



# TAGLICH BROTHERS

The Standard of Excellence in the Microcap Market

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## Research Report – Update

Investors should consider this report as only a single factor in making their investment decision.

### Radiant Logistics, Inc

Rating: Speculative Buy

Luis Martins

RLGT \$0.15 (OTC BB)

December 22, 2008

	<u>FY2005A*</u>	<u>FY2006A*</u>	<u>FY2007A</u>	<u>FY2008A</u>	<u>FY2009E</u>
Revenues (millions)	\$51.52	\$54.58	\$75.53	\$100.20	\$159.62
Earnings (loss) per share	\$0.00	\$(0.00)	\$0.00	\$0.00	\$0.04

52-Week Range	\$0.55 - \$0.10	Fiscal Year Ends	June
Shares Outstanding as of 11/10/08	34.7 million	Revs/Share (TTM)	\$3.11
Approximate Float	24.4 million	Price/Sales(TTM)	0.1X
Market Capitalization	\$5 million	Price/Sales(2009)E	0.1X
Tangible Book Value/Share	NMF	Price/Earnings(TTM)	15.0X
Price/Tangible book	NMF	Price/Earnings(2009)E	3.8X

\* Pro-forma results inclusive of Airgroup Corp. \*\* excluding one time items resulting from the reduction in estimate of liabilities assumed in the acquisition of Airgroup

*Radiant Logistics, Inc. (OTC BB: RLGT) is a global transportation and supply chain management company operating through a non-asset based business model. The Company has been operating under this model since October 2005.*

#### Key Considerations

*We are maintaining coverage of Radiant Logistics, Inc. (OTC BB: RLGT) with a Speculative Buy rating; however, we are reducing our 12-month price target to \$0.40 per share from \$0.50 per share based on lower valuation multiples associated with current market conditions. Our price target is based on a relative EV/EBITDA and P/E applied to our fiscal 2009 estimates. At expected profitability levels, the shares remain a compelling investment opportunity.*

*On November 17, 2008, Radiant Logistics reported 2009 fiscal first quarter revenues of \$32.4 million and net income of \$0.250 million or \$0.01 per share. In the year ago period, RLGT reported revenues of \$25.6 million and net income of \$0.088 million or \$0.00 per share.*

*On September 8, 2008, Radiant Logistics announced that it acquired Adcom Worldwide, which contributed \$5.5 million to revenues and \$0.140 million in EBITDA in the quarter.*

*We are revising our fiscal 2009 model based on recent results, comments made on the Company's first quarter conference call and in its 10Q, as well as the macroeconomic outlook for the next several quarters. Our revised projections for fiscal 2009 call for revenues of \$159.6 million and net income of \$1.4 million or \$0.04 per diluted share. Our prior projections called for revenues of \$162.4 million and net income of \$1.1 million or \$0.03 per diluted share.*

*Based on our assumptions, we are forecasting EBITDA of \$4.1 million in fiscal 2009, as compared to \$1.5 million in 2008. If our EBITDA estimate is achieved, it would translate to over 170% growth.*

*\*Please view our disclaimer located on Page 11.*

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## ***Company Overview***

Radiant Logistics, Inc. (OTC BB: RLGT) operates primarily through a non-asset based freight forwarder business model that calls for the Company to arrange for the shipment of customers' freight from point of origin to point of destination. It provides a turn key cost for the movement of their freight depending upon the customer's time-definite needs (first day through fifth day delivery), special handling needs (heavy equipment, delicate items, environmentally sensitive goods, electronic components, etc.) and the means of transport (truck, air, ocean, or rail). RLGT assumes the responsibility for arranging and paying for the underlying means of transportation. As a non-asset based provider, the Company does not own the transportation equipment used to transport the freight. It simply arranges for transportation of shipments via commercial airlines, air cargo carriers, and other assets and non-asset based third-party providers. It selects the carrier for a shipment based on route, departure time, available cargo capacity, and cost.

Management's strategic plan is to achieve growth through domestic and international freight forwarding services. Management expects to grow the business organically and by completing acquisitions of other companies with complementary geographical and logistics service offerings. Its organic strategy relies on Radiant's ability to retain existing and secure new exclusive agency locations, negotiate attractive pricing with transportation providers, as well as strengthen existing, and expanding new customer relationships.

On January 1, 2006, RLGT completed the acquisition of Airgroup Corporation; thereby, accomplishing the first step in its growth strategy. Airgroup is a Seattle, Washington based non-asset based logistics company that provides domestic and international freight forwarding services through a network of exclusive agent offices across North America. Airgroup services a diversified account base including manufacturers, distributors, and retailers using a network of independent carriers and over 100 international agents positioned strategically around the world.

On September 8, 2008, Radiant Logistics announced that it acquired Adcom Worldwide for \$11.1 million, consisting of \$5.0 million in cash at closing and an additional \$6.1 million payable over the next four years in a combination of cash and common stock based on the future performance of the acquired operation. Adcom, founded in 1978, services a diversified account base including manufacturers, distributors and retailers through a combination of three company owned and twenty seven agency offices across North America. Based on historical financial statements, Adcom generated approximately \$58 million in revenues for the twelve months ended June 30, 2008. RLGT expects that on a pro-forma basis, the combined operations could generate approximately \$4.0 million in adjusted EBITDA on \$160 million in annual revenues. An additional \$1.0 million in estimated cost synergies may be achieved over the next 12-18 months as the companies work through the integration process.

## ***Competitive Overview***

The global logistics services and transportation industries are intensively competitive and are expected to remain so for the foreseeable future. According to Company statistics, there are over 1,000 regional logistics company with revenues between \$5 million and \$50 million. Competition is based primarily on rates (price), quality of service (i.e. reliability, responsiveness, expertise, and convenience), damage-free shipments, on-time delivery, consistent transit times, reliable pickup and delivery, and scope of operations (geographic coverage).

Management believes that its competitive advantages include:

- Tangible and intangible strengths (i.e. People, Process, and Technology);
- Strong customer relationships;
- Diverse customer base; and

- Low cost, non-asset based business model. The non-asset based approach allows the Company to scale with market demand, maintain a high level of operating flexibility, and leverage a cost structure that is highly variable in nature. Short-term fluctuations in operating activity have less of an impact on the Company's financials than they have on asset based companies that assume substantially all of the fixed cost.

In recent years, the logistics/freight forwarding industry has been experiencing a general increase in demand due to greater outsourcing of non-core logistics functions, globalization of demand and supply chains, increased complexity of supply chains, desire of companies to minimize inventory levels, increased need for time-definite delivery, consolidation of global logistics providers, and increased importance of e-business and the Internet. However, with the recent turbulent economic landscape, investors should more than ever follow economic statistics that affect the transportation sector and the Company. Research indicates that the Industry is an early cycle indicator of economic growth/decline and closely tracks GDP growth. Success is directly related to the economic success of the nation. The following are key economic indicators that are vital to gauge the future:

- Industry sales increased 3.0% in the most recent quarter, as compared to the year ago period (according to Reuters Investor, a global information company providing indispensable information tailored for professionals in the financial services, media and corporate markets).
- In November 2008, the government announced that GDP decreased at an annual rate of 0.5% in the third quarter of 2008. **Economists are forecasting continued contraction into the middle of 2009. In November, the National Bureau of Economic Research said that a recession began in December 2007.**

In November 2008, the International Monetary Fund projected U.S. economic growth in 2008 of 1.4% and contraction of 0.7% in 2009.

In December 2008, The Conference Board (CB), an independent membership organization that conducts research, convenes conferences, makes forecasts, assesses trends, publishes information and analysis, and brings executives together to learn from one another, announced that the November U.S. leading economic index (LEI) showed a decrease of 0.4%. According to the CB, the six-month rate of decline in the leading index was -2.8% (a -5.6% annual rate).

- A United States Department of Transportation (DOT) December 2008 report indicated that the Freight Transportation Services Index (TSI) fell 1.0% in October from its September level. The October increase followed a two-month decline of 4.3% in August and September that was the freight index's largest two month drop in more than eight years. For the first ten months of 2008, the index rose only 0.7%.
- In December 2008, the Cass Freight Index from Cass Information Systems, a leading provider of freight invoice payment, audit and rating services in North America, showed that November expenditures and shipments decreased as compared to November 2007 and October 2008.
- In November 2008, the government said that real exports of goods and services increased 3.4% in the third quarter of 2008. Real imports of goods and services decreased 3.2% in the third quarter of 2008.
- In November 2008, DHL announced its intention to exit the domestic logistics market in the United States as of January 30, 2009. Subsequent to this announcement, other logistics providers, such as

FedEx, have informed the marketplace of reduced expectations due to the current economic conditions.

Investors should monitor the above statistics as new information becomes available in order to gauge possible industry weakness or strength. Other important factors that could impact the growth of the industry include: hurricanes, fuel prices, insurance claims, regulatory issues, homeland security, logistics, infrastructure, inflation, and driver availability.

### ***Recent Results***

**On November 17, 2008**, Radiant Logistics reported results for its 2009 fiscal first quarter, ended September 30, 2008. The Company reported revenues of \$32.4 million and net income of \$0.250 million or \$0.01 per share. In the year ago period, RLGTT reported revenues of \$25.6 million and net income of \$0.088 million or \$0.00 per share.

In comparison, Taglich Brothers' estimates called for revenues of \$33.4 million and net income of \$0.3 million or \$0.01 per share.

Revenue increases were attributed to both organic growth and acquisitions. On September 8, 2008, Radiant Logistics announced that it acquired Adcom Worldwide, which contributed \$5.5 million to revenues in the quarter. Organic growth of 5% was driven by gains in volumes.

On an operating basis, RLGTT reported income (excluding restructuring charges of \$0.220 million) of \$0.585 million, as compared to \$0.107 million in the year ago period. On an EBITDA and adjusted EBITDA basis, the Company reported gains of \$0.743 million and \$0.806 million, respectively, as compared to \$0.345 million and \$0.427 million, respectively, for the year ago period.

The Company also reported the following for its first quarter of fiscal 2009, as compared to the year ago period:

- Gross profit increased to \$11.2 million (or 34.5% of revenues) from \$8.4 million (or 33.0% of revenues).
- Total operating expenses, on a dollar basis, increased to \$10.6 million from \$8.3 million. Operating expenses, as a percentage of revenues, increased to approximately 36.5% of revenues, as compared to 33.4%;
- Non-operating expenses increased to approximately \$0.192 million from \$0.044 million. Included in expenses for the 1Q09 was a \$0.220 million restructuring charge for the elimination of redundant international personnel and facilities associated with the acquisition of Adcom;
- Income tax expense amounted \$0.153 million (or 39% effective tax rate), as compared to a benefit of \$0.008 million; and
- Weighted average shares outstanding were 34.8 million as compared to 34.4 million.

### ***Balance Sheet***

At the end of its 2009 fiscal first quarter, RLGTT had cash of \$0.898 million, working capital of approximately \$2.9 million, long-term debt of \$8.6 million, and stockholders' equity of \$9.3 million.

The Company believes that its current working capital and anticipated cash flow from operations are adequate to fund existing operations and its organic growth strategy. However, its ability to finance further

acquisitions is limited by the availability of additional capital; therefore, it may use common stock for some portion of the consideration of acquisition payments.

#### *Credit Facility*

In September 2008, the Company's revolving credit facility was increased to \$14.5 million from \$9.5 million. The facility is collateralized by accounts receivable and other assets of the Company and its subsidiaries. Advances are available to fund future acquisitions, capital expenditures, or for other corporate purposes. Borrowings under the facility bear interest, at the Company's option, at the Bank's prime rate minus 0.15% to 1.00% or LIBOR plus 1.55% to 2.25%, and can be adjusted up or down during the term based on the Company's performance relative to certain financial covenants. The facility provides for advances of up to 80% of the Company's eligible accounts receivable.

At September 30, 2008, the Company had advances of \$6.8 million under the facility and \$1.8 million in outstanding checks. Based on available collateral and \$0.2 million in outstanding letter of credit commitments, there was \$7.2 million of remaining availability under the facility.

#### ***Projections***

**We are revising our fiscal 2009 model based on recent results, comments made on the Company's first quarter conference call and in its 10Q, as well as the macroeconomic outlook for the next several quarters.**

Our revised projections for fiscal 2009 call for revenues of \$159.6 million and net income of \$1.4 million or \$0.04 per diluted share. Our prior projections called for revenues of \$162.4 million and net income of \$1.1 million or \$0.03 per diluted share.

Our projections are contingent upon a generally favorable operating environment and niche markets, as well as Management continuing to execute on its organic growth strategy. We have not factored any further acquisitions into our model; we will make adjustments as they occur.

Our estimates call for increased revenues based on historical trends, demand for the Company's product and service offerings, recent acquisition of Adcom, industry trends, and our projected outlook. We are forecasting revenues to increase by 59% in fiscal 2009. Excluding Adcom, revenue growth is projected to grow 7% (as compared to about 5.3% in the most recent quarter). As compared to our prior estimates, we have scaled back our revenue growth rate due to the current economic and operating environment. Previously, we were estimating over 63% growth for the combined operations.

Our 2009 cost structure reflects recent expense trends at both RLGT and Adcom, as well as Management guidance. RLGT expects that on a pro-forma basis, the combined operations could generate approximately \$4.0 million in adjusted EBITDA on \$160 million in annual revenues. An additional \$1.0 million in estimated cost synergies may be achieved over the next 12-18 months as the companies work through the integration process. Based on our assumptions, we are forecasting EBITDA of \$4.1 million in fiscal 2009, as compared to \$1.5 million in 2008. If our EBITDA estimate is achieved, it would translate to over 170% growth, as compared to fiscal 2008.

## ***Risks***

### *Economic Risk*

Industry success is directly related to the economic success of the nation. The logistics business is directly impacted by the volume of domestic and international trade. The volume of such trade is influenced by many factors, including economic and political conditions in the United States and abroad, major work stoppages, exchange controls, currency fluctuations, acts of war, terrorism and other armed conflicts, United States and international laws relating to tariffs, trade restrictions, foreign investments and taxation. If the economy falters, RLGT's financial results and equity value may be adversely impacted.

### *Credit Facility*

RLGT's credit facility features a variable interest rate tied to the prime or LIBOR rate. If interest rates rise or the Company becomes increasingly indebted, debt service will increase. This will adversely impact financial results. Additionally, the Company's assets are pledged to secure its credit facility. The terms of the facility are subject to certain financial and operational covenants which may limit the amount otherwise available under the facility

Investors should note that the main component of working capital is account receivables. This may have credit risk implications.

### *Acquisitions*

The Company's business strategy calls for potential strategic acquisitions and/or mergers. Issues that may come up in the integration process include, differing corporate cultures, customer relationships, and management styles. These issues may cause a clash resulting in a lack of synergies and the inability to execute stated goals and financial objectives. There is no assurance that the Company may be able to identify suitable acquisition candidates or on acceptable terms.

Its acquisition strategy relies on the Company's ability to identify and acquire target businesses that fit within its general acquisition criteria. The Company may have to secure additional sources of capital to fund its obligations under its acquisition agreements. If its common stock does not attain or maintain a sufficient market value or potential acquisition candidates are otherwise unwilling to accept stock as part of the purchase price for the sale of their businesses, RLGT may be required to utilize more of cash resources, if available, in order to continue its acquisition program. As its acquisition strategy is executed, it will be required to make significant payments in the future if the earn-out installments under acquisitions agreements become due. A portion of the earn-outs are payable in common stock.

### *Dilution*

According to the Company's SEC filings, it expects to pursue an additional equity offering to fund its acquisition strategy or fund any shortfall in working capital for organic operations.

### *Seasonality*

Investors should note that the Company's revenues and operating results for any particular quarter may not be indicative of its performance in future quarters. The Company's financial results may be subject to seasonality. The impact of which will depend on numerous factors, including holiday seasons, consumer demand, and economic conditions.

### *Growth Management*

As the Company becomes increasingly successful, it must meet the challenges associated with growth. If the Company is not successful in meeting these challenges, its business or financial results will be adversely impacted. Growth will require the Company to continue to implement and improve financial, accounting, and management information systems and to hire, train, motivate, and manage additional employees. A failure to

manage growth effectively would have a material adverse effect on business, financial condition, and results of operations, and on its ability to execute on the overall business strategy successfully.

#### *Competition*

The Company and its independent transportation providers operate in the Transportation Sector, which is highly competitive and fragmented. Competition in the freight forwarding, logistics and supply chain management industry is also highly competitive and fragmented. There are a multitude of public and private companies that operate in this market space. Competition also comes from national, regional and local freight forwarders, cargo sales agents and brokers, carriers, and associations of shippers organized for the purpose of consolidating their members' shipments to obtain lower freight rates from carriers. Some of these competitors have greater financial and business resources (i.e. company-owned equipment and company drivers) than the Company.

Public non-asset based transportation providers that can be considered peers include: AutoInfo (OTC BB: AUTO), CH Robinson Worldwide (NASDAQ: CHRW), Expeditors International (NASDAQ: EXPD), Express-1 Expedited Solutions (AMEX: XPO), Landstar System (NASDAQ: LSTR), Pacer International (NASDAQ: PACR), and US 1 Industries (OTC BB: USOO). Additionally, asset based providers may also provide non-asset based services to supplement its financial results. International competitors may also compete for the same business as the Company.

#### *Industry Concerns*

Recently, there has been considerable industry consolidation. This may lead to increased competition which could adversely impact on the Company's financial results. According to various industry sources, consolidation is expected to continue. Consolidation has occurred to mitigate the impact of Industry risks and concerns, as well as increase margins. To maximize margins, companies must maximize equipment utilization, freight volumes, miles, and loads.

#### *Reliance on Third Parties*

The Company's operating performance is reliant upon customers whose shipments are dependent upon consumer demand and just-in-time production schedules. The timing of actual revenue is often beyond its control. Factors such as shifting demand for retail goods and/or manufacturing production delays could unexpectedly affect the timing of RLG's revenue.

If Company's partners are unsuccessful in their efforts or obligations, it could have a material adverse effect on the Company's business, results of operations, financial position, and equity value.

#### *Government Regulation*

Legislative or regulatory proposals may be introduced that affect the Company's operations and business plans, its financial results, and equity value.

#### *Fuel Prices*

The financial success of companies in the sector is highly dependent on fuel prices, which is highly volatile. Although fuel prices may not directly impact the Company's financial results, a sharp rise may directly impact its pool of transportation providers. These carriers may be forced out of business or forced to consolidate due to the high cost of doing business.

#### *Dependence on Independent Commission Agents*

The Company has exclusive and long-term relationships with these agents; however, the agency agreements are terminable by either party on 10-days notice. The loss of one or more of these exclusive agents could negatively impact the Company's financial results.

### *Shareholder Control*

A few investors, including Bohn Crain (its Founder and CEO), own a substantial stake in RLGT. Small investors should be aware that investors with significant stakes can control the outcome of certain shareholder votes. These outcomes may not be in the best interests of all shareholders. If a sizable stake is liquidated in the open market, there could be substantial selling pressure on the shares.

### *Microcap Concerns*

Shares of RLGT have risks common to those of the microcap segment of the market. Often these risks cause microcap stocks to trade at discounts to their peers. The most common of these risks is liquidity risk, which is typically caused by small trading floats and very low trading volume and can lead to large spreads and high volatility in stock price. The Company has approximately 24 million shares in the float. On average, approximately 13,000 shares are traded daily.

Investors should note that shares of RLGT trade on the OTC bulletin board. This market is relatively thinly traded as compared to the NASDAQ, AMEX, and NYSE. This may present increased risk and liquidity concerns to shareholders.

### *Miscellaneous Risks*

The Company's financial results and equity values are subject to other risks and uncertainties known and unknown, including but not limited to competition, operations, financial markets, regulatory risk, and/or other events. These risks may cause actual results to differ from expected results.

## **Conclusion**

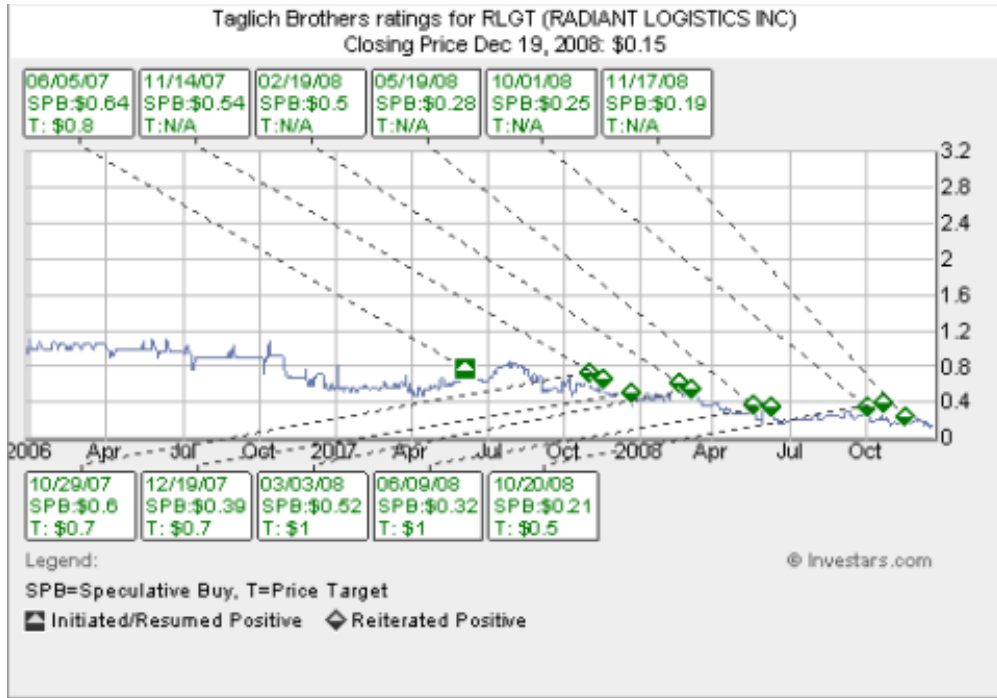
**We are maintaining coverage of Radiant Logistics, Inc. (OTC BB: RLGT) with a Speculative Buy rating; however, we are reducing our 12-month price target to \$0.40 per share from \$0.50 per share. Our reduced price target reflects lower industry (air freight and logistics) valuation multiples and higher discount factor (40% from 30%) stemming from market conditions.**

Our price target is based on a relative P/E and EV/EBITDA analysis. The following provides our methodology:

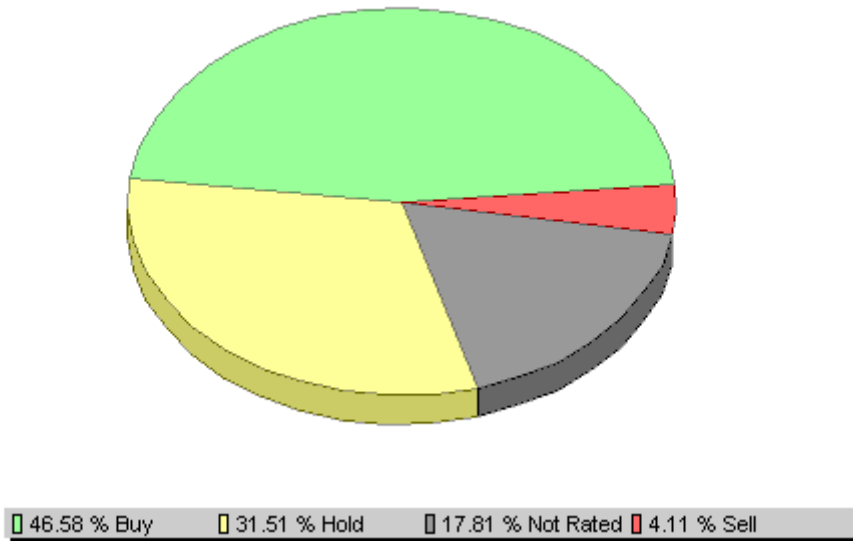
- Applying a multiple of 5.9X to our estimated fiscal 2009 EBITDA per share of \$0.11 per share. We arrived at this multiple by taking the industry EV/EBITDA as compiled by CapitalIQ.
- Applying a multiple of 19.8X to our estimated fiscal 2009 EPS per share of \$0.04 per share. We arrived at this multiple by taking the industry P/E as compiled by CapitalIQ.
- Discounting the average of the above two valuation methodologies by 40% to account for company risks (including microcap risk) and current market conditions.

Although we believe that shares RLGT are a compelling investment opportunity for investors seeking equity with exposure to the rapidly evolving and growing logistics industry, investors should be cognizant of such risks and concerns as:

- Competition;
- Industry concerns;
- Economic growth;
- Integration of acquisitions;
- Growth management;
- Shareholder control concerns; and
- Stock liquidity.



Taglich Brothers Current Ratings Distribution



**Investment Banking Services for Companies Covered in the Past 12 Months**

Rating	#	%
Buy	0	0
Hold	1	7.69%
Sell	0	0
Not Rated	0	0

## Meaning of Ratings

### *Buy*

We believe the Company is undervalued relative to its market and peers. We believe its risk reward ratio strongly advocates purchase of the stock relative to other stocks in the marketplace. Remember, with all equities there is always downside risk.

### *Speculative Buy*

We believe that the long run prospects of the Company are positive. We believe its risk reward ratio advocates purchase of the stock. We feel the investment risk is higher than our typical “buy” recommendation. In the short run, the stock may be subject to high volatility and continue to trade at a discount to its market.

### *Neutral*

We will remain neutral pending certain developments.

### *Underperform*

We believe that the Company may be fairly valued based on its current status. Upside potential is limited relative to investment risk.

### *Sell*

We believe that the Company is significantly overvalued based on its current status. The future of the Company's operations may be questionable and there is an extreme level of investment risk relative to reward.

## **Some notable Risks within the Microcap Market**

**Stocks in the Microcap segment of the market have many risks that are not as prevalent in Large-cap, Blue Chips or even Small-cap stocks. Often it is these risks that cause Microcap stocks to trade at discounts to their peers. The most common of these risks is liquidity risk, which is typically caused by small trading floats and very low trading volume which can lead to large spreads and high volatility in stock price. In addition, Microcaps tend to have significant company specific risks that contribute to lower valuations. Investors need to be aware of the higher probability of financial default and higher degree of financial distress inherent in the microcap segment of the market.**

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From time to time our analysts may choose to withhold or suspend a rating on a company. We continue to publish informational reports on such companies; however, they have no ratings or price targets. In general, we will not rate any company that has too much business or financial uncertainty for our analysts to form an investment conclusion, or that is currently in the process of being acquired.

Public Companies Mentioned in this report

Auto Info (OTC BB: AUTO)  
CH Robinson Worldwide (NASDAQ: CHRW)  
Expeditors International (NASDAQ: EXPD)  
Express-1 Expedited Solutions (AMEX: XPO)  
Landstar System (NASDAQ: LSTR)  
Pacer International (NASDAQ: PACR)  
US 1 Industries (OTC BB: USOO)  
Federal Express Corporation (NYSE: FDX)  
United Parcel Service (NYSE: UPS)

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As of the date of this report, we, our affiliates, any officer, director or stockholder, or any member of their families do not have a position in the stock of the company mentioned in this report. Taglich Brothers, Inc. does not have an investment banking relationship with the company mentioned in this report and was not a manager or co-manger of any offering for the company within the last three years.

All research issued by Taglich Brothers, Inc. is based on public information. The company paid for the creation and dissemination of research reports for the first year a monetary fee of \$21,000 (USD) on March 2007 and since July 2008 pays a monthly monetary fee of \$1,750 (USD) to Taglich Brothers, Inc. for the creation and dissemination of research reports.

**I, Luis Martins, the research analyst of this report, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject securities and issuers; and that no part of my compensation was, is, or will be directly or indirectly related to the specific recommendations or views contained in the research report.**

Radiant Logistics, Inc.  
Annual Income Statement Model  
For Fiscal Year Ended June 30  
(in thousands)

	<u>F6/2005A</u>	<u>F6/2006A</u>	<u>F6/2007A</u>	<u>F6/2008A</u>	<u>F6/2009E</u>
Total Revenues	\$ 51,521	\$ 54,580	\$ 75,527	\$ 100,201	\$ 159,621
Cost of Transportation	<u>29,957</u>	<u>35,192</u>	<u>48,812</u>	<u>64,372</u>	<u>105,788</u>
<b>Net Revenues</b>	<b>21,564</b>	<b>19,388</b>	<b>26,715</b>	<b>35,829</b>	<b>53,833</b>
<i>Gross Margins</i>	<i>41.85%</i>	<i>35.52%</i>	<i>35.37%</i>	<i>35.76%</i>	<i>33.73%</i>
Agent Commissions	15,988	14,341	20,048	25,210	36,813
Personnel Costs	3,399	2,313	2,916	5,303	7,720
S, G& A	1,342	1,728	2,508	3,804	5,188
D & A	<u>794</u>	<u>793</u>	<u>830</u>	<u>964</u>	<u>1,365</u>
Operating Expensess	<u>21,523</u>	<u>19,175</u>	<u>26,302</u>	<u>35,281</u>	<u>51,087</u>
<b>Operating Income</b>	<b>41</b>	<b>213</b>	<b>413</b>	<b>548</b>	<b>2,746</b>
<i>Operating Margin</i>	<i>0.08%</i>	<i>0.39%</i>	<i>0.55%</i>	<i>0.55%</i>	<i>1.72%</i>
Interest Income	14	23	16	4	1
Interest Expense	(1)	(33)	(22)	(120)	(356)
Other	<u>-</u>	<u>(12)</u>	<u>(43)</u>	<u>1,819</u>	<u>(167)</u>
<b>Total -other</b>	<b>13</b>	<b>(22)</b>	<b>(49)</b>	<b>1,703</b>	<b>(522)</b>
<b>Pre-Tax Income</b>	<b>54</b>	<b>191</b>	<b>364</b>	<b>2,251</b>	<b>2,224</b>
<i>Pre-Tax Margins</i>	<i>0.10%</i>	<i>0.35%</i>	<i>0.48%</i>	<i>2.25%</i>	<i>1.39%</i>
Taxes (Benefit)	<u>19</u>	<u>217</u>	<u>156</u>	<u>907</u>	<u>886</u>
<i>Tax Rate</i>	<i>35.19%</i>	<i>113.61%</i>	<i>42.80%</i>	<i>40.29%</i>	<i>39.81%</i>
<i>Minority interest</i>			46	(69)	(40)
<b>Net Income</b>	<b>35</b>	<b>(26)</b>	<b>163</b>	<b>1,413</b>	<b>1,379</b>
<b>EPS-fully diluted</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>	<b>\$ 0.00</b>	<b>\$ 0.04</b>	<b>\$ 0.04</b>
Avg Shares Out-fully diluted	<u>25,964</u>	<u>30,607</u>	<u>34,325</u>	<u>34,359</u>	<u>34,800</u>
<u>Percent of Revenue</u>					
Cost of Transportation	58.15%	64.48%	64.63%	64.24%	66.27%
Agent Commissions	31.03%	26.28%	26.54%	25.16%	23.06%
Personnel Costs	6.60%	4.24%	3.86%	5.29%	4.84%
S, G& A	2.60%	3.17%	3.32%	3.80%	3.25%
D & A	1.54%	1.45%	1.10%	0.96%	0.86%
Operating Expensess	41.78%	35.13%	34.82%	35.21%	32.00%
Net Margin	0.10%	-0.05%	0.22%	1.41%	0.86%
<u>YEAR / YEAR GROWTH</u>					
Total Revenues		5.94%	38.38%	32.67%	59.30%

\* Pro-forma results inclusive of Airgroup Corp.

Radiant Logistics, Inc.  
Quarterly Income Statement Model  
For Fiscal Year Ended June 30, 2007  
(in thousands)

	<u>Q1(9/06)A</u>	<u>Q2(12/06)A</u>	<u>Q3(3/07)A</u>	<u>Q4(6/07)A</u>	<u>F6/2007A</u>
Total Revenues	\$ 14,416	\$ 18,345	\$ 19,394	\$ 23,372	\$ 75,527
Cost of Transportation	<u>9,423</u>	<u>11,656</u>	<u>12,278</u>	<u>15,455</u>	<u>48,812</u>
<b>Net Revenues</b>	4,993	6,689	7,116	7,917	<b>26,715</b>
<i>Gross Margins</i>	34.64%	36.46%	36.69%	33.87%	35.37%
Agent Commissions	3,727	5,243	5,420	5,658	<b>20,048</b>
Personnel Costs	507	581	659	1,169	<b>2,916</b>
S, G& A	406	613	742	747	<b>2,508</b>
D & A	<u>186</u>	<u>205</u>	<u>209</u>	<u>230</u>	<u>830</u>
Operating Expenses	<u>4,826</u>	<u>6,642</u>	<u>7,030</u>	<u>7,804</u>	<u>26,302</u>
<b>Operating Income</b>	167	47	86	113	<b>413</b>
<i>Operating Margin</i>	1.16%	0.26%	0.44%	0.48%	0.55%
<i>EBITDA</i>	353	252	295	343	1,243
Interest Income	2	3	2	9	<b>16</b>
Interest Expense	(8)	(3)	(5)	(6)	<b>(22)</b>
Other	<u>-</u>	<u>(3)</u>	<u>(22)</u>	<u>(18)</u>	<u>(43)</u>
<b>Total -other</b>	<u>(6)</u>	<u>(3)</u>	<u>(25)</u>	<u>(15)</u>	<u>(49)</u>
<b>Pre-Tax Income</b>	161	44	61	98	<b>364</b>
<i>Pre-Tax Margins</i>	1.12%	0.24%	0.31%	0.42%	0.48%
Taxes (Benefit)	<u>2</u>	<u>(21)</u>	<u>37</u>	<u>138</u>	<u>156</u>
<i>Tax Rate</i>	1.12%	-47.73%	60.66%	140.82%	42.80%
<i>Minority interest</i>				46	46
<b>Net Income</b>	<u>\$ 159</u>	<u>\$ 65</u>	<u>\$ 24</u>	<u>\$ (86)</u>	<u>\$ 163</u>
<b>EPS-fully diluted</b>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Avg Shares Out-fully diluted	<u>36,137</u>	<u>34,469</u>	<u>34,163</u>	<u>34,210</u>	<u>34,325</u>
<u>Percent of Revenue</u>					
Cost of Transportation	65.36%	63.54%	63.31%	66.13%	64.63%
Agent Commissions	25.85%	28.58%	27.95%	24.21%	26.54%
Personnel Costs	3.52%	3.17%	3.40%	5.00%	3.86%
S, G& A	2.81%	3.34%	3.83%	3.20%	3.32%
D & A	1.29%	1.12%	1.07%	1.07%	1.10%
Operating Expenses	33.48%	36.21%	36.25%	33.39%	34.82%
Net Margin	1.10%	0.35%	0.12%	-0.37%	0.22%
<u>YEAR / YEAR GROWTH</u>					
Total Revenues	7.32%	24.99%	63.76%	59.80%	38.38%

Radiant Logistics, Inc.  
Quarterly Income Statement Model  
For Fiscal Year Ended June 30, 2008  
(in thousands)

	<u>Q1(9/07A)</u>	<u>Q2(12/07A)</u>	<u>Q3(3/08A)</u>	<u>Q4(6/08A)</u>	<u>F6/2008A</u>
Total Revenues	\$ 25,557	\$ 23,109	\$ 25,765	\$ 25,770	\$ 100,201
Cost of Transportation	<u>17,116</u>	<u>14,712</u>	<u>16,264</u>	<u>16,280</u>	<u>64,372</u>
<b>Net Revenues</b>	8,441	8,397	9,501	9,490	<b>35,829</b>
<i>Gross Margins</i>	33.03%	36.34%	36.88%	36.83%	35.76%
Agent Commissions	5,852	6,154	6,611	6,593	<b>25,210</b>
Personnel Costs	1,547	1,090	1,199	1,467	<b>5,303</b>
S, G& A	695	742	1,269	1,098	<b>3,804</b>
D & A	<u>240</u>	<u>242</u>	<u>239</u>	<u>243</u>	<u>964</u>
Operating Expenses	<b>8,334</b>	<b>8,228</b>	<b>9,318</b>	<b>9,401</b>	<b>35,281</b>
<b>Operating Income</b>	<b>107</b>	<b>169</b>	<b>183</b>	<b>89</b>	<b>548</b>
<i>Operating Margin</i>	0.42%	0.73%	0.71%	0.35%	0.55%
<i>EBITDA</i>	347	411	422	332	<b>1,512</b>
Interest Income	1	1	1	1	<b>4</b>
Interest Expense	(25)	(48)	(27)	(20)	<b>(120)</b>
Other	<u>(20)</u>	<u>1,931</u>	<u>(48)</u>	<u>(44)</u>	<u>1,819</u>
<b>Total -other</b>	<b>(44)</b>	<b>1,884</b>	<b>(74)</b>	<b>(63)</b>	<b>1,703</b>
<b>Pre-Tax Income</b>	63	2,053	109	26	<b>2,251</b>
<i>Pre-Tax Margins</i>	0.25%	8.88%	0.42%	0.10%	2.25%
Taxes (Benefit)	<u>(8)</u>	<u>744</u>	<u>36</u>	<u>135</u>	<u>907</u>
<i>Tax Rate</i>	-12.70%	36.24%	33.03%	519.23%	<b>40.29%</b>
<i>Minority interest</i>	(18)	(14)	(14)	(23)	<b>(69)</b>
<b>Net Income</b>	<u>\$ 88</u>	<u>\$ 1,324</u>	<u>\$ 87</u>	<u>\$ (86)</u>	<u>\$ 1,413</u>
<b>EPS-fully diluted</b>	<u>\$ 0.00</u>	<u>\$ 0.04</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>	<u>\$ 0.04</u>
Avg Shares Out-fully diluted	<u>34,442</u>	<u>34,079</u>	<u>34,134</u>	<u>34,616</u>	<u>34,359</u>
 <u>Percent of Revenue</u>					
Cost of Transportation	66.97%	63.66%	63.12%	63.17%	64.24%
Agent Commissions	22.90%	26.63%	25.66%	25.58%	25.16%
Personnel Costs	6.05%	4.72%	4.65%	5.69%	5.29%
S, G& A	2.72%	3.21%	4.93%	4.26%	3.80%
D & A	0.94%	1.05%	0.93%	0.94%	0.96%
Operating Expenses	32.61%	35.61%	36.17%	36.48%	35.21%
Net Margin	0.00%	5.73%	0.34%	-0.42%	1.41%
 <u>YEAR / YEAR GROWTH</u>					
Total Revenues	77.28%	25.97%	32.85%	10.26%	32.67%

Radiant Logistics, Inc.  
Quarterly Income Statement Model  
For Fiscal Year Ended June 30, 2009  
(in thousands)

	Q1(9/08)A	Q2(12/08)E	Q3(3/09E)	Q4(6/09)E	F6/2009E
Total Revenues	\$ 32,403	\$ 40,119	\$ 42,967	\$ 44,132	\$ 159,621
Cost of Transportation	21,220	26,744	28,544	29,281	105,788
<b>Net Revenues</b>	11,184	13,375	14,423	14,851	53,833
<i>Gross Margins</i>	34.52%	33.34%	33.57%	33.65%	33.73%
Agent Commissions	7,553	9,227	9,882	10,150	36,813
Personnel Costs	1,614	1,926	2,062	2,118	7,720
S, G& A	1,117	1,284	1,375	1,412	5,188
D & A	315	350	350	350	1,365
Operating Expensess	<b>10,599</b>	<b>12,787</b>	<b>13,670</b>	<b>14,031</b>	<b>51,087</b>
<b>Operating Income</b>	<b>585</b>	<b>588</b>	<b>753</b>	<b>821</b>	<b>2,746</b>
<i>Operating Margin</i>	1.81%	1.47%	1.75%	1.86%	1.72%
EBITDA	900.00	937.81	1,103.01	1,170.58	4,111
Interest Income	1				1
Interest Expense	(26)	(110)	(110)	(110)	(356)
Other	(167)	-	-	-	(167)
<b>Total -other</b>	<b>(192)</b>	<b>(110)</b>	<b>(110)</b>	<b>(110)</b>	<b>(522)</b>
<b>Pre-Tax Income</b>	393	478	643	711	2,224
<i>Pre-Tax Margins</i>	1.21%	1.19%	1.50%	1.61%	1.39%
Taxes (Benefit)	153	191	257	284	886
<i>Tax Rate</i>	38.93%	40.00%	40.00%	40.00%	39.81%
Minority interest	(10)	(10)	(10)	(10)	(40)
<b>Net Income</b>	\$ 250	\$ 297	\$ 396	\$ 436	\$ 1,379
<b>EPS-fully diluted</b>	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.04
Avg Shares Out-fully diluted	34,800	34,800	34,800	34,800	34,800
<u>Percent of Revenue</u>					
Cost of Transportation	65.49%	66.66%	66.43%	66.35%	66.27%
Agent Commissions	23.31%	23.00%	23.00%	23.00%	23.06%
Personnel Costs	4.98%	4.80%	4.80%	4.80%	4.84%
S, G& A	3.45%	3.20%	3.20%	3.20%	3.25%
D & A	0.97%	0.87%	0.81%	0.79%	0.86%
Operating Expensess	32.71%	31.87%	31.81%	31.79%	32.00%
Net Margin	0.77%	0.74%	0.92%	0.99%	0.86%
<u>YEAR / YEAR GROWTH</u>					
Total Revenues	26.79%	73.61%	66.77%	71.25%	59.30%

Radiant Logistics, Inc.  
Consolidate Balance Sheet  
For Fiscal Year Ended June 30:  
(in thousands)

	<u>F2008A</u>	<u>1Q(9/08)09A</u>
<b>Assets</b>		
Current Assets		
Cash & Equivalents	\$ 392	\$ 898
Net Receivables	14,404	25,123
Deferred taxes	292	168
Prepaid Expense & Other	<u>494</u>	<u>1,312</u>
<b>Total Current Assets</b>	15,582	27,500
Plant, Property, & Equipment-net	718	962
Goodwill/intangibles-net	9,067	15,106
Long Term Investments	40	40
Other	<u>196</u>	<u>510</u>
<b>Total Assets</b>	<u>\$ 25,603</u>	<u>\$ 44,118</u>
<b>Liabilities &amp; Shareholders' Equity</b>		
Current Liabilities		
Notes payable	\$ 113	\$ 113
Accounts payable	9,915	18,553
Accruals	222	1,149
Commissions	1,137	2,426
Income tax payable	498	-
Due to Adcom shareholder	<u>-</u>	<u>2,402</u>
<b>Total Current Liabilities</b>	11,885	24,644
<b>LTD-net of current</b>	4,272	8,577
<b>Deferred taxes</b>	422	1,562
<b>Minority interest</b>	-	-
<b>Total Shareholders' Equity</b>	<u>9,024</u>	<u>9,334</u>
<b>Total Liabilities &amp; Equity</b>	<u>\$ 25,603</u>	<u>\$ 44,118</u>
SHARES OUT	34,660	34,702

Radiant Logistics, Inc.  
Consolidated Cash Flow Statement  
For Period Ended  
(in thousands)

	<u>2007A</u>	<u>2008A</u>	<u>1Q09A</u>
<i>Cash Flows from Operating Activities</i>			
Net Income	\$ 163	\$ 1,413	\$ 250
Depreciation & Amortization	842	944	318
Other non cash items	29	(1,565)	60
Write-off and disposals	51	254	85
Other	<u>(5)</u>	<u>(312)</u>	<u>48</u>
	<b>1,080</b>	<b>734</b>	<b>761</b>
<i>Changes In:</i>			
Receivables	(6,634)	405	(204)
Prepaid Expense	(238)	(279)	152
Accounts Payable	7,309	(2,127)	914
Accrued Expenses & Other	<u>(307)</u>	<u>588</u>	<u>(546)</u>
Net Changes in Working Capital	<u>130</u>	<u>(1,413)</u>	<u>316</u>
<b>Net cash Provided by Operations</b>	<b><u>1,260</u></b>	<b><u>(680)</u></b>	<b><u>1,078</u></b>
<i>Cash Flows from Investing Activities</i>			
Capital Expenditures	(524)	(245)	(50)
Acquisitions	(243)	(1,461)	(4,804)
Other	<u>-</u>	<u>(25)</u>	<u>-</u>
<b>Net cash used in Investing</b>	<b><u>(767)</u></b>	<b><u>(1,731)</u></b>	<b><u>(4,854)</u></b>
<i>Cash Flows from Financing Activities</i>			
Minority interest contribution	12	(14)	-
Proceeds from Borrowings	(296)	2,598	4,281
Note payable for Airgroup	<u>-</u>	<u>(500)</u>	<u>-</u>
<b>Net cash provided by Financing</b>	<b><u>(284)</u></b>	<b><u>2,084</u></b>	<b><u>4,281</u></b>
Net change in Cash	209	(327)	505
Cash Beginning of Period	<u>511</u>	<u>720</u>	<u>392</u>
Cash End of Period	<b><u>\$ 720</u></b>	<b><u>\$ 392</u></b>	<b><u>\$ 897</u></b>