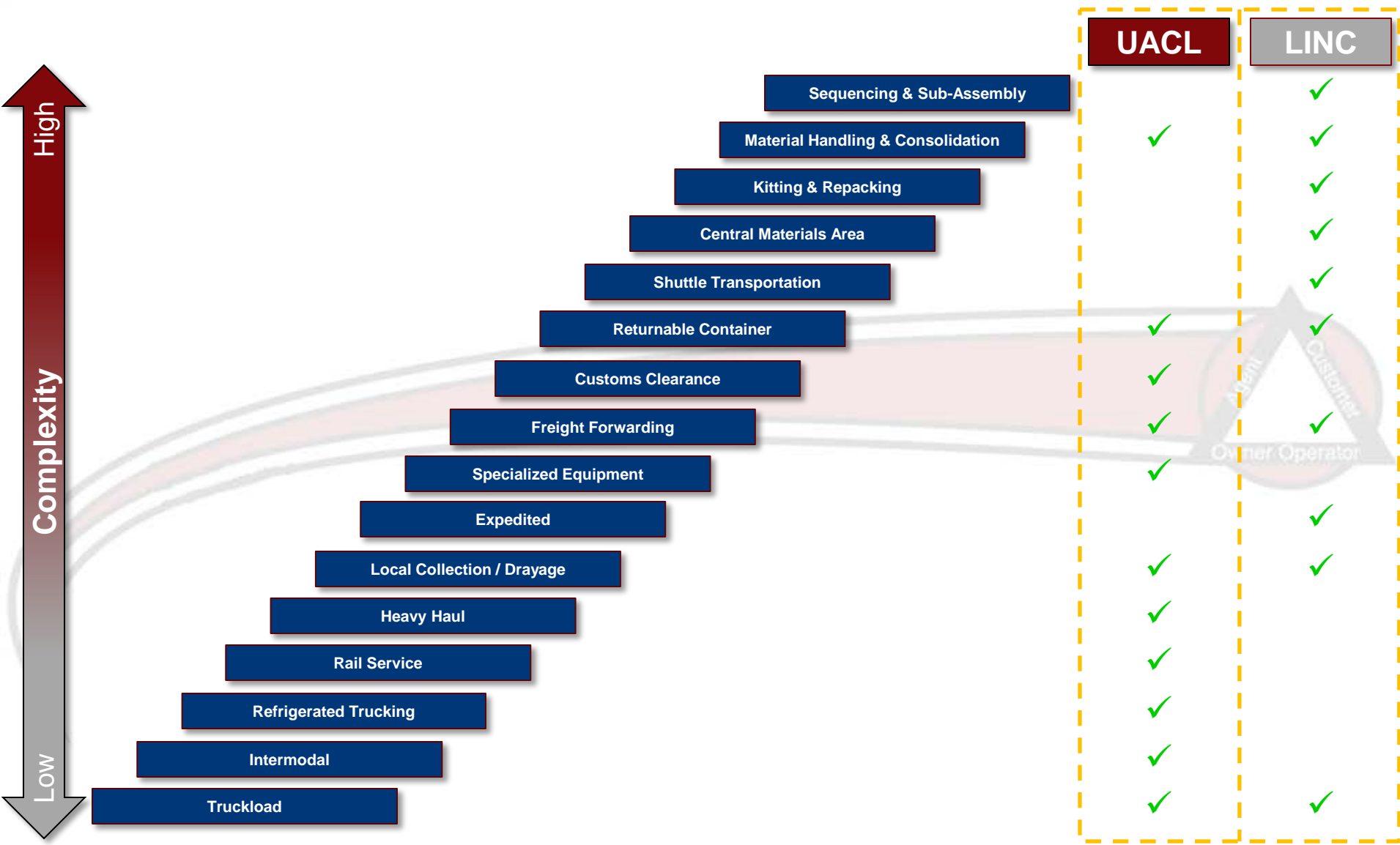
A large, faint, light gray decorative graphic that spans across the middle of the slide. It consists of several curved, overlapping lines that sweep from the left side towards the right. On the right side of this graphic, there is a faint triangular logo with the words "Investment", "Customer", and "Owner/Operator" written along its sides.

# Customer Growth Opportunities





# Full-Service 3PL Offering





# End Market Growth Drivers

## Third-Party Logistics

- 3PL market has grown 10.3% annually from 2006 through 2011 according to Armstrong & Associates
- Growth expected to continue, driven by increased outsourcing trends

## Automotive

- Automotive production expected to grow 6.7% annually through 2014
- Average age of passenger vehicles continues to reach new record highs

## Steel / Metals

- Steel prices expected to recover from recent lows
- Fixed asset investment in China has shown recent signs of recovery

## Energy

- Hydraulic fracturing has increased the development of unconventional oil and natural gas fields
- Long-term goal to reduce U.S. dependence on foreign sources of energy

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## Financial Highlights

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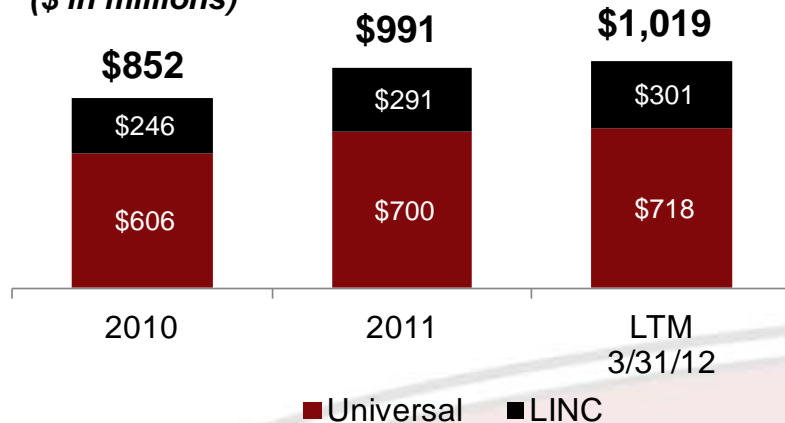


A large, faint, stylized graphic in the background. It features a large, light-colored triangle with a red outline. Inside the triangle, the words "Investor", "Customer", and "Owner/Operator" are written along the sides. The triangle is set against a backdrop of several curved, overlapping lines in shades of red and white.

# Combined Financial Data

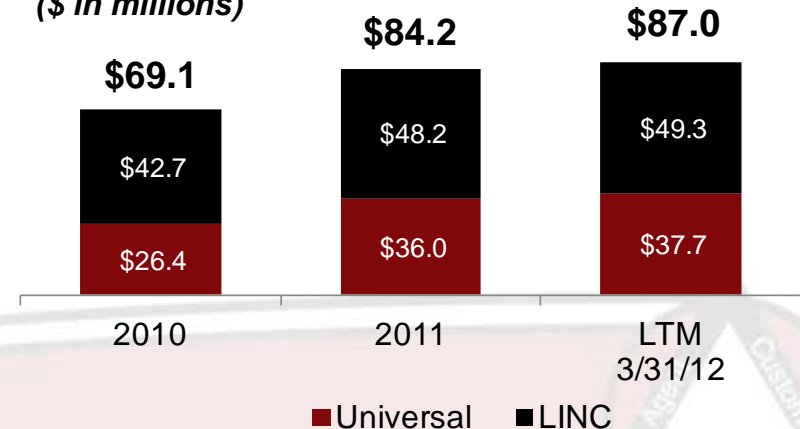
## Revenue

(\$ in millions)



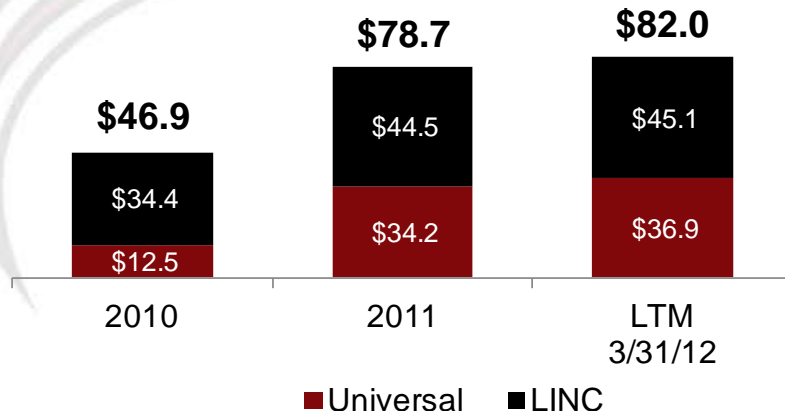
## Adjusted EBITDA <sup>1</sup>

(\$ in millions)



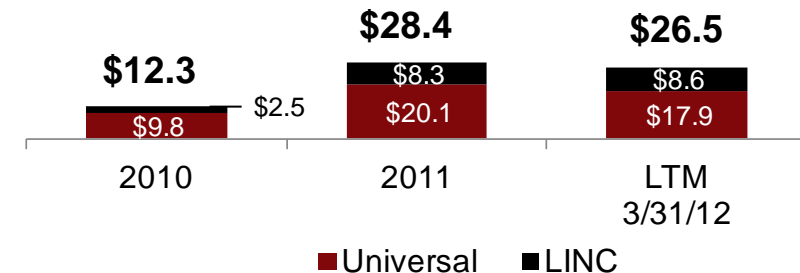
## Cash Flow from Operations

(\$ in millions)



## Net Capital Expenditures

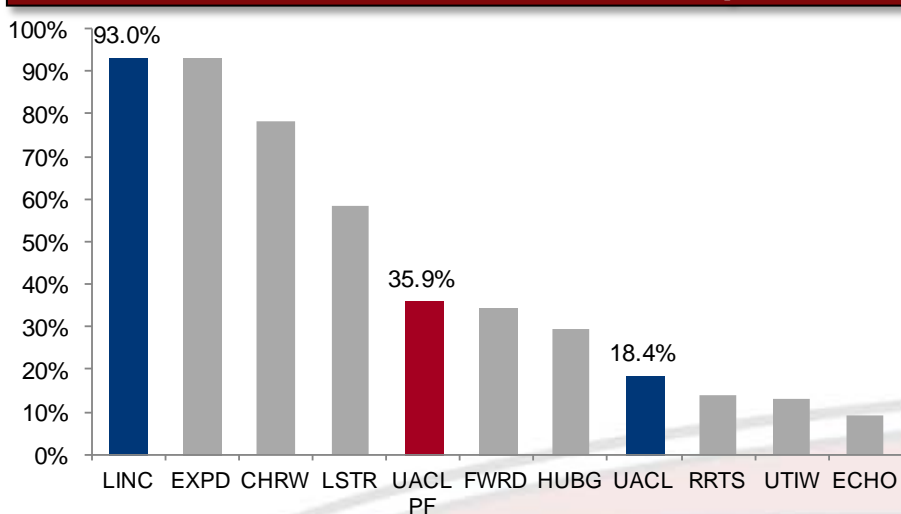
(\$ in millions)



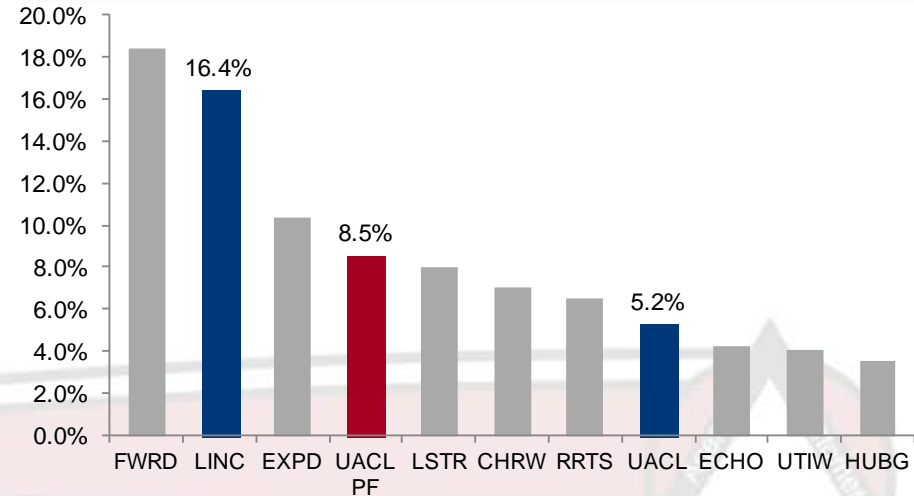
1) Reconciliation to Non-GAAP measure of EBITDA can be found in the Appendix of this presentation

# Improved Financial Metrics

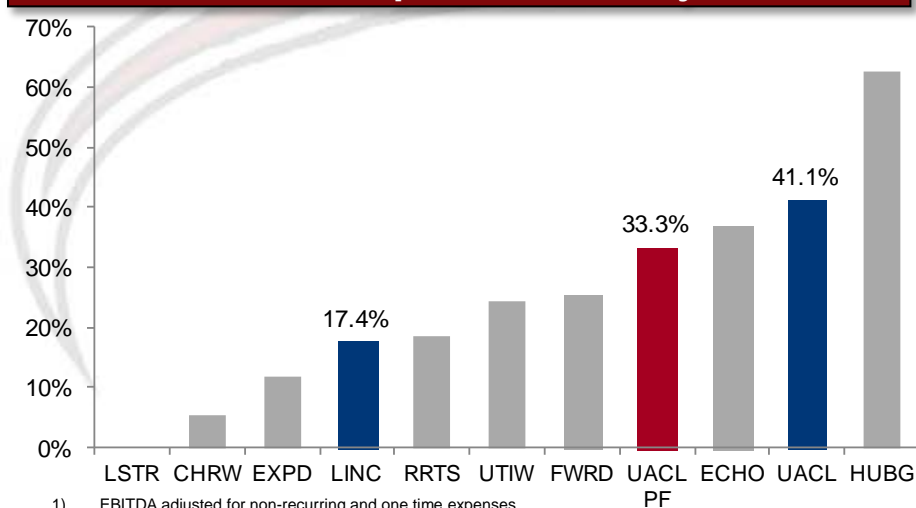
## LTM 3/31/12 Return on Invested Capital <sup>1,2</sup>



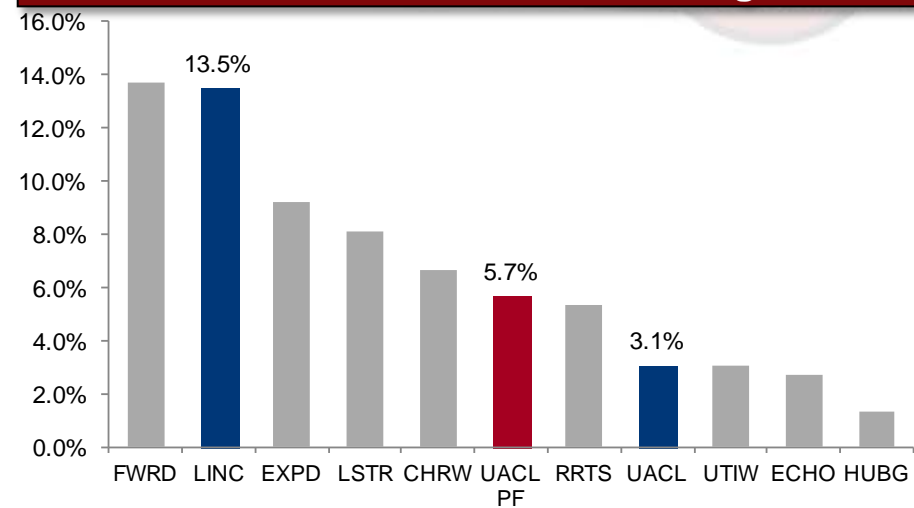
## LTM 3/31/12 Adjusted EBITDA Margin <sup>1</sup>



## LTM 3/31/12 Net CapEx as % of Adj. EBITDA <sup>1</sup>



## LTM 3/31/12 Free Cash Flow Margin <sup>3</sup>



1) EBITDA adjusted for non-recurring and one time expenses

2) ROIC defined as (adjusted EBIT) / (average total debt less average cash plus average dividend payable plus average book equity)

3) Free Cash Flow Margin = (Adjusted EBITDA – net capital expenditures) / (total revenue).

# Pro Forma Capitalization



	Universal 3/31/12	Standalone Multiple of LTM EBITDA	Adjusted PF Combined 3/31/12	Multiple of PF Combined LTM Adjusted EBITDA
Cash and short term investments <sup>1</sup>	\$17.8		\$17.8	
Total debt	-	0.0x	\$152.9	1.8x
Net debt	(\$17.8)	(0.5x)	\$135.1	1.6x
Liquidity <sup>2</sup>	\$45.5		\$84.9	

1) Includes cash, cash equivalents, and marketable securities

2) Includes cash, cash equivalents, marketable securities, and availability on prospective revolving credit facilities and term loans

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# Appendix

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# Non-GAAP EBITDA Reconciliation



	Universal Truckload Services, Inc.					LINC Logistics Company					(Unaudited)
	(Unaudited)					(Unaudited)					Pro Forma
	Year Ended 12/31		13-Weeks Ended		LTM	Year Ended 12/31		13-Weeks Ended		LTM	Combined
	2010	2011	4/2/2011	3/31/2012	3/31/2012	2010	2011	4/3/2011	3/31/2012	3/31/2012	LTM
											3/31/2012
(\$ in millions)											
NON-GAAP RECONCILIATION											
Net Income	\$ 12.7	\$ 15.8	\$ 2.9	\$ 3.6	\$ 16.5	\$ 33.0	\$ 35.6	\$ 9.5	\$ 10.8	\$ 37.0	\$ 53.5
Interest Expense, Net	(0.1)	(0.1)	(0.0)	(0.0)	(0.1)	1.5	2.2	0.4	0.8	2.6	2.6
Other Non-Operating Income, Net	(6.0)	(1.8)	(1.0)	(0.5)	(1.3)	-	-	-	-	-	(1.3)
Income Taxes	8.7	10.4	1.9	2.3	10.8	2.6	3.8	0.8	0.4	3.3	14.1
Depreciation and Amortization	11.1	11.6	2.9	3.0	11.7	6.5	6.1	1.4	1.5	6.2	17.9
EBITDA	\$ 26.4	\$ 36.0	\$ 6.7	\$ 8.3	\$ 37.7	\$ 43.5	\$ 47.7	\$ 12.2	\$ 13.5	\$ 49.1	\$ 86.8
Adjustments for Facility Closing Costs	-	-	-	-	-	(0.8)	0.4	0.1	(0.1)	0.2	0.2
Adjusted EBITDA	\$ 26.4	\$ 36.0	\$ 6.7	\$ 8.3	\$ 37.7	\$ 42.7	\$ 48.2	\$ 12.3	\$ 13.4	\$ 49.3	\$ 87.0

(\$ in millions)	LINC Logistics Company			
	(Unaudited)			
	13-Weeks Ended			
NON-GAAP RECONCILIATION	7/2/2011	6/30/2012 <sup>1</sup>		
Net Income	\$ 10.3	\$ 10.5	to	\$ 11.0
Interest Expense, Net	0.6	0.8	to	0.8
Other Non-Operating Income, Net	-	-	to	-
Income Taxes	0.7	0.2	to	0.2
Depreciation and Amortization	1.5	1.4	to	1.5
EBITDA	\$ 13.1	\$ 13.0	to	\$ 13.5
Adjustments for Facility Closing Costs	(0.0)	\$ -	to	\$ -
Adjustments for IPO Costs	-	1.8	to	1.9
Adjusted EBITDA	\$ 13.1	\$ 14.8	to	\$ 15.4

Note: Certain numbers on this table have been subject to rounding adjustments.

1) Preliminary estimated and unreviewed financial results of LINC Logistics for the 13-weeks ended 6/30/12