



*It's the Network that Delivers!®*

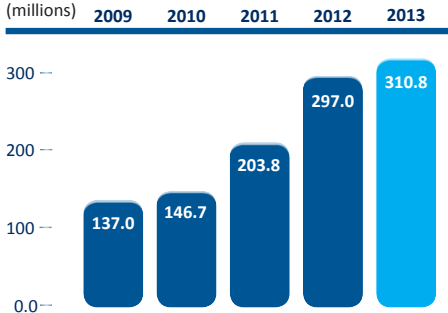
RADIANT LOGISTICS, INC. 2013 ANNUAL REPORT

2013

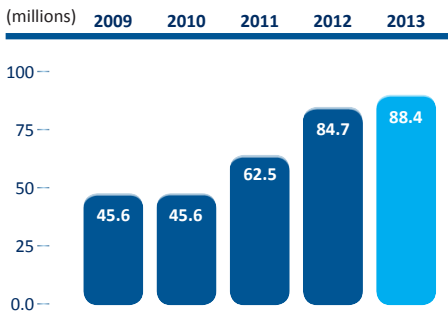
ANNUAL REPORT



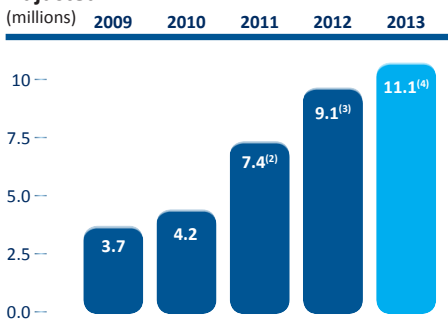
### Gross Revenue



### Net Revenue



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



<sup>(1)</sup> Reflects a non-GAAP measure of income management considers useful in analyzing our results. A reconciliation of our non-GAAP financial measures presented to our GAAP-based net income, as well as a description of our non-GAAP measures, is included on the last page of this Annual Report. Our non-GAAP measures are not intended to replace any presentation included in our consolidated financial statements.

<sup>(2)</sup> Excludes \$583,000 in non-recurring transition costs for acquisitions.

<sup>(3)</sup> Excludes \$1,536,000 in non-recurring transition costs for acquisitions and other legal costs.

<sup>(4)</sup> Excludes \$411,000 in non-recurring transition costs for acquisitions and other legal costs.

## To Our Shareholders:

We launched Radiant back in 2006 with the objective of bringing a unique value proposition to the agent-based forwarding community and delivering world-class logistics solutions to the customers we serve. As one of the fastest growing transportation and logistics companies in North America, we continue to make good progress on this vision and remain committed to the strategy that has brought us this far:

- Leveraging our status as a public company to provide our operating partners with an opportunity to share in the value they help create;
- Providing a robust platform in terms of people, process and technology to our business partners; and
- Offering a unique opportunity in terms of succession planning and liquidity for our independent station owners.

Our scalable non-asset business model delivered record results in 2013. For our fiscal year ended June 30, 2013 we posted revenues of \$310.8 million, net revenues of \$88.4 million, and adjusted EBITDA of \$11.1 million. In addition we continue to deliver productivity improvements with our Adjusted EBITDA margin improving 190 basis points, up from 10.7% to 12.6% for the comparable prior year period.

We also continue to invest in profitable growth, most recently through the acquisition of non-asset based third party logistics provider On Time Express, Inc. (“On Time”). On Time brings a unique solutions-based service offering, along with a best-in-class domestic line haul structure poised for expansion. As an organization we are constantly looking for ways to bring value to our network participants and we believe On Time truly delivers and will act as a competitive differentiator for us in the marketplace moving forward.

I take great pride in our progress at Radiant. The collective efforts of our operating partners, carriers and hardworking employees have created the first class organization we enjoy today. I look forward to continuing to build on this great platform as we scale the business.

Thanks for your continued support and opportunity to represent you at Radiant Logistics - It's the Network that Delivers!®

Sincerely,

Bohn H. Crain

Founder, Chairman and CEO





**U.S. SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-K**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended June 30, 2013

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-35392

**RADIANT LOGISTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

04-3625550  
(IRS Employer  
Identification Number)

405 114<sup>th</sup> Avenue S.E., Third Floor  
Bellevue, WA 98004

(Address of Principal Executive Offices)

(425) 943-4599

Registrant's Telephone Number, Including Area Code)

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Exchange on which Registered</u>
Common Stock, \$.001 Par Value	NYSE MKT

**Securities registered under Section 12(g) of the Exchange Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant based on the closing share price of the registrant's common stock on December 31, 2012 as reported on the NYSE MKT was \$22,017,033. Shares of common stock held by each current executive officer and director and by each person who is known by the registrant to own 5% or more of the outstanding common stock have been excluded from this computation in that such persons may be deemed to be affiliates of the registrant. This determination of affiliate status is not a conclusive determination for other purposes.

As of September 25, 2013, 33,348,166 shares of the registrant's common stock were outstanding.

Documents Incorporated by Reference: Portions of the registrant's proxy statement for the 2013 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended June 30, 2013.

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## CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

### Cautionary Statement for Forward-Looking Statements

This report contains “forward-looking statements” within the meaning set forth in United States securities laws and regulations – that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business, financial performance and financial condition, and often contain words such as “anticipate,” “believe,” “estimates,” “expect,” “future,” “intend,” “may,” “plan,” “see,” “seek,” “strategy,” or “will” or the negative thereof or any variation thereon or similar terminology or expressions. These forward-looking statements are not guarantees and are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include: continued relationships with our independent agents; challenges in locating suitable acquisition opportunities and securing the financing necessary to complete such acquisitions; general industry conditions and competition; economic factors; transportation costs; our ability to mitigate, to the best extent possible, our dependence on current management and certain of our larger agency locations; laws and governmental regulations affecting the transportation industry in general and our operations in particular; and such other factors that may be identified from time to time in our Securities and Exchange Commission (“SEC”) filings and other public announcements including those set forth below under the caption “Risk Factors” in Part 1 Item 1A of this report. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the foregoing. Readers are cautioned not to place undue reliance on our forward-looking statements, as they speak only as of the date made. Except as required by law, we assume no duty to update or revise our forward-looking statements.

## **PART I**

### **ITEM 1. BUSINESS**

#### **Our Company**

Radiant Logistics, Inc. (the “Company,” “we” or “us”) is a non-asset based transportation and logistics services company providing customers domestic and international freight forwarding services through a network of Company-owned and independent agent offices operating under the Radiant, Airgroup, Adcom and DBA network brands. We also offer an expanding array of value added supply chain management services, including customs and property brokerage, order fulfillment, inventory management and warehousing.

Since the inception of our business in 2006, we have executed on a strategy to expand operations through a combination of organic growth and the strategic acquisition of non-asset based transportation and logistics providers meeting our acquisition criteria. Our first acquisition of Airgroup Corporation (“Airgroup”) was completed on January 1, 2006. Airgroup, located in Bellevue, Washington, is a non-asset based logistics company providing domestic and international freight forwarding services around the world through a network of company and agent offices.

In connection with our 2008 acquisition of Adcom, we changed the name of Airgroup Corporation to Radiant Global Logistics, Inc. (“RGL”) to better position our centralized back-office operations to service our multi-brand network. Today, RGL, through the Radiant, Airgroup, Adcom and DBA network brands, has a diversified account base including manufacturers, distributors and retailers using a network of independent carriers through a combination of strategically positioned, company owned and independent agent offices.

Our growth strategy will continue to focus on both organic growth and growth through acquisitions. For organic growth, we will focus on strengthening and retaining existing, and expanding new agency relationships. We have focused our efforts on the build-out of our network of agent locations, as well as enhancing our back-office infrastructure, transportation and accounting systems.

In addition to our focus on organic growth, we are executing our acquisition strategy to develop additional growth opportunities. We have adopted our acquisition strategy to, among others, secure greater efficiencies in our ability to acquire purchased transportation, as well as to gain enhanced yield through revenue and cost synergies. This, in turn, provides a greater value proposition to the agents on which we depend. The success of our acquisition strategy depends upon a number of factors, including our ability to: (i) identify and acquire target businesses that fit within our acquisition criteria; (ii) continue to secure adequate funding to finance identified acquisition opportunities; (iii) efficiently integrate the businesses of the companies acquired; (iv) generate the anticipated economies of scale from such integration; and (v) maintain the historic sales growth of the acquired businesses in order to generate organic growth from the acquired business. There are a variety of risks associated with our ability to achieve our strategic objectives, including the ability to acquire and profitably manage additional businesses and the intense competition in the industry for customers and for acquisition candidates. Certain of these business risks are identified or referred to below in Item 1A of this Report.

We will continue to search for targets that fit within our acquisition criteria. Our ability to continue to secure adequate funding to finance acquisition opportunities will depend upon, among other things, our ability to sell debt or equity securities, continued cooperation by our current lenders and the development of an active trading market for our securities. Our universal shelf registration statement on Form S-3, declared effective May 11, 2012, provides us with flexibility to raise capital through the sale of registered debt or equity securities to the investing public. We have completed seven acquisitions since the initial acquisition of Airgroup in January of 2006. In November 2007, we acquired certain assets of the Automotive Services Group in Detroit, Michigan to service the automotive industry. In September 2008, the Company acquired Adcom Express, Inc. d/b/a Adcom Worldwide (“Adcom”), adding an additional 30 locations across North America and augmenting our overall

domestic and international freight forwarding capabilities. In April 2011, the Company acquired DBA Distribution Services, Inc. (“DBA”), which operates under the trade name “Distribution by Air”, adding two company owned logistics offices located in Somerset, New Jersey and Los Angeles, California and 23 independent agency offices across North America. In December 2011 we acquired the assets and operations of ISLA International Ltd. (“ISLA”) which added a company-owned location in Laredo, Texas serving as the Company’s gateway to the Mexico markets. ISLA provides the Company with bilingual expertise in both north and south bound cross-border transportation and logistics services to a diversified account base including manufacturers in the automotive, appliance, electronics and consumer packaged goods industries. In February 2012, we acquired the assets and operations of Brunswicks Logistics, Inc. d/b/a ALBS Logistics, Inc. (“ALBS”) adding a company-owned location in New York-JFK, a strategic location for domestic and international logistics services. In November 2012, we acquired certain assets of Los Angeles, California based Marvir Logistics, Inc., (“Marvir”) an independent operating partner since 2006 providing domestic and international logistics services. On December 31, 2012, we acquired International Freight Systems of Oregon, Inc. (“IFS”) an independent operating partner since January 2007 providing domestic and international logistics services.

### *Industry Overview*

As business requirements for efficient and cost-effective logistics services have increased, so has the importance and complexity of effectively managing freight transportation. Businesses increasingly strive to minimize inventory levels, perform manufacturing and assembly operations in the lowest cost locations, and distribute their products in numerous global markets. As a result, companies are increasingly looking to third-party logistics providers to help them execute their supply chain strategies.

Customers have two principal third-party alternatives: a freight forwarder or a fully-integrated carrier. We operate primarily as a freight forwarder. Freight forwarders procure shipments from customers and arrange the transportation of cargo on a carrier. A freight forwarder may also arrange pick-up from the shipper to the carrier and delivery of the shipment from the carrier to the recipient. Freight forwarders often tailor shipment routing to meet the customer’s price and service requirements. Fully-integrated carriers, such as FedEx Corporation (“FedEx”), DHL Worldwide Express, Inc. (“DHL”) and United Parcel Service (“UPS”), provide pickup and delivery service, primarily through their own captive fleets of trucks and aircraft. Because freight forwarders select from various transportation options in routing customer shipments, they are often able to serve customers less expensively and with greater flexibility than integrated carriers. Freight forwarders generally handle shipments of any size and offer a variety of customized shipping options.

Most freight forwarders, including us, focus on heavier cargo and do not generally compete with integrated shippers of primarily smaller parcels. In addition to the high fixed expenses associated with owning, operating and maintaining fleets of aircraft, trucks and related equipment, integrated carriers often impose significant restrictions on delivery schedules and shipment weight, size and type. On occasion, integrated shippers serve as a source of cargo space to forwarders. Additionally, most freight forwarders do not generally compete with the major commercial airlines, which, to some extent, depend on forwarders to procure shipments and supply freight to fill cargo space on their scheduled flights.

We believe there are several factors that are increasing demand for global logistics solutions. These factors include:

- Outsourcing of non-core activities. Companies increasingly outsource freight forwarding, warehousing and other supply chain activities to allow them to focus on their respective core competencies. From managing purchase orders to the timely delivery of products, companies turn to third party logistics providers to manage these functions at a lower cost and greater efficiency.
- Globalization of trade. As barriers to international trade are reduced or substantially eliminated, international trade is increasing. In addition, companies increasingly are sourcing their parts, supplies

and raw materials from the most cost competitive suppliers throughout the world. Outsourcing of manufacturing functions to, or locating company-owned manufacturing facilities in, low cost areas of the world also results in increased volumes of world trade.

- Increased need for time-definite delivery. The need for just-in-time and other time-definite delivery has increased as a result of the globalization of manufacturing, greater implementation of demand-driven supply chains, the shortening of product cycles and the increasing value of individual shipments. Many businesses recognize that increased spending on time-definite supply chain management services can decrease overall manufacturing and distribution costs, reduce capital requirements and allow them to manage their working capital more efficiently by reducing inventory levels and inventory loss.
- Consolidation of global logistics providers. Companies are decreasing the number of freight forwarders and supply chain management providers with which they interact. We believe companies want to transact business with a limited number of providers that are familiar with their requirements, processes and procedures, and can function as long-term partners. In addition, there is strong pressure on national and regional freight forwarders and supply chain management providers to become aligned with a global network. Larger freight forwarders and supply chain management providers benefit from economies of scale which enable them to negotiate reduced transportation rates and to allocate their overhead over a larger volume of transactions. Globally integrated freight forwarders and supply chain management providers are better situated to provide a full complement of services, including pick-up and delivery, shipment via air, sea and/or road transport, warehousing and distribution, and customs brokerage.
- Increasing influence of e-business and the Internet. Technology advances have allowed businesses to connect electronically through the Internet to obtain relevant information and make purchase and sale decisions on a real-time basis, resulting in decreased transaction times and increased business-to-business activity. In response to their customers' expectations, companies have recognized the benefits of being able to transact business electronically. As such, businesses increasingly are seeking the assistance of supply chain service providers with sophisticated information technology systems which can facilitate real-time transaction processing and web-based shipment monitoring.

## **Our Growth Strategy**

Our objective is to provide customers with comprehensive value-added logistics solutions. We plan to achieve this goal through domestic and international freight forwarding services offered by us through our Radiant, Airgroup, Adcom and DBA network brands. We expect our business to grow organically and by completing acquisitions of other companies with complementary geographical and logistics service offerings.

Our organic growth strategy involves strengthening existing and expanding new customer relationships. We have and will continue to focus our efforts on the organic build-out of our network of independent agency locations, as well as the enhancement of our back office infrastructure and transportation and accounting systems.

Our acquisition strategy has been designed to take advantage of shifting market dynamics. The third party logistics industry continues to grow as an increasing number of businesses outsource their logistics functions to more cost effectively manage and extract value from their supply chains. The industry is positioned for further consolidation as it remains highly fragmented, and as customers are demanding the types of sophisticated and broad reaching service offerings that can more effectively be handled by larger more diverse organizations. We believe the highly fragmented composition of the marketplace, the industry participants' need for capital, and their owners' desire for liquidity has and will continue to produce a large number of attractive acquisition candidates. More specifically, we believe that there are a number of participants within the agent-based forwarding community that will be seeking liquidity within the next several years as these owners approach retirement age, which creates a significant growth opportunity by supporting these logistics entrepreneurs in transition. Our target acquisition candidates are generally smaller than those identified as acquisition targets of



larger public companies and have limited ability to conduct their own public offerings or obtain financing that will provide them with capital for liquidity or rapid growth. These “smaller” companies may be receptive to our acquisition program as a vehicle for liquidation or growth.

On a longer-term basis, we believe we can successfully implement our acquisition strategy due to the following factors:

- the highly fragmented composition of our market;
- our strategy for creating an organization with global reach should enhance an acquired target company’s ability to compete in its local and regional markets through an expansion of offered services and lower operating costs;
- the potential for increased profitability as a result of our centralization of certain administrative functions, greater purchasing power and economies of scale;
- our centralized management capabilities should enable us to effectively manage our growth and the integration of acquired companies;
- our status as a public corporation may ultimately provide us with a liquid trading currency for acquisitions; and
- the ability to utilize our experienced management to identify, acquire and integrate acquisition opportunities.

We intend to be opportunistic in executing our acquisition strategy with a goal of expanding both our domestic and international capabilities.

### **Our Operating Strategy**

Leverage the People, Process and Technology Available through a Central Platform. A key element of our operating strategy is to maximize our operational efficiencies by integrating general and administrative functions into our back-office operations and reducing or eliminating redundant functions and facilities at acquired companies. This is designed to enable us to quickly realize potential savings and synergies, efficiently control and monitor operations of acquired companies, and allow acquired companies to focus on growing their sales and operations.

Develop and Maintain Strong Customer Relationships. We seek to develop and maintain strong interactive customer relationships by anticipating and focusing on our customers’ needs. We emphasize a relationship-oriented approach to business, rather than the transaction or assignment-oriented approach used by many of our competitors. To develop close customer relationships, we and our network of agents regularly meet with both existing and prospective clients to help design solutions for, and identify the resources needed to execute, their supply chain strategies. We believe that this relationship-oriented approach results in greater customer satisfaction and reduced business development expense.

### **Operations**

Through our operating locations across North America, we offer domestic and international air, ocean and ground freight forwarding for shipments that are generally larger than shipments handled by integrated carriers of primarily small parcels such as FedEx, DHL and UPS. Our revenues are generated from a number of diverse services, including air freight forwarding, ocean freight forwarding, logistics and other value-added services.

Our primary business operations involve obtaining shipment or material orders from customers, creating and delivering a wide range of logistics solutions to meet customers’ specific requirements for transportation and related services, and arranging and monitoring all aspects of material flow activity utilizing advanced information technology systems. These logistics solutions include domestic and international freight forwarding and door-to-door delivery services using a wide range of transportation modes, including air, ocean and truck. As

a non-asset based provider we do not own the transportation equipment used to transport the freight. We expect to neither own nor operate any aircraft and, consequently, place no restrictions on delivery schedules or shipment size. We arrange for transportation of our customers' shipments via commercial airlines, air cargo carriers, and other asset and non-asset based third-party providers. We select the carrier for a shipment based on route, departure time, available cargo capacity and cost. We charter cargo aircraft from time to time depending upon seasonality, freight volumes and other factors. We make a margin on the difference between what we charge to our customers for the services provided to them, and what we pay to the transportation providers to transport the freight.

### **Information Services**

The regular enhancement of our information systems and ultimate migration of acquired companies and additional agency locations to a common set of back-office and customer facing applications is a key component of our growth strategy. We believe that the ability to provide accurate real-time information on the status of shipments has become increasingly important and that our efforts in this area will result in competitive service advantages. In addition, we believe that centralizing our transportation management system (rating, routing, tender and financial settlement processes) will drive significant productivity improvement across our network.

We use a web-enabled third-party freight forwarding software (Cargowise) that is integrated to our third-party accounting system (SAP). These systems combine to form the foundation of our supply-chain technologies, which we call "Globalvision", and which provides us with a common set of back-office operating, accounting and customer facing applications used across our network. We have and will continue to assess technologies obtained through our acquisition strategy and expect to develop a "best-of-breed" solution set using a combination of owned and licensed technologies. This strategy will require the investment of significant management and financial resources to deliver these enabling technologies.

### **Our Competitive Advantages**

As a non-asset based third-party logistics provider, we believe that we are well-positioned to provide cost-effective and efficient solutions to address the demand in the marketplace for transportation and logistics services. We believe that the most important competitive factors in our industry are quality of service, including reliability, responsiveness, expertise and convenience, scope of operations, geographic coverage, information technology and price. We believe our primary competitive advantages are: (i) our low cost, non-asset based business model; (ii) our lower-risk operation of independent agent office; (iii) the advantages our network provides to independent agent offices; (iv) our intention to develop a global network; (v) our information technology resources; and (iv) our diverse customer base.

Non-asset based business model. With relatively no dedicated or fixed operating costs, we are able to leverage our network of locations to offer competitive pricing and flexible solutions to our customers. Moreover, our balanced product offering provides us with revenue streams from multiple sources and enables us to retain customers even as they shift from priority to deferred shipments of their products. We believe our model allows us to provide low-cost solutions to our customers while also generating revenues from multiple modes of transportation and logistics services.

Lower-risk operation of network of independent agent offices. We derive a substantial portion of our revenue pursuant to agreements with independently-owned agent offices operating under our various brands. These arrangements afford us with a relatively low risk of growth model as each individual agent office is responsible for its own sales and costs of operations. Under shared revenue arrangements with our independent agent office owners, we are responsible to provide centralized back-office infrastructure, transportation and accounting systems, billing and collection services.

Advantages to independent agent office owners. Our current network is predominantly represented by independent agent offices that rely on us for operating authority, technology, sales and marketing support, access to working capital, our carrier network, and collective purchasing power. Through the agency relationship, the

agent has the ability to focus on the operational and sales support aspects of the business without diverting costs or expertise to the structural aspect of its operations, providing the agent with the regional, national and global brand recognition that they would not otherwise be able to achieve by solely serving their local market.

Intention to develop a global network. We intend to focus on strengthening our worldwide supply chain services, which today include international air and ocean services that complement our North American network service offerings. These offerings include heavyweight and small package air services, providing same day (next flight out) air charters, next day a.m./p.m., second day a.m./p.m. as well as time definite surface transport moves. Our non-asset based business model allows us to use commercial passenger and cargo flights. Thus, we have thousands of daily flight options to choose from. In addition, our pickup and delivery network provides us with zip code to zip code coverage throughout North America.

Information technology resources. A primary component of our business strategy is the continued development of advanced information systems to provide accurate and timely information to our management and customers. Our customer delivery tools enable connectivity with our customers' and trading partners' systems, which leads to more accurate and up-to-date information on the status of shipments.

Diverse customer base. We have a well-diversified customer base that includes manufacturers, distributors and retailers. As of the date of this report, no single customer represented more than 5% of our business and no one agency location represented more than 10% of our business, reducing risks associated with any particular industry, geographic or customer concentration.

## **Sales and Marketing**

We principally market our services through our network of company-owned and independent agent offices located across North America. Each office is staffed with operational employees to provide support for the sales team, develop frequent contact with the customer's traffic department, and maintain customer service. Our current network is predominantly represented by independent agent offices that rely on us for operating authority, technology, sales and marketing support, access to working capital, our carrier network, and collective purchasing power. Through the agency relationship, the agent has the ability to focus on the operational and sales support aspects of the business without diverting costs or expertise to the structural aspect of its operations, providing the agent with the regional, national and global brand recognition that they would not otherwise be able to achieve by solely serving their local market. We have no customers or agency locations that separately account for more than 10% of our consolidated revenues, although we do have a number of significant customers and agency locations with volume and stature, the loss of one or more of which could negatively impact our ability to retain and service our customers.

## **Research and Development**

During the past two years, we have not spent any material amount on research and development activities.

## **Competition and Business Conditions**

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.

The global transportation and logistics services industry is intensively competitive and is expected to remain so for the foreseeable future. We will compete against other domestic and international freight forwarders, as well as integrated logistics companies, transportation services companies, consultants, information technology

vendors and shippers' transportation departments. This competition is based primarily on rates, quality of service (such as damage-free shipments, on-time delivery and consistent transit times), reliable pickup and delivery and scope of operations. Certain of our competitors have substantially greater financial resources than we do.

## **Regulation**

Interstate and international transportation of freight is highly regulated. Failure to comply with applicable state and federal regulations, or to maintain required permits or licenses, can result in substantial fines or revocation of operating permits or authorities imposed on both transportation intermediaries and their shipper customers. We cannot give assurance as to the degree or cost of future regulations on our business. Some of the regulations affecting our current and prospective operations are described below.

Air freight forwarding operations are subject to regulation, as an indirect air cargo carrier, under the Federal Aviation Act as enforced by the Federal Aviation Administration of the U.S. Department of Transportation, and the Transportation Security Administration of the Department of Homeland Security. While air freight forwarders are exempted from most of the Federal Aviation Act's requirements by the Economic Aviation Regulations, the industry is subject to ongoing regulatory and legislative developments that can impact the economics of the industry by requiring changes to operating practices or influencing the demand for, and the costs of, providing services to customers.

Surface freight forwarding operations are subject to various state and federal statutes, and are regulated by the Federal Motor Carrier Safety Administration of the U.S. Department of Transportation and, to a very limited extent, the Surface Transportation Board. These federal agencies have broad investigatory and regulatory powers, including the power to issue a certificate of authority or license to engage in the business, to approve specified mergers, consolidations and acquisitions, and to regulate the delivery of some types of domestic shipments and operations within particular geographic areas.

The Federal Motor Carrier Safety Administration also has the authority to regulate interstate motor carrier operations, including the regulation of certain rates, charges and accounting systems, to require periodic financial reporting, and to regulate insurance, driver qualifications, operation of motor vehicles, parts and accessories for motor vehicle equipment, hours of service of drivers, inspection, repair, maintenance standards and other safety related matters. The federal laws governing interstate motor carriers have both direct and indirect application to the Company. The breadth and scope of the federal regulations may affect our operations and the motor carriers that are used in the provisioning of the transportation services. In certain locations, state or local permits or registrations may also be required to provide or obtain intrastate motor carrier services.

The Federal Maritime Commission, or FMC, regulates and licenses ocean forwarding operations. Non-vessel operating common carriers are subject to FMC regulation, under the FMC tariff filing and surety bond requirements, and under the Shipping Act of 1984, particularly those terms proscribing rebating practices.

United States customs brokerage operations are subject to the licensing requirements of the Bureau of Customs and Border Protection of the Department of Homeland Security. As we broaden our capabilities to include customs brokerage operations, we will be subject to regulation by the Bureau of Customs and Border Protection. Likewise, any customs brokerage operations must also be licensed in and subject to the regulations of countries into which freight is imported.

## **Personnel**

As of the date of this report, we have approximately 206 employees, of which 194 are full time. None of these employees are covered by a collective bargaining agreement. We have experienced no work stoppages and consider our relations with our employees to be good.



## ITEM 1A. RISK FACTORS

### RISKS PARTICULAR TO OUR BUSINESS

*You should carefully consider the risk factors set forth below as well as the other information contained in or incorporated by reference into this Form 10-K before investing in our common stock. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. In such a case, you may lose all or part of your investment. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially adversely affect our business, financial condition or results of operations. The future trading price of shares of our common stock will be affected by the performance of our business relative to, among other things, competition, market conditions and general economic and industry conditions.*

#### Risks Related to our Business

***We are largely dependent on the efforts of independent agents to generate our revenue and service our customers.***

We currently sell our services through some Company-owned locations and through a network predominantly represented by independently-owned agent offices that operate under our brands located throughout North America. We have recently opened additional Company-owned locations. However, substantially more than a majority of our consolidated revenues are derived through our independent agent offices and we believe independent agent relationships will remain important to our success. Our agreements with independent agents provide our agents with benefits such as increased cash flow, back office and technology support, license to use our brands, vendor rates that are likely better than those available to the independent agent on its own, a global network of other agents able to assist in providing broad freight solutions. These agreements provide us with certain protections such as an agent-funded reserve for bad debt, indemnification and often a personal guaranty. We have long-term relationships with many of our agents, with automatic renewal of most of our contracts. While at times agency contracts technically expire, we continue to work with the agency location to renew the contract while continuing to operate pursuant to the most recent written terms of the agreements. As we renew expired contracts, there can be no guarantee that we will be able to enter into new agreements that provide for the same terms as those previously agreed. While we have no customers or agency locations that separately account for more than 10% of our consolidated revenues, we do have a number of customers and agency locations with significant volume and stature, the loss of one or more of which could negatively impact our ability to retain and service our customers. We will need to expand our existing relationships and enter into new relationships in order to increase our current and future market share and revenue. We cannot be certain that we will be able to maintain and expand our existing relationships or enter into new relationships, or that new or renewed relationships will be available on commercially reasonable terms. If we are unable to maintain and expand our existing relationships, renew existing relationships, or enter into new relationships, we may lose customers, customer introductions and co-marketing benefits and our operating results may suffer.

***If our independent agent offices fail to maintain adequate reserves against unpaid customer invoices, or if we are unable to offset against amounts payable by us to our independent agent offices for unpaid customer invoices, our results of operations and financial condition may be adversely affected.***

We derive a substantial portion of our revenue pursuant to agency agreements with independently-owned agent offices operating under our various brands. Each individual agent office is responsible for some or all of the bad debt expense related to the underlying customers being serviced by the office. To facilitate this arrangement, each office is required to maintain a security deposit with us that is recognized as a liability in our financial statements and used as a bad debt reserve for each location. We charge each individual office's bad debt reserve account for any accounts receivable aged beyond 90 days. The bad debt reserve account is continually replenished with a portion (typically 5%-10%) of such office's weekly commission check being directed to fund

this account. However, the bad debt reserve account may carry a deficit balance when amounts charged to this reserve exceed amounts otherwise available in the bad debt reserve account. In these circumstances, deficit bad debt reserve accounts are recognized as a receivable in our financial statements. Further, the agency agreements provide that we may withhold all or a portion of future commission checks payable to the individual office in satisfaction of any deficit balance. Currently, a number of our agency offices have a deficit balance in their bad debt reserve account totaling approximately \$600k with one agency office representing approximately \$450k. We expect to replenish these funds through the future business operations of these offices. However, to the extent any of these offices were to cease operations or otherwise be unable to replenish these deficit accounts, we would be at risk of loss for any such amount. We are currently involved in collection proceedings against two customers who owe us approximately \$1.1 million. We have expensed our portion of these amounts. While there can be no assurance as to the amount that may be recovered in the future, based upon, among others: (i) our historic collection experience; (ii) the portion of the bad debt recoverable from the individual agency location responsible for the account; and (iii) the anticipated recovery likely from these customers; we do not believe its exposure to these customers will be material.

***Failure to comply with obligations as an “indirect carrier” could result in penalties and fines and limit our ability to ship freight.***

We are regulated, among other things, as “indirect air carriers” by the Transportation Security Administration of the Department of Homeland Security. These agencies provide requirements, guidance and, in some cases, administer licensing requirements and processes applicable to the freight forwarding industry. We actively monitor our compliance with such agency requirements to ensure that we and our independent agents satisfactorily complete applicable security requirements and satisfy applicable qualifications and implement the required policies and procedures. These agencies generally require companies to fulfill these qualifications prior to and while operating as a freight forwarder. Failure to comply with such requirements, policies and procedures could result in penalties and fines. To date, a limited number of our independent agents have been out of compliance with the “indirect air carrier” regulations, resulting in small fines. While we are working with our independent agents to eliminate any additional violations, there is no assurance that additional violations will not take place, which could result in penalties or fines or, in the extreme case, limits on our ability to ship freight.

***If we fail to develop and integrate information technology systems or we fail to upgrade or replace our information technology systems to handle increased volumes and levels of complexity, meet the demands of our agents and customers and protect against disruptions of our operations, we may suffer a loss in our business.***

Increasingly, we compete for business based upon the flexibility, sophistication and security of the information technology systems supporting our services. The failure of the hardware or software that supports our information technology systems, the loss of data contained in the systems, or the inability to access or interact with our web site or connect electronically, could significantly disrupt our operations, prevent clients from placing orders, or cause us to lose inventory items, orders or clients. If our information technology systems are unable to handle additional volume for our operations as our business and scope of services grow, our service levels and operating efficiency will decline. In addition, we expect our agents to continue to demand more sophisticated, fully integrated information technology systems from us as customers demand the same from their supply chain services providers. If we are unable to implement, maintain and protect our information technology systems or we fail to upgrade or replace our information technology systems to handle increased volumes and levels of complexity, meet the demands of our agents and customers and protect against disruptions of our operations, our business may be adversely affected.

***Our information technology systems are subject to risks we cannot control.***

Our information technology systems are dependent upon third party communications providers, web browsers, telephone systems and other aspects of the internet infrastructure that have experienced significant system failures and electrical outages in the past. Our systems are susceptible to outages due to fire, floods, power loss,

telecommunications failures, break-ins and similar events. Despite our implementation of network security measures, our servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems. The occurrence of any of these events could disrupt or damage our information technology systems and inhibit our internal operations, and our ability to provide services to our customers.

***Because our freight forwarding and domestic ground transportation operations are dependent on commercial airfreight carriers and air charter operators, ocean freight carriers, major U.S. railroads, other transportation companies, draymen and longshoremen, changes in available cargo capacity and other changes affecting such carriers, as well as interruptions in service or work stoppages, may negatively impact our business.***

We rely on commercial airfreight carriers and air charter operators, ocean freight carriers, trucking companies, major U.S. railroads, other transportation companies, draymen and longshoremen for the movement of our clients' cargo. Consequently, our ability to provide services for our clients could be adversely impacted by: shortages in available cargo capacity; changes by carriers and transportation companies in policies and practices such as scheduling, pricing, payment terms and frequency of service or increases in the cost of fuel, taxes and labor; and other factors not within our control. Reductions in airfreight or ocean freight capacity could negatively impact our yields. Material interruptions in service or stoppages in transportation, whether caused by strike, work stoppage, lock-out, slowdown or otherwise, could adversely impact our business, results of operations and financial condition.

***Our profitability depends on our ability to effectively manage our cost structure as we grow the business.***

As we continue to increase our revenue through the expansion of our network of independent agency locations, we must maintain an appropriate cost structure to maintain and increase our profitability. While we intend to increase our revenue by increasing the number and quality of our agency relationships, by strategic acquisitions, and by maintaining and expanding our gross profit margins by reducing transportation costs, our profitability will be driven by our ability to manage our agent commissions, personnel and general and administrative costs as a function of our net revenues. There can be no assurances that we will be able to increase revenues or maintain profitability.

***Our business is subject to seasonal trends.***

Historically, our operating results have been subject to seasonal trends when measured on a quarterly basis. Our first and fourth fiscal quarters are traditionally weaker compared with our second and third fiscal quarters. This trend is dependent on numerous factors, including the markets in which we operate, holiday seasons, climate, economic conditions and numerous other factors. A substantial portion of our revenue is derived from clients in industries whose shipping patterns are tied closely to consumer demand which can sometimes be difficult to predict or are based on just-in-time production schedules. Therefore, our revenue is, to a large degree, affected by factors that are outside of our control. There can be no assurance that our historic operating patterns will continue in future periods as we cannot influence or forecast many of these factors.

***Comparisons of our operating results from period to period are not necessarily meaningful and should not be relied upon as an indicator of future performance.***

Our operating results have fluctuated in the past and likely will continue to fluctuate in the future because of a variety of factors, many of which are beyond our control. A substantial portion of our revenue is derived from clients in industries whose shipping patterns are tied closely to economic trends and consumer demand that can be difficult to predict, or are based on just-in-time production schedules. Because our quarterly revenues and operating results vary significantly, comparisons of our results from period to period are not necessarily meaningful and should not be relied upon as an indicator of future performance. Additionally, there can be no assurance that our historic operating patterns will continue in future periods as we cannot influence or forecast many of these factors.

***We face intense competition in the freight forwarding, logistics and supply chain management industry.***

The freight forwarding, logistics and supply chain management industry is intensely competitive and is expected to remain so for the foreseeable future. We face competition from a number of companies, including many that have significantly greater financial, technical and marketing resources. Customers increasingly are turning to competitive bidding situations soliciting bids from a number of competitors, including competitors that are larger than us.

***Our industry is consolidating and if we cannot gain sufficient market presence in our industry, we may not be able to compete successfully against larger companies in our industry.***

There currently is a trend within our industry toward consolidation of the niche players into larger companies that are attempting to increase global operations through the acquisition of regional and local freight forwarders. If we cannot gain sufficient market presence or otherwise establish a successful strategy in our industry, we may not be able to compete successfully against larger companies in our industry with global operations.

***If we are not able to limit our liability for customers' claims through contract terms and limit our exposure through the purchase of insurance, we could be required to pay large amounts to our clients as compensation for their claims and our results of operations could be materially adversely affected.***

In general, we seek to limit by contract and/or International Conventions and laws our liability to our clients for loss or damage to their goods to \$20 per kilogram (approximately \$9.07 per pound) and \$500 per carton or customary unit, for ocean freight shipments, depending on the International Convention. For truck/land based risks, there are a variety of limits ranging from a nominal amount to full value. However, because a freight forwarder relationship to an airline or ocean carrier is that of a shipper to a carrier, the airline or ocean carrier generally assumes the same responsibility to us as we assume to our clients. When we act in the capacity of an authorized agent for an air or ocean carrier, the carrier, rather than us, assumes liability for the safe delivery of the client's cargo to its ultimate destination, unless due to our own errors and omissions.

We have, from time to time, made payments to our clients for claims related to our services and may make such payments in the future. Should we experience an increase in the number or size of such claims or an increase in liability pursuant to claims or unfavorable resolutions of claims, our results could be adversely affected. There can be no assurance that our insurance coverage will provide us with adequate coverage for such claims or that the maximum amounts for which we are liable in connection with our services will not change in the future or exceed our insurance levels. As with every insurance policy, there are limits, exclusions and deductibles that apply and we could be subject to claims for which insurance coverage may be inadequate or even disputed and such claims could adversely impact our financial condition and results of operations. In addition, significant increases in insurance costs could reduce our profitability.

***Our failure to comply with, or the costs of complying with, government regulation could negatively affect our results of operation.***

Our business is subject to heavy, evolving, complex and increasing regulation by national and international sources. Regulatory changes could affect the economics of our industry by requiring changes in operating practices or influencing the demand for, and the costs of providing, services to customers. Future regulation and our failure to comply with any applicable regulations could have a material adverse effect on our business.

***If we are unable to maintain our brand image and corporate reputation, our business may suffer.***

Our success depends in part on our ability to maintain the image of the Radiant brand and our reputation for providing excellent service to our customers. Service quality issues, actual or perceived, even when false or unfounded, could tarnish the image of our brand and may cause customers to use other freight-forwarding companies. Damage to our reputation and loss of brand equity could reduce demand for our services and thus have an adverse effect on our business, financial position and results of operations, and could require additional resources to rebuild our reputation and restore the value of our brand.



***Our Bank of America credit facility and our Caltius mezzanine subordinated notes contain financial covenants that may limit current availability and impose ongoing operational limitations and risk of compliance.***

We currently maintain a \$30.0 million revolving credit facility with Bank of America, N.A. (“BofA”), which includes a \$2.0 million sublimit to support letters of credit (collectively, the “Credit Facility”). Under the terms of the Credit Facility, we are required to maintain a fixed charge coverage ratio of at least 1.1 to 1.0 in the event that availability is less than \$5.0 million or an Event of Default was to occur.

In connection with our acquisition of the assets and operations of ISLA International, Ltd. in December 2011, we entered into an Investment Agreement (the “Investment Agreement”) with Caltius Partners IV, LP and Caltius Partners Executive IV, LP (collectively, “Caltius”) pursuant to which we borrowed \$10.0 million in exchange for a series of Senior Subordinated Notes (the “Caltius Financing”). Under the Caltius Financing, we are subject to certain financial covenants, including funded leverage ratio covenants, senior funded leverage ratio covenants and fixed charges ratio covenants.

In addition, we are subject to significant restrictions, unless otherwise waived by Caltius, upon prepayment and penalties if we prepay the outstanding indebtedness during the three year period after the Caltius Financing. Further, Caltius has the right, under certain circumstances, to require us to redeem all shares of our common stock issued to Caltius in connection with the Caltius Financing at the then fair market value of such shares. The Caltius Financing also constrains our ability to obtain additional financing unless we obtain Caltius’s consent. The Caltius Financing also places restrictions on our ability to enter into future financings and acquisitions. If we are unable to satisfy our obligations under the Caltius Financing, we may be required to, among other things, immediately repay all outstanding principal and interest under the Caltius Financing, redeem all shares issued to Caltius in connection with the Caltius Financing, and forego future financing and acquisition opportunities. This may have a material adverse effect on our financial condition and results of operations.

***Dependence on key personnel.***

For the foreseeable future, our success will depend largely on the continued services of our Chief Executive Officer, Bohn H. Crain, as well as certain of the other key executives because of their collective industry knowledge, marketing skills and relationships with major vendors and agent office owners. We have secured employment arrangements with each of these individuals, which contain non-competition covenants that survive their actual term of employment. Nevertheless, should any of these individuals leave the Company, it could have a material adverse effect on our future results of operations.

***Our results of operations could vary as a result of the methods, estimates, and judgments that we use in applying our accounting policies.***

The methods, estimates, and judgments that we use in applying our accounting policies have a significant impact on our results of operations (see “Critical Accounting Estimates” in Part II, Item 7 of this Form 10-K). Such methods, estimates, and judgments are, by their nature, subject to substantial risks, uncertainties, and assumptions, and factors may arise over time that lead us to change our methods, estimates, and judgments. Changes in those methods, estimates, and judgments could significantly affect our results of operations.

***Terrorist attacks and other acts of violence or war may affect our operations and our profitability.***

Terrorist acts or acts of war or armed conflict, both foreign and domestic, could negatively affect our operations in a number of ways. Primarily, any of these acts could result in increased volatility in or damage to the U.S. and worldwide financial markets and economy and could lead to increased regulatory requirements with respect to the security and safety of freight shipments and transportation. Acts of terrorism or armed conflict, and the

uncertainty caused by such conflicts, could cause an overall reduction in worldwide sales of goods and corresponding shipments of goods. This would have a corresponding negative effect on our operations.

***We intend to continue growing our international operations and will become increasingly subject to variations in the international trade market.***

We provide services to customers engaged in international commerce, and intend to grow our international business in the coming years. Everything that affects international trade has the potential to expand or contract our international business and impact our operating results. For example, international trade is influenced by:

- currency exchange rates and currency control regulations;
- interest rate fluctuations;
- changes in governmental policies, such as taxation, quota restrictions, other forms of trade barriers and/or restrictions and trade accords;
- changes in and application of international and domestic customs, trade and security regulations;
- wars, strikes, civil unrest, acts of terrorism, and other conflicts;
- natural disasters and pandemics;
- changes in consumer attitudes regarding goods made in countries other than their own;
- changes in availability of credit;
- changes in the price and readily available quantities of oil and other petroleum-related products; and
- increased global concerns regarding environmental sustainability.

If any of the foregoing factors have a negative effect on the international trade market, we will likely suffer a decrease in our international business, which could have a material adverse effect on our results of operations and financial condition.

***In connection with our international business, we are subject to certain foreign regulatory requirements, and any failure to comply with these requirements could be detrimental to our business.***

We provide services in parts of the world where common business practices could constitute violations of the anti-corruption laws, rules, regulations and decrees of the United States, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and of all other countries in which we conduct business; as well as trade control laws, or laws, regulations and Executive Orders imposing embargoes and sanctions; and anti-boycott laws and regulations. Compliance with these laws, rules, regulations and decrees is dependent on our employees, subcontractors, consultants, agents, third party brokers and customers, whose individual actions could violate these laws, rules, regulations and decrees. Failure to comply could result in substantial penalties, damages to our reputation and restrictions on our ability to conduct business. In addition, any investigation or litigation related to such violations may require significant management time and could cause us to incur extensive legal and related costs, all of which may have a material adverse effect on our results of operations and operating cash flows.

### **Risks Related to our Acquisition Strategy**

***There is a scarcity of and competition for acquisition opportunities.***

There are a limited number of operating companies available for acquisition that we deem to be desirable targets. In addition, there is a very high level of competition among companies seeking to acquire these operating

companies. We are and will continue to be a very minor participant in the business of seeking acquisitions of these types of companies. A large number of established and well-financed entities are active in acquiring interests in companies that we may find to be desirable acquisition candidates. Many of these entities have significantly greater financial resources, technical expertise and managerial capabilities than us. Consequently, we will be at a competitive disadvantage in negotiating and executing possible acquisitions of these businesses. Even if we are able to successfully compete with these entities, this competition may affect the terms of completed transactions and, as a result, we may pay more than we expected for potential acquisitions. We may not be able to identify operating companies that complement our strategy, and even if we identify a company that complements our strategy, we may be unable to complete an acquisition of such a company for many reasons, including:

- failure to agree on the terms necessary for a transaction, such as the purchase price;
- incompatibility between our operational strategies or management philosophies with those of the potential acquiree;
- competition from other acquirers of operating companies;
- lack of sufficient capital to acquire a profitable logistics company;
- unwillingness of a potential acquiree to agree to subordinate any future payment of earn-outs or promissory notes to the payments due to our lenders; and
- unwillingness of a potential acquiree to work with our management.

***Risks related to acquisition financing.***

We have a limited amount of financial resources and our ability to make additional acquisitions without securing additional financing from outside sources is limited. In order to continue to pursue our acquisition strategy, we may be required to obtain additional financing. We intend to obtain such financing through a combination of traditional debt financing or the placement of debt and equity securities. We may finance some portion of our future acquisitions by either issuing equity or by using shares of our common stock for all or a portion of the purchase price for such businesses. In the event that our common stock does not attain or maintain a sufficient market value, or potential acquisition candidates are otherwise unwilling to accept our common stock as part of the purchase price for the sale of their businesses, we may be required to use more of our cash resources, if available, in order to maintain our acquisition program. If we do not have sufficient cash resources, we will not be able to complete acquisitions and our growth could be limited unless we are able to obtain additional capital through debt or equity financings. The terms of our Credit Facility and Caltius Financing each require that we obtain their consent prior to securing additional debt financing. There could be circumstances in which our ability to obtain additional debt financing could be constrained if we are unable to secure the consent of each of BofA and Caltius.

***Our Bank of America Credit Facility places certain limits on the acquisitions we may make.***

Under the terms of our Credit Facility, we may be required to obtain BofA's consent prior to making any additional acquisitions.

We are permitted to make additional acquisitions without the consent of BofA only if certain conditions are satisfied. The conditions imposed by the Credit Facility include the following: (i) the absence of an event of default under the Credit Facility; (ii) the acquisition is consensual; (iii) the company to be acquired must be in the transportation and logistics industry, located in the United States or certain other approved jurisdictions, and have a positive EBITDA for the 12 month period most recently ended prior to such acquisitions; (iv) no debt or liens may be incurred, assumed or result from the acquisition, subject to limited exceptions; and (v) after giving effect for the funding of the acquisition, we must have undrawn availability under the Credit Facility of at least the greater of 20% of the borrowing base or \$5,000,000.

In the event we are not able to satisfy the conditions of the Credit Facility in connection with a proposed acquisition, we must either forego the acquisition, obtain BofA's consent, or retire the Credit Facility. This may prevent us from completing acquisitions that we determine are desirable from a business perspective and limit or slow our ability to achieve the critical mass we need to achieve our strategic objectives.

***The Caltius Financing requires us to meet certain financial covenants and subjects us to restrictions on future financings and acquisitions.***

The Caltius Financing also places restrictions on our ability to enter into future financings and acquisitions.

We are permitted to make additional acquisitions only if certain conditions are satisfied, including the following: (i) the acquisition constitutes a business reasonably related to our then current business; (ii) no default or event of default shall exist prior to or will be caused as a result of such acquisition; (iii) Caltius has been provided with prior written notice of such acquisition, such notice to include (a) a description of the property or equity interests to be purchased; (b) the price and terms of such acquisition; (c) a certificate of a financial officer, certifying as to certain information requested in the Investment Agreement; and (d) such other information with respect thereto as is reasonably requested by Caltius; (iv) in the event of an acquisition of equity interests of a company, such company shall become a wholly-owned subsidiary; (v) the target company shall have as of the last day of the most recent fiscal quarter of such company ending on or immediately prior to the date of such acquisition actual (or pro forma to the extent approved in writing by Caltius) EBITDA and net income greater than \$1, in each case for the 12 month period ending on such date; (vi) the aggregate cash consideration payable at the closing of the acquisition shall not exceed \$7.5 million for any single transaction and \$12.5 million in the aggregate in any fiscal year or such other amount approved in writing by the Caltius; provided, however, that (a) the foregoing limitation shall exclude cash consideration derived from the proceeds of sales of our equity interests issued during the nine-month period prior to the closing of such acquisition to the extent we notify Caltius in writing of the use of such cash consideration from sales such equity interests in such transaction or transactions and (b) the written consent of Caltius shall be required if the aggregate cash consideration payable at the closing of such transaction is equal to or greater than \$25 million; (vii) the post-closing availability under the Credit Facility is at least \$4.0 million on a pro forma basis; (viii) the number of permitted acquisitions that we and our co-borrowers have completed in such fiscal year does not exceed three; (ix) any future acquisition consideration in the form of earn-out payments and/or payments under promissory notes is expressly subordinated to any future amounts due and owing to Caltius; and (x) we shall have provided to Caltius certain deliverables for such acquisition.

We or our subsidiaries may, however, acquire at least 51% of the equity of another entity ("Permitted Investment") so long as (i) the aggregate consideration for all such Permitted Investments does not exceed \$1.0 million; (ii) we (or our subsidiary, as applicable) control and own at least 51% of the acquired entity; and (iii) we (or our subsidiary, as applicable) comply with all of the requirements of the preceding paragraph, other than the requirements set forth in sections (iv) and (vi).

If we are unable to satisfy our obligations under the Caltius Financing, we may be required to, among other things, immediately repay all outstanding principal and interest under the Caltius Financing, redeem all shares issued to Caltius in connection with the Caltius Financing, and forego future financing and acquisition opportunities. This may have a material adverse effect on our financial condition and results of operations.

***To the extent we make any material acquisitions, our earnings will be adversely affected by non-cash charges relating to the amortization of intangibles, which may cause our stock price to decline.***

Under applicable accounting standards, purchasers are required to allocate the total consideration paid in a business combination to the identified acquired assets and liabilities based on their fair values at the time of acquisition. The excess of the consideration paid to acquire a business over the fair value of the identifiable tangible assets acquired must be allocated among identifiable intangible assets including goodwill. The amount allocated to goodwill is not subject to amortization. However, it is tested at least annually for impairment. The



amount allocated to identifiable intangibles, such as customer relationships and the like, is amortized over the life of these intangible assets. We expect that this will subject us to periodic charges against our earnings to the extent of the amortization incurred for that period. Because our business strategy focuses, in part, on growth through acquisitions, our future earnings will be subject to greater non-cash amortization charges than a company whose earnings are derived solely from organic growth. As a result, we will experience an increase in non-cash charges related to the amortization of intangible assets acquired in our acquisitions. Our financial statements will show that our intangible assets are diminishing in value, when, in fact, we believe they may be increasing because we are growing the value of our intangible assets (e.g. customer relationships). Because of this discrepancy, we believe our EBITDA, a measure of financial performance that does not conform to generally accepted accounting principles (“GAAP”), provides a meaningful measure of our financial performance. However, the investment community generally measures a public company’s performance by its net income. Further, the financial covenants of our Credit Facility adjust EBITDA to exclude costs related to share based compensation and other non-cash charges. Thus, we believe EBITDA, and adjusted EBITDA, provide a meaningful measure of our financial performance. If the investment community elects to place more emphasis on net income, the future price of our common stock could be adversely affected.

***We are not obligated to follow any particular criteria or standards for identifying acquisition candidates.***

Even though we have developed general acquisition guidelines, other than as required under the Credit Facility or Caltius Financing, we are not obligated to follow any particular operating, financial, geographic or other criteria in evaluating candidates for potential acquisitions or business combinations. We will target businesses that we believe will provide the best potential long-term financial return for our stockholders and we will determine the purchase price and other terms and conditions of acquisitions. Our stockholders will not have the opportunity to evaluate the relevant economic, financial and other information that our management team will use and consider in deciding whether or not to enter into a particular transaction.

***We may be required to incur a significant amount of indebtedness in order to successfully implement our acquisition strategy.***

Subject to the restrictions contained in the Credit Facility and Investment Agreement with Caltius, we may be required to incur a significant amount of indebtedness in order to complete future acquisitions. If we are not able to generate sufficient cash flow from the operations of acquired businesses to make scheduled payments of principal and interest on the indebtedness, then we will be required to use our capital for such payments. This will restrict our ability to make additional acquisitions. We may also be forced to sell an acquired business in order to satisfy indebtedness. We cannot be certain that we will be able to operate profitably once we incur this indebtedness or that we will be able to generate a sufficient amount of proceeds from the ultimate disposition of such acquired businesses to repay the indebtedness incurred to make these acquisitions.

***We may experience difficulties in integrating the operations, personnel and assets of acquired businesses that may disrupt our business, dilute stockholder value and adversely affect our operating results.***

A core component of our business plan is to acquire businesses and assets in the transportation and logistics industry. There can be no assurance that we will be able to identify, acquire or profitably manage businesses or successfully integrate acquired businesses into the Company without substantial costs, delays or other operational or financial problems. Such acquisitions also involve numerous operational risks, including:

- difficulties in integrating operations, technologies, services and personnel;
- the diversion of financial and management resources from existing operations;
- the risk of entering new markets;
- the potential loss of existing or acquired agency locations following an acquisition;
- the potential loss of key employees following an acquisition and the associated risk of competitive efforts from such departed personnel;

- possible legal disputes with the acquired company following an acquisition; and
- the inability to generate sufficient revenue to offset acquisition or investment costs.

As a result, if we fail to properly evaluate and execute any acquisitions or investments, our business and prospects may be seriously harmed.

***Legal dispute emanating from recent acquisition of DBA.***

In December 2012, we recovered an award in arbitration against the former shareholders of DBA. The award arose out of a prior arbitration action against the former shareholders of DBA in which we asserted, among others, certain claims for indemnification under the Agreement and Plan of Merger (the “DBA Agreement”) dated March 29, 2011, based upon breaches that we believe occurred under the DBA Agreement. These breaches included, among others, the breach of certain non-competition and non-solicitation covenants by Paul Pollara, one of the DBA selling shareholders, and Bretta Santini Pollara, a former DBA employee and wife of Mr. Pollara.

In a related matter, in December 2011, Ms. Pollara filed a claim for declaratory relief against us seeking an order stipulating that she is not bound by the non-compete covenant contained within the DBA Agreement signed by her husband, Mr. Pollara. On January 23, 2012, we filed a counterclaim against Ms. Pollara, her company Santini Productions, Daniel Reffner (a former employee of the Company now working for Ms. Pollara), and Oceanair, Inc. (a company doing business with Santini Productions). Our counterclaim alleges claims for statutory and common law misappropriation of trade secrets, breach of duty of loyalty, and unfair competition, and seeks damages in excess of \$500,000. Following certain procedural motions, two of our wholly-owned subsidiaries, DBA and RGL, intervened and filed a Second Amendment Counterclaim in the lawsuit. After further procedural matters were addressed, the claims that remain at issue are: (1) DBA’s statutory trade secret misappropriation claim against Ms. Pollara, Santini Productions, and Oceanair; (2) RGL’s and DBA’s claims for interference with contractual relations against Oceanair; and (3) RGL’s and DBA’s claim for inducement to breach contract against Oceanair. The parties are awaiting a trial date.

Although the ultimate resolution of this dispute will not likely occur in the near-term, we believe that these breaches will not have any meaningful long-term adverse effect on our overall results of operations given our: (i) efforts to retain existing customers; (ii) restructuring of our Los Angeles operations; and (iii) efforts through a civil proceeding to recover damages and assert legal remedies against Ms. Pollara and her co-defendants who we believe breached certain non-competition and non-solicitation obligations to us. Nevertheless, near-term earnings could be negatively impacted if our efforts to retain existing customers are not successful, and as a result of any legal expenses incurred in connection with the matter.

**Risks Related to our Common Stock**

***Provisions of our certificate of incorporation, bylaws and Delaware law may make a contested takeover more difficult.***

Certain provisions of our certificate of incorporation, bylaws and the General Corporation Law of the State of Delaware (“DGCL”) could deter a change in our management or render more difficult an attempt to obtain control of us, even if such a proposal is favored by a majority of our stockholders. For example, we are subject to the provisions of the DGCL that prohibit a public Delaware corporation from engaging in a broad range of business combinations with a person who, together with affiliates and associates, owns 15% or more of such corporation’s outstanding voting shares (an “interested stockholder”) for three years after the person became an interested stockholder, unless the business combination is approved in a prescribed manner. Our certificate of incorporation provides that directors may only be removed for cause by the affirmative vote of 75% of our outstanding shares and that amendments to our bylaws require the affirmative vote of holders of two-thirds of our outstanding shares. Our certificate of incorporation also includes undesignated preferred stock, which may enable our Board of Directors to discourage an attempt to obtain control of us by means of a tender offer, proxy contest,

merger or otherwise. Finally, our bylaws include an advance notice procedure for stockholders to nominate directors or submit proposals at a stockholders meeting.

***Trading in our common stock has been limited and there is no significant trading market for our common stock.***

Although our common stock is traded on the NYSE MKT, it may remain relatively illiquid, or “thinly traded.” Because of this limited liquidity, stockholders may be unable to sell their shares. The trading price of our shares may from time to time fluctuate widely. The trading price may be affected by a number of factors including events described in the risk factors set forth in this report as well as our operating results, financial condition, announcements, general conditions in the industry and the financial markets, and other events or factors. In recent years, broad stock market indices, in general, and smaller capitalization companies, in particular, have experienced substantial price fluctuations. In a volatile market, we may experience wide fluctuations in the market price of our common stock. These fluctuations may have a negative effect on the market price of our common stock.

***The influx of additional shares of our common stock onto the market may create downward pressure on the trading price of our common stock.***

We have completed several acquisitions which often include the issuance of additional shares pursuant to the purchase agreements. We issued approximately 252,000 unregistered shares of our common stock over the past 12 months as part of the purchase price, or associated with the financing of a transaction. In addition, we may issue additional shares in connection with such acquisitions upon the achievement of certain earn-out thresholds. The availability of those shares for sale to the public under Rule 144 of the Securities Act of 1933, as amended (the “Securities Act”) and sale of such shares in public markets could have an adverse effect on the market price of our common stock. Such an adverse effect on the market price would make it more difficult for us to sell our equity securities in the future at prices we deem appropriate or to use our shares as currency for future acquisitions which will make it more difficult to execute our acquisition strategy.

***The issuance of additional shares may result in additional dilution to our existing stockholders.***

We currently have in place a universal shelf registration statement which allows us to publicly issue up to \$75 million of additional securities, including debt, common stock, preferred stock, and warrants. The shelf registration is intended to provide greater flexibility to us in financing growth or changing our capital structure.

At any time we may make private offerings of our securities. We have issued, and may be required to issue, additional shares of common stock or common stock equivalents in payment of the purchase price of businesses we have acquired. This will have the effect of further increasing the number of shares outstanding. In connection with future acquisitions, we may undertake the issuance of more shares of common stock without notice to our then existing stockholders. We may also issue additional shares in order to, among other things, compensate employees or consultants or for other valid business reasons in the discretion of our Board of Directors, which could result in diluting the interests of our existing stockholders.

The exercise or conversion of our outstanding options, warrants or other convertible securities or any derivative securities we issue in the future will result in the dilution of the ownership interests of our existing stockholders and may create downward pressure on the trading price of our common stock. We are currently authorized to issue 100 million shares of common stock. As of September 26, 2013, we had 33,348,166 outstanding shares of common stock. We may in the future issue up to 5,555,781 additional shares of our common stock upon exercise of existing options.

***We may issue shares of preferred stock with greater rights than our common stock.***

Our certificate of incorporation authorizes our Board of Directors to issue shares of preferred stock and to determine the price and other terms for those shares without the approval of our stockholders. Any such preferred

stock we may issue in the future could rank ahead of our common stock in many ways, including in terms of dividends, liquidation rights, and voting rights.

***As we do not anticipate paying dividends on our common stock, investors in our shares of common stock will not receive any dividend income.***

We have not paid any cash dividends on our common stock since our inception and we do not anticipate paying cash dividends on our common stock in the foreseeable future. Any dividends that we may pay in the future will be at the discretion of our Board of Directors, and will depend on our future earnings, any applicable regulatory considerations, our financial requirements and other similarly unpredictable factors. Our ability to pay dividends is further limited by the terms of our Credit Facility with BofA and the Investment Agreement with Caltius. Accordingly, investors seeking dividend income should not purchase our stock.

***From time to time, we publish certain forward-looking information regarding our future anticipated performance, which information may be materially different than our actual future results.***

From time to time, we publish certain forward-looking information regarding our future anticipated performance, including guidance with respect to our estimated future revenues and profits. This forward-looking information is not a guaranty and is subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking information. While it is impossible to identify all of the factors that may cause our actual operating performance, events, trends or plans to differ materially from those set forth in such forward-looking information, such factors include the inherent risks associated with our recent and future acquisitions, our operations, management and other outside competitive and economic influences on our business. Important factors with regard to our recent acquisitions that could cause our actual results to differ from our expectations, include but are not limited to: our ability to maintain the future operations of our recently acquired businesses in a manner consistent with their past practices; our recently acquired businesses will be able to maintain and grow their revenues and operating margins in a manner consistent with their most recent results of operations; our ability to integrate the operations of such businesses with our existing operations, as well as our ability to realize expected financial and operational cost and revenue synergies through such integration; our reliance on the acquired management teams and the continued customer relationships provided by the acquired businesses; the effect that these acquisitions will have on their existing customers and employees; the effect that the acquisitions will have on our historic and existing network of locations; and any material adverse change in the composition of their customers. Important additional factors that could cause our actual results to differ from our expectations include, but are not limited to, our ability to: use our Bellevue, Washington operations as a “platform” upon which we can build a profitable global transportation and supply chain management company; retain and build upon the relationships we have with our agency offices; continue the development of our back office infrastructure and transportation and accounting systems in a manner sufficient to service our expanding revenues and network of operating locations; maintain and enhance the future operations of our company owned operating locations; continue growing our business and maintain historical or increased gross profit margins; locate suitable acquisition opportunities; secure the financing necessary to complete any acquisition opportunities we locate; assess and respond to competitive practices in the industries in which we compete; mitigate, to the best extent possible, our dependence on current management and certain of our larger agency relationships; assess and respond to the impact of current and future laws and governmental regulations affecting the transportation industry in general and our operations in particular; and assess and respond to such other factors that may be identified from time to time in our SEC filings and other public announcements.

***Ineffective internal controls could impact our business and operating results.***

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even

effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed and we could fail to meet our financial reporting obligations.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

#### **ITEM 2. PROPERTIES**

Our principal executive offices are located at 405 114<sup>th</sup> Avenue S.E., Third Floor, Bellevue, Washington 98004 and consist of 13,018 feet of office space which we lease for an average of \$16,020 per month over the life of the lease expiring May 31, 2021. We also sublease 3,110 feet of office space in the same building for an average of \$4,067 per month over the life of the sublease expiring on May 31, 2020. In addition, we lease 92,503 feet of space for our company-owned office in Somerset, New Jersey for an average of \$43,816 per month over the life of the lease expiring November 30, 2014. We lease 22,653 feet of space for our company-owned office in Carson, California for an average of \$18,250 per month over the life of the lease expiring January 31, 2016. For our former company-owned office in Hawthorne, California, we lease 140,200 of space in two neighboring buildings for an average of \$88,403 per month over the life of lease expiring February 29, 2016. The entire facility is subleased for an average of \$77,671 per month and expires at the same time. We also have several other locations where we lease an aggregate of 28,070 square feet for an average of \$25,695 per month. We believe our current offices are adequately covered by insurance and are sufficient to support our operations for the foreseeable future.

#### **ITEM 3. LEGAL PROCEEDINGS**

From time to time, the Company and our operating subsidiaries are involved in claims, proceedings and litigation, including the following:

*DBA Distribution Services, Inc. – Bretta Santini Pollara v. Radiant Logistics, Inc., United States District Court, Central District of California, Case No. 12-344 GAF*

In December 2012, we recovered an award in arbitration against the former shareholders of DBA. The award arose out of a prior arbitration action against the former shareholders of DBA in which we asserted, among others, certain claims for indemnification under the Agreement and Plan of Merger (the “DBA Agreement”) dated March 29, 2011, based upon breaches that we believe occurred under the DBA Agreement. These breaches included, among others, the breach of certain non-competition and non-solicitation covenants by Paul Pollara, one of the DBA selling shareholders, and Bretta Santini Pollara, a former DBA employee and wife of Mr. Pollara.

In a related matter, in December 2011, Ms. Pollara filed a claim for declaratory relief against us seeking an order stipulating that she is not bound by the non-compete covenant contained within the DBA Agreement signed by her husband, Mr. Pollara. On January 23, 2012, we filed a counterclaim against Ms. Pollara, her company Santini Productions, Daniel Reffner (a former employee of the Company now working for Ms. Pollara), and Oceanair, Inc. (a company doing business with Santini Productions). Our counterclaim alleges claims for statutory and common law misappropriation of trade secrets, breach of duty of loyalty, and unfair competition, and seeks damages in excess of \$500,000. Following certain procedural motions, two of our wholly-owned subsidiaries, DBA and RGL, intervened and filed a Second Amendment Counterclaim in the lawsuit. After further procedural matters were addressed, the claims that remain at issue are: (1) DBA’s statutory trade secret misappropriation claim against Ms. Pollara, Santini Productions, and Oceanair; (2) RGL’s and DBA’s claims for interference with contractual relations against Oceanair; and (3) RGL’s and DBA’s claim for inducement to breach contract against Oceanair. The parties are awaiting a trial date.



Although the ultimate resolution of this dispute will not likely occur in the near-term, we believe that these breaches will not have any meaningful long-term adverse effect on our overall results of operations given our: (i) efforts to retain existing customers; (ii) restructuring of our Los Angeles operations; and (iii) efforts through a civil proceeding to recover damages and assert legal remedies against Ms. Pollara and her co-defendants who we believe breached certain non-competition and non-solicitation obligations to us. Nevertheless, near-term earnings could be negatively impacted if our efforts to retain existing customers are not successful, and as a result of any legal expenses incurred in connection with the matter.

In addition to the foregoing, we are involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

Our common stock currently trades on the NYSE MKT under the symbol “RLGT.” Prior to January 2012, our common stock was quoted on the OTCQB. The following table states the range of the high and low bid and sales prices per share, as applicable, of our common stock for each calendar quarter during our past two fiscal years, as reported by the OTCQB and NYSE MKT, as applicable. These quotations represent inter-dealer prices, without retail mark-up, markdown, or commission, and may not represent actual transactions. The last price of our common stock as reported on the NYSE MKT on September 25, 2013, was \$2.14 per share.

	<u>High</u>	<u>Low</u>
<u>Year Ended June 30, 2013:</u>		
Quarter ended June 30, 2013 . . . . .	\$2.04	\$1.81
Quarter ended March 31, 2013 . . . . .	2.24	1.60
Quarter ended December 31, 2012 . . . . .	1.71	1.08
Quarter ended September 30, 2012 . . . . .	1.90	1.60
<u>Year Ended June 30, 2012:</u>		
Quarter ended June 30, 2012 . . . . .	\$2.19	\$1.66
Quarter ended March 31, 2012 . . . . .	2.54	2.11
Quarter ended December 31, 2011 . . . . .	2.50	2.18
Quarter ended September 30, 2011 . . . . .	2.52	1.95

**Holders**

As of September 25, 2013, the number of stockholders of record of our common stock was 109. However, based upon broker inquiries conducted during December 2011, in conjunction with our listing on the NYSE MKT, we believe there are a substantial number of additional beneficial owners of our common stock who hold their shares in street name.

**Dividend Policy**

We have not paid any cash dividends on our common stock to date, and we have no intention of paying cash dividends on our common stock in the foreseeable future. Whether we declare and pay dividends will be

determined by our Board of Directors at its discretion, subject to certain limitations imposed under Delaware law. The timing, amount and form of dividends, if any, will depend on, among other things, our results of operations, financial condition, cash requirements and other factors deemed relevant by our Board of Directors. Our ability to pay dividends is limited by the terms of our Credit Facility with BofA and the Investment Agreement with Caltius.

### **Transfer Agent**

Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, NY 11042, serves as our transfer agent.

### **Recent Issuance of Unregistered Securities**

From July 1, 2012 through June 30, 2013 we issued the following unregistered securities:

- In March 2013, we issued 252,362 shares of common stock to the former shareholder of Adcom, valued at approximately \$0.4 million. These shares were issued in connection with an earn-out obligation derived from our acquisition of Adcom in September 2008.

We did not utilize or engage a principal underwriter in connection with any of the above securities transactions. The above securities were only offered and sold to “accredited investors” as that term is defined in Rule 501 of Regulation D, promulgated under the Securities Act of 1933, as amended. Management believes the above shares of common stock were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

### **ITEM 6. SELECTED FINANCIAL DATA**

Not applicable.

### **ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and result of operations should be read in conjunction with the consolidated financial statements and the related notes and other information included elsewhere in this report.

#### **Overview**

We are a non-asset based transportation and logistics services company providing customers domestic and international freight forwarding services and other value added supply chain management services, including customs and property brokerage, order fulfillment, inventory management and warehousing.

We are executing a strategy to expand our operations through a combination of organic growth and the strategic acquisition of non-asset based transportation and logistics providers meeting our acquisition criteria. Our first acquisition of Airgroup Corporation (“Airgroup”) was completed on January 1, 2006. Airgroup, headquartered in Bellevue, Washington, is a non-asset based logistics company providing domestic and international freight forwarding services through a network of independent agent offices across North America.

We continue to seek additional companies as suitable acquisition candidates and have completed seven acquisitions since our acquisition of Airgroup. In November 2007, we acquired certain assets of Automotive Services Group in Detroit, Michigan to service the automotive industry. In September 2008, we acquired Adcom Express, Inc. d/b/a Adcom Worldwide (“Adcom”), adding an additional 30 locations across North America and

augmenting our overall domestic and international freight forwarding capabilities. In April 2011, we acquired DBA Distribution Services, Inc., d/b/a Distribution by Air (“DBA”), adding an additional 26 locations across North America, further expanding our physical network and service capabilities. In December 2011, we acquired the assets and operations of Laredo, Texas based ISLA International Ltd, (“ISLA”) to serve as our gateway to Mexico. In February 2012, we acquired the assets and operations of New York-JFK based Brunswicks Logistics, Inc. d/b/a ALBS Logistics, Inc. (“ALBS”), a strategic location for domestic and international logistics services. In November 2012, we acquired certain assets of Los Angeles, California based Marvir Logistics, Inc., (“Marvir”) an independent agent, operating partner since 2006 providing domestic and international logistics services. On December 31, 2012, we acquired International Freight Systems of Oregon, Inc. (“IFS”) an independent operating partner since January 2007 providing domestic and international logistics services.

In connection with our 2008 acquisition of Adcom, we changed the name of Airgroup Corporation to Radiant Global Logistics, Inc. to better position our centralized back-office operations to service our multi-brand network. Today, RGL, through the Radiant, Airgroup, Adcom and DBA network brands, has a diversified account base including manufacturers, distributors and retailers using a network of independent carriers through a combination of strategically positioned, company owned and independent agent offices.

Our growth strategy continues to focus on both organic growth and growth through acquisitions. For organic growth, we will focus on strengthening and retaining existing, and expanding new customer agency relationships. Since our acquisition of Airgroup in January 2006, we have focused our efforts on the build-out of our network of independent agency offices, as well as enhancing our back-office infrastructure, transportation and accounting systems. We also continue to search for targets that fit within our acquisition criteria.

### **Performance Metrics**

Our principal source of income is derived from freight forwarding services. As a freight forwarder, we arrange for the shipment of our customers’ freight from point of origin to point of destination. Generally, we quote our customers a turnkey cost for the movement of their freight. Our price quote will often depend 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 (motor carrier, air, ocean or rail). In turn, we assume the responsibility for arranging and paying for the underlying means of transportation.

Our transportation revenue represents the total dollar value of services we sell to our customers. Our cost of transportation includes direct costs of transportation, including motor carrier, air, ocean and rail services. We act principally as the service provider to add value in the execution and procurement of these services to our customers. Our net transportation revenue (gross transportation revenue less the direct cost of transportation) is the primary indicator of our ability to source, add value and resell services provided by third parties, and is considered by management to be a key performance measure. In addition, management believes measuring its operating costs as a function of net transportation revenue provides a useful metric, as our ability to control costs as a function of net transportation revenue directly impacts operating earnings.

Our operating results will be affected as acquisitions occur. Since all acquisitions are made using the purchase method of accounting for business combinations, our financial statements will only include the results of operations and cash flows of acquired companies for periods subsequent to the date of acquisition.

Our GAAP-based net income will be affected by non-cash charges relating to the amortization of customer related intangible assets and other intangible assets attributable to completed acquisitions. Under applicable accounting standards, purchasers are required to allocate the total consideration in a business combination to the identified assets acquired and liabilities assumed based on their fair values at the time of acquisition. The excess of the consideration paid over the fair value of the identifiable net assets acquired is to be allocated to goodwill, which is tested at least annually for impairment. Applicable accounting standards require that we separately

account for and value certain identifiable intangible assets based on the unique facts and circumstances of each acquisition. As a result of our acquisition strategy, our net income will include material non-cash charges relating to the amortization of customer related intangible assets and other intangible assets acquired in our acquisitions. Although these charges may increase as we complete more acquisitions, we believe we will be growing the value of our intangible assets (e.g., customer relationships). Thus, we believe that earnings before interest, taxes, depreciation and amortization, or EBITDA, is a useful financial measure for investors because it eliminates the effect of these non-cash costs and provides an important metric for our business.

Further, the financial covenants of our Caltius Financing are measured against adjusted EBITDA which excludes costs related to share-based compensation expense, change in contingent consideration, extraordinary items and other non-cash charges.

Our compliance with the financial covenants of our borrowing arrangements is particularly important given the materiality of these facilities to our day-to-day operations and overall acquisition strategy. Our debt capacity, subject to the requisite collateral at an advance rate of up to 85% of eligible domestic accounts receivable and, subject to certain sub-limits, 75% of eligible accrued but unbilled receivables and eligible foreign accounts receivables, is limited to a multiple of our consolidated EBITDA (as adjusted) as measured on a rolling four quarter basis. If we fail to comply with these covenants and are unable to secure a waiver or other relief, our financial condition would be materially weakened and our ability to fund day-to-day operations would be materially and adversely affected. Accordingly, we intend to employ EBITDA and adjusted EBITDA as management tools to measure our historical financial performance and as a benchmark for future financial flexibility.

Our operating results are also subject to seasonal trends when measured on a quarterly basis. The impact of seasonality on our business will depend on numerous factors, including the markets in which we operate, holiday seasons, consumer demand and economic conditions. Since our revenue is largely derived from customers whose shipments are dependent upon consumer demand and just-in-time production schedules, the timing of our revenue is often beyond our control. Factors such as shifting demand for retail goods and/or manufacturing production delays could unexpectedly affect the timing of our revenue. As we increase the scale of our operations, seasonal trends in one area of our business may be offset to an extent by opposite trends in another area. We cannot accurately predict the timing of these factors, nor can we accurately estimate the impact of any particular factor, and thus we can give no assurance any historical seasonal patterns will continue in future periods.

### **Critical Accounting Policies**

Accounting policies, methods and estimates are an integral part of the consolidated financial statements prepared by management and are based upon management's current judgments. These judgments are normally based on knowledge and experience regarding to past and current events and assumptions about future events. Certain accounting policies, methods and estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ from management's current judgments. While there are a number of accounting policies, methods and estimates that affect our financial statements, the areas that are particularly significant include revenue recognition, accruals for the cost of purchased transportation, the fair value of acquired assets and liabilities, changes in contingent consideration, accounting for the issuance of shares and share-based compensation, the assessment of the recoverability of long-lived assets and goodwill, and the establishment of an allowance for doubtful accounts.

We perform an annual impairment test for goodwill. We assess qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than the carrying amount. After assessing qualitative factors, if further testing is necessary we would go into a 2-step impairment test. The first step of the impairment test requires us to determine the fair value of each reporting unit, and compare the fair value to the reporting unit's carrying amount. We have only one reporting unit. To the extent a reporting unit's carrying amount exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and we must

perform a second more detailed impairment assessment. The second impairment assessment involves allocating the reporting unit's fair value to all of its recognized and unrecognized assets and liabilities in order to determine the implied fair value of the reporting unit's goodwill as of the assessment date. The implied fair value of the reporting unit's goodwill is then compared to the carrying amount of goodwill to quantify an impairment charge as of the assessment date. We typically perform our annual impairment test effective as of April 1 of each year, unless events or circumstances indicate, an impairment may have occurred before that time.

Acquired intangibles consist of customer related intangibles and non-compete agreements arising from our acquisitions. Customer related intangibles are amortized using accelerated methods over approximately five years and non-compete agreements are amortized using the straight line method over the term of the underlying agreements.

We review long-lived assets to be held-and-used for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows over the remaining useful life of a long-lived asset is less than its carrying amount, the asset is considered to be impaired. Impairment losses are measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset. When fair values are not available, we estimate fair value using the expected future cash flows discounted at a rate commensurate with the risks associated with the recovery of the asset. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

As a non-asset based carrier we do not own transportation assets. We generate the major portion of our air and ocean freight revenues by purchasing transportation services from direct (asset-based) carriers and reselling those services to our customers. Based upon the terms in the contract of carriage, revenues related to shipments where we issue a House Airway Bill or a House Ocean Bill of Lading are recognized at the time the freight is tendered to the direct carrier at origin. Costs related to the shipments are also recognized at this same time based upon anticipated margins, contractual arrangements with direct carriers, and other known factors. The estimates are routinely monitored and compared to actual invoiced costs. The estimates are adjusted as deemed necessary by us to reflect differences between the original accruals and actual costs of purchased transportation.

This method generally results in recognition of revenues and purchased transportation costs earlier than the preferred methods under GAAP which do not recognize revenue until a proof of delivery is received or which recognize revenue as progress on the transit is made. Our method of revenue and cost recognition does not result in a material difference from amounts that would be reported under such other methods.

## Results of Operations

*Fiscal year ended June 30, 2013, compared to fiscal year ended June 30, 2012*

*The following table summarizes transportation revenue, cost of transportation and net transportation revenue (in thousands) for the fiscal years ended June 30, 2013 and 2012:*

	Years ended June 30,		Change	
	2013	2012	Amount	Percent
Transportation revenue	\$310,835	\$297,003	\$13,832	4.7%
Cost of transportation	222,402	212,294	10,108	4.8%
Net transportation revenue	\$ 88,433	\$ 84,709	\$ 3,724	4.4%
<i>Net transportation margins</i>	28.5%	28.5%		



We generated transportation revenue of \$310.8 million and net transportation revenue of \$88.4 million for the year ended June 30, 2013, as compared to transportation revenue of \$297.0 million and net transportation revenue of \$84.7 million for the year ended June 30, 2012. Domestic and international transportation revenue was \$167.4 million and \$143.4 million, respectively, for the year ended June 30, 2013, compared with \$169.2 million and \$127.8 million, respectively, for the year ended June 30, 2012. The increase in transportation revenue is due principally to incremental revenues attributed to our acquisitions of ISLA and ALBS.

Cost of transportation was 71.5% of transportation revenue for the years ended June 30, 2013 and 2012. Net transportation margins were 28.5% of transportation revenue for the years ended June 30, 2013 and 2012.

*The following table compares condensed consolidated statements of income data as a percentage of our net transportation revenue (in thousands) for the fiscal years ended June 30, 2013 and 2012:*

	Years ended June 30,				Change	
	2013		2012		Amount	Percent
	Amount	Percent	Amount	Percent		
Net transportation revenue	\$88,433	100.0%	\$84,709	100.0%	\$ 3,724	4.4%
Agent commissions	52,466	59.3%	52,427	61.9%	39	0.1%
Personnel costs	16,112	18.2%	13,192	15.6%	2,920	22.1%
Selling, general and administrative	9,770	11.1%	11,348	13.4%	(1,578)	(13.9%)
Depreciation and amortization	3,944	4.5%	3,143	3.7%	801	25.5%
Transition and lease termination costs	1,544	1.7%	1,018	1.2%	526	51.7%
Change in contingent consideration	(2,825)	(3.2%)	(900)	(1.1%)	(1,925)	213.9%
Total operating costs	81,011	91.6%	80,228	94.7%	783	1.0%
Income from operations	7,422	8.4%	4,481	5.3%	2,941	65.6%
Other expense	(1,285)	(1.5%)	(927)	(1.1%)	(358)	38.6%
Income before income taxes and non-controlling interest	6,137	6.9%	3,554	4.2%	2,583	72.7%
Income tax expense	(2,371)	(2.6%)	(1,475)	(1.8%)	(896)	60.7%
Income before non-controlling interest	3,766	4.3%	2,079	2.4%	1,687	81.1%
Non-controlling interest	(108)	(0.2%)	(178)	(0.2%)	70	(39.3%)
Net income	\$ 3,658	4.1%	\$ 1,901	2.2%	\$ 1,757	92.4%

Agent commissions were \$52.5 million for the year ended June 30, 2013, an increase of 0.1% from \$52.4 million for the year ended June 30, 2012. As a percentage of net revenues, agent commissions decreased to 59.3% for the year ended June 30, 2013, from 61.9% for the year ended June 30, 2012. The decrease as a percentage of net revenues is a result of our recent acquisitions of ISLA, ALBS, Marvir and IFS, which added company-owned locations, which are not paid commissions, in Laredo, New York-JFK, Los Angeles and Portland.

Personnel costs consist of payroll, payroll taxes, benefits and stock compensation expense. Personnel costs were \$16.1 million for the year ended June 30, 2013, an increase of 22.1% from \$13.2 million for the year ended June 30, 2012. The increase is primarily attributable to a full year of personnel costs related to our acquisitions of ISLA and ALBS, and a partial year of personnel costs associated with our Marvir and IFS acquisitions, as well as increased head-count at the corporate office. As a percentage of net revenues, personnel costs increased to 18.2% for the year ended June 30, 2013, from 15.6% for the year ended June 30, 2012.

Selling, general and administrative (“SG&A”) costs consist primarily of marketing, rent, professional services, insurance and travel expenses. SG&A costs were \$9.8 million for the year ended June 30, 2013, a decrease of 13.9% from \$11.3 million for the year ended June 30, 2012. The decrease is primarily attributable to a decrease

in non-recurring legal expenses incurred in connection with the ISLA and ALBS transactions and the DBA litigation, lower bad debt expense, and savings associated with combining our two company-owned locations in Los Angeles. As a percentage of net revenues, SG&A costs decreased to 11.1% for the year ended June 30, 2013, from 13.4% for the year ended June 30, 2012.

Depreciation and amortization costs were \$3.9 million for the year ended June 30, 2013, an increase of 25.5% from \$3.1 million for the year ended June 30, 2012. The increase is primarily due to a full year of amortization costs associated with the intangibles for our ISLA and ALBS acquisitions, and a partial year of amortization of intangibles for our Marvir and IFS acquisitions. As a percentage of net revenues, depreciation and amortization increased to 4.5% for the year ended June 30, 2013, from 3.7% for the year ended June 30, 2012.

Transition and lease termination costs for the year ended June 30, 2013 represent non-recurring operating costs incurred in connection with the relocation of the former DBA facility in Los Angeles to a new location, certain personnel costs that were eliminated in connection with the combination of the historical DBA and Marvir locations, and a loss on disposal of furniture and equipment and totaled \$1.5 million. Transition and lease termination costs for the year ended June 30, 2012 consist of personnel costs related to employees whose positions were eliminated with our integration of DBA into our operations and totaled \$1.0 million. As a percentage of net revenues, non-recurring transition costs increased to 1.7% for the year ended June 30, 2013, from 1.2% for the year ended June 30, 2012.

Change in contingent consideration represents the change in the fair value of contingent consideration due to former shareholders of acquired operations. The change in both years was primarily attributable to ISLA and ALBS not achieving their specified operating objectives and totaled income of \$2.8 million for the year ended June 30, 2013, compared to income of \$0.9 million for the year ended June 30, 2012. As a percentage of net revenues, the change in contingent consideration was 3.2% for the year ended June 30, 2013, from 1.1% for the year ended June 30, 2012.

Income from operations was \$7.4 million for the year ended June 30, 2013, compared to income from operations of \$4.5 million for the year ended June 30, 2012, a 65.6% increase. The increase is attributable to several factors, favorable and unfavorable to the Company. Net revenues increased \$3.7 million primarily due to incremental revenues of a full year for our ISLA and ALBS acquisitions. Agent commission expense was flat as the agent-based stores recorded similar results in the current year. Personnel costs increased \$2.9 million primarily due to increased personnel costs associated with a full year of recently acquired company-owned stores, ISLA and ALBS, as well as a partial year of personnel costs associated with Marvir and IFS. Selling, general and administrative decreased \$1.6 million primarily due to a decrease in non-recurring legal expenses incurred in connection with the ISLA and ALBS transactions and the DBA litigation, lower bad debt expense, and savings associated with combining our two company-owned locations in Los Angeles. Depreciation and amortization increased \$0.8 million due to a full year of amortization of intangibles for our ISLA and ALBS acquisitions, and a partial year amortization of intangibles for our Marvir and IFS acquisitions. Transition costs increased \$0.5 million due to charges incurred in combining our two company-owned locations in Los Angeles compared to transition costs associated with eliminating personnel costs related to employees whose positions were eliminated with our integration of DBA into our operations. Change in contingent consideration increased \$1.9 million as a result of former shareholders of acquired operations not achieving their specified operating objectives.

Other expense was \$1.3 million for the year ended June 30, 2013, as compared to other expense of \$0.9 million during the year ended June 30, 2012. The increase is primarily associated with interest expense incurred with our acquisitions of ISLA, offset by the gain on litigation settlement. As a percentage of net revenues, other expense was 1.5% for the year ended June 30, 2013, up from 1.1% for the year ended June 30, 2012.

Our net income was \$3.7 million for the year ended June 30, 2013, reflecting a 92.4% increase in results of less than \$1.8 million as compared to net income of \$1.9 million for the year ended June 30, 2012, driven principally by the increased efficiency of leveraging our scalable back office infrastructure, favorable write-down of

contingent consideration, offset by higher depreciation and amortization costs as well as increased lease termination costs.

Driven principally by the increased amortization of intangibles resulting from our recent acquisition activities offset partially by the change from contingent consideration and from the non-recurring items identified below. Our net income for the current year also reflected a decrease in results of operations related to greater transition costs associated with the DBA transaction for the current year as compared to the prior year period, which had only one quarter of transition costs. Although we do not believe the deterioration in GAAP-based earnings is reflective of the true earnings power of the business, our near-term earnings have and will continue to be negatively impacted as a result of these incremental non-cash charges and other non-recurring costs including, lost revenue experienced by our Los Angeles DBA office, and the legal expenses incurred in connection with the legal proceedings relating to the DBA acquisition, although it is our expectation that some or all of these amounts may be recoverable in our claims brought against the former DBA shareholders.

*The following table provides a reconciliation for the fiscal years ended June 30, 2013 and 2012 of adjusted EBITDA to net income, the most directly comparable GAAP measure in accordance with SEC Regulation G (in thousands):*

	<u>Years ended June 30,</u>		<u>Change</u>	
	<u>2013</u>	<u>2012</u>	<u>Amount</u>	<u>Percent</u>
Net transportation revenue	\$88,433	\$84,709	\$ 3,724	4.4%
Net income	\$ 3,658	\$ 1,901	\$ 1,757	92.4%
Income tax expense	2,371	1,475	896	60.7%
Net interest expense	2,000	1,250	750	60.0%
Depreciation and amortization	3,944	3,143	801	25.5%
EBITDA	\$11,973	\$ 7,769	\$ 4,204	54.1%
Share-based compensation	369	226	143	63.3%
Change in contingent consideration	(2,825)	(900)	(1,925)	213.9%
Gain on litigation settlement, net	(368)	—	(368)	NM
Lease termination costs	1,439	—	1,439	NM
Acquisition related costs	105	424	(319)	(75.2%)
Adjusted EBITDA	<u>\$10,693</u>	<u>\$ 7,519</u>	<u>\$ 3,174</u>	42.2%
Adjusted EBITDA as a % of net transportation revenue	12.1%	8.9%		

We had adjusted EBITDA of \$10.7 million and \$7.5 million for years ended June 30, 2013 and 2012, respectively. EBITDA is a non-GAAP measure of income and does not include the effects of interest and taxes, and excludes the “non-cash” effects of depreciation and amortization on long-term assets. Companies have some discretion as to which elements of depreciation and amortization are excluded in the EBITDA calculation. We exclude all depreciation charges related to furniture and equipment, all amortization charges, including amortization of leasehold improvements and other intangible assets. We then further adjust EBITDA to exclude changes in contingent consideration, expenses specifically attributable to acquisitions, extraordinary items, costs related to share-based compensation expense, and other non-cash charges. Our ability to generate adjusted EBITDA ultimately limits the amount of debt that we may carry and is a good indicator of our financial flexibility and capacity to complete additional acquisitions in compliance with the Caltius Financing. A violation of this covenant in the Caltius Financing would greatly limit our financial flexibility, reduce available liquidity, and absent a waiver, could give rise to an event of default under the Caltius Financing. For the forgoing reasons, we believe that the Caltius Financing is material to our operations and that adjusted EBITDA is important to an evaluation of our financial condition and liquidity. While management considers EBITDA and adjusted EBITDA useful in analyzing our results, it is not intended to replace any presentation included in our consolidated financial statements.

## Supplemental Pro forma Information

### *Basis of Presentation*

The results of operations discussion that appears below has been presented utilizing a combination of historical and, where relevant, pro forma unaudited information to include the effects on our consolidated financial statements of our acquisitions of ISLA, ALBS, Marvir and IFS. The pro forma results are developed to reflect a consolidation of the historical results of operations of the Company and adjusted to include the historical results of ISLA, ALBS, Marvir and IFS, as if we had acquired all of them as of July 1, 2011. The pro forma results are also adjusted to reflect a consolidation of the historical results of operations of ISLA, ALBS, Marvir and IFS, and the Company as adjusted to reflect the amortization of acquired intangibles.

The pro forma financial data is not necessarily indicative of results of operations that would have occurred had these acquisitions been consummated at the beginning of the periods presented or which might be attained in the future.

*The following table summarizes transportation revenue, cost of transportation and net transportation revenue (in thousands) for the fiscal years ended June 30, 2013 and 2012 (pro forma and unaudited):*

	Years ended June 30,		Change	
	2013	2012	Amount	Percent
Transportation revenue	\$311,261	\$324,990	\$(13,729)	(4.2%)
Cost of transportation	222,402	232,527	(10,125)	(4.4%)
Net transportation revenue	\$ 88,859	\$ 92,463	\$ (3,604)	(3.9%)
<i>Net transportation margins</i>	28.5%	28.5%		

Transportation revenue was \$311.3 million for the year ended June 30, 2013, a decrease of 1.2% from \$325.0 million for the year ended June 30, 2012.

Cost of transportation was \$222.4 million for the year ended June 30, 2013, a decrease of 4.4% from \$232.5 million for the year ended June 30, 2012.

Net transportation margins remained consistent at 28.5% for the years ended June 30, 2013 and 2012.

*The following table compares certain condensed consolidated statements of income data as a percentage of our net transportation revenue (in thousands) for the fiscal years ended June 30, 2013 and 2012 (pro forma and unaudited):*

	Years ended June 30,				Change	
	2013		2012		Amount	Percent
	Amount	Percent	Amount	Percent		
Net transportation revenue	\$88,859	100.0%	\$92,463	100.0%	\$(3,604)	(3.9%)
Agent commissions	51,854	58.4%	49,728	53.8%	2,126	4.3%
Personnel costs	16,881	19.0%	17,561	19.0%	(680)	(3.9%)
Selling, general and administrative	10,109	11.4%	14,134	15.3%	(4,025)	(28.5%)
Depreciation and amortization	4,016	4.5%	4,744	5.1%	(728)	(15.3%)
Transition and lease termination costs	1,544	1.7%	1,018	1.1%	526	51.7%
Change in contingent consideration	(2,825)	(3.2%)	(900)	(1.0%)	(1,925)	213.9%
Total operating costs	81,579	91.8%	86,285	93.3%	(4,706)	(5.5%)
Income from operations	7,280	8.2%	6,178	6.7%	1,102	17.8%
Other expense	(1,293)	(1.5%)	(1,548)	(1.7%)	255	(16.5%)
Income before income taxes and non-controlling interest	5,987	6.7%	4,630	5.0%	1,357	29.3%
Income tax expense	(2,314)	(2.6%)	(1,914)	(2.1%)	(400)	20.9%
Income before non-controlling interest	3,673	4.1%	2,716	2.9%	957	35.2%
Non-controlling interest	(108)	(0.1%)	(178)	(0.2%)	70	(39.3%)
Net income	\$ 3,565	4.0%	\$ 2,538	2.7%	\$ 1,027	40.5%

Agent commissions were \$51.9 million for the year ended June 30, 2013, an increase of 4.3% from \$49.7 million for the year ended June 30, 2012. Agent commissions as a percentage of net transportation revenue increased to 58.4% of net transportation revenue the year ended June 30, 2013, compared to 53.8% for the comparable prior year period.

Personnel costs were \$16.9 million for the year ended June 30, 2013, a decrease of 3.9% from \$17.6 million for the year ended June 30, 2012. Personnel costs as a percentage of net transportation revenue remained consistent at 19.0% for the years ended June 30, 2013 and 2012.

SG&A costs were \$10.1 million for the year ended June 30, 2013, a decrease of 28.5% from \$14.1 million for the year ended June 30, 2012. As a percentage of net transportation revenue, SG&A costs decreased to 11.4% for the year ended June 30, 2013, from 15.3% for the comparable prior year period.

Depreciation and amortization costs were \$4.0 million for the year ended June 30, 2013, a decrease of 15.3% from \$4.7 million for the year ended June 30, 2012. Depreciation and amortization as a percentage of net transportation revenue decreased to 4.5% for the year ended June 30, 2013, from 5.1% for the comparable prior year period.

Transition and lease termination costs were \$1.5 million for the year ended June 30, 2013, an increase of 51.7% from \$1.0 million for the year ended June 30, 2012. As a percentage of net transportation revenue, non-recurring transition costs increased to 1.7% for the year ended June 30, 2013, from 1.1% for the year ended June 30, 2012.

Change in contingent consideration was income of \$2.8 million for the year ended June 30, 2013, an increase of 213.9% from \$0.9 million for the year ended June 30, 2012. As a percentage of net transportation revenue, change in contingent consideration increased to 3.2% for the year ended June 30, 2013, from 1.0% for the year ended June 30, 2012.



Income from operations was \$7.3 million for the year ended June 30, 2013, compared to income from operations of \$6.2 million for the year ended June 30, 2012.

Other expense was \$1.3 million for the year ended June 30, 2013, compared to other income of \$1.5 million for the year ended June 30, 2012.

Net income was \$3.6 million for the year ended June 30, 2013, compared to net income of \$2.5 million for the year ended June 30, 2012.

*The following table provides a reconciliation for the fiscal years ended June 30, 2013 and 2012 (pro forma and unaudited) of adjusted EBITDA to net income, the most directly comparable GAAP measure in accordance with SEC Regulation G (in thousands):*

	<u>Years ended June 30,</u>		<u>Change</u>	
	<u>2013</u>	<u>2012</u>	<u>Amount</u>	<u>Percent</u>
Net transportation revenue	\$88,859	\$92,463	\$(3,604)	(3.9%)
Net income	\$ 3,565	\$ 2,538	\$ 1,027	40.5%
Income tax expense	2,314	1,914	400	20.9%
Net interest expense	2,007	1,872	135	7.2%
Depreciation and amortization	4,016	4,744	(728)	(15.3%)
EBITDA	\$11,902	\$11,068	\$ 834	7.5%
Share-based compensation	372	315	57	18.1%
Change in contingent consideration	(2,825)	(900)	(1,925)	213.9%
Gain on litigation settlement, net	(368)	—	368	NM
Lease termination costs	1,439	—	1,439	NM
Acquisition related costs	105	424	(319)	(75.2%)
Adjusted EBITDA	\$10,625	\$10,907	\$ (282)	(2.6%)
Adjusted EBITDA as a % of net transportation revenue	12.0%	11.8%		

### **Liquidity and Capital Resources**

Net cash provided by operating activities for the year ended June 30, 2013 was \$2.9 million, compared to net cash provided by operating activities for the year ended June 30, 2012 of \$3.6 million. The change was principally driven by an increase in our net income adjusted for amortization, contingent consideration, lease termination costs, and changes in operating assets and liabilities.

Net cash used for investing activities was \$2.5 million for the year ended June 30, 2013, compared to \$11.5 million for the year ended June 30, 2012. Use of cash in 2013 consisted of \$0.7 million related to the acquisitions of Marvir and IFS, the purchase of \$0.3 million of fixed assets, and \$0.4 million paid in earn-outs to the former shareholders of acquired operations, and the \$1.1 million integration payment to the former shareholders of DBA. Use of cash in 2012 consisted of \$7.7 million related to the acquisition of ISLA, \$2.6 million related to the purchase of ALBS, the purchase of \$0.7 million of fixed assets, and \$0.5 million paid in earn-outs to the former shareholders of acquired operations.

Net cash provided by financing activities for the year ended June 30, 2013 was \$0.6 million compared to \$7.6 million for the year ended June 30, 2012. Cash from financing activities in 2013 consisted of proceeds from our Credit Facility of \$1.4 million, repayments of notes payable to former shareholders of \$0.8 million, \$0.1 million in non-controlling interest distributions, and proceeds of \$0.1 million related to the exercise of stock options. Cash from financing activities in 2012 consisted of repayments to our Credit Facility of \$0.6 million and proceeds from the issuance of debt to Caltius of \$9.4 million, repayments of notes payable to former shareholders

of \$0.9 million, \$0.2 million in non-controlling interest distributions, and \$0.1 million of costs of the shelf registration.

### *Acquisitions*

Below are descriptions of recent material acquisitions including a breakdown of consideration paid at closing and future potential earn-out payments. We define “material acquisitions” as those with aggregate potential consideration of \$5.0 million or more.

Effective September 1, 2008, we acquired all of the outstanding stock of Adcom Express, Inc. The transaction was valued at up to \$11.05 million, consisting of: (i) \$4.75 million in cash paid at the closing; (ii) \$0.25 million in cash payable shortly after the closing, subject to adjustment, based upon the working capital of Adcom as of August 31, 2008; (iii) up to \$2.8 million in four “Tier-1 Earn-Out Payments” of up to \$0.7 million each, covering the four year earn-out period through 2012, based upon Adcom achieving certain levels of “Gross Profit Contribution” (as defined in the agreement), payable 50% in cash and 50% in shares of our common stock (valued at delivery date); (iv) a “Tier-2 Earn-Out Payment” of up to a maximum of \$2.0 million, equal to 20% of the amount by which the Adcom cumulative Gross Profit Contribution exceeds \$16.56 million during the four year earn-out period; and (v) an “Integration Payment” of \$1.25 million payable on the earlier of the date certain integration targets are achieved or 18 months after the closing, payable 50% in cash and 50% in our shares of our common stock (valued at delivery date).

Through the final earn-out period of June 30, 2012, the former Adcom shareholders earned a total of \$2,318,365 in base earn-out payments. Of this amount, \$1,319,195 was paid in cash and \$999,170 was settled in stock through the year ended June 30, 2013.

On April 6, 2011, we closed on an Agreement and Plan of Merger (the “DBA Agreement”) pursuant to which we acquired DBA Distribution Services, Inc. (“DBA”), a privately-held New Jersey corporation founded in 1981. At the time of the acquisition DBA serviced a diversified account base including manufacturers, distributors and retailers through a combination of company-owned logistics offices located in Somerset, New Jersey and Los Angeles, California and twenty-four agency offices located across North America. For financial accounting purposes, the transaction was deemed to be effective as of April 1, 2011. The shares of DBA were acquired by the Company via a merger transaction pursuant to which DBA was merged into a newly-formed subsidiary of the Company. The \$12.0 million purchase price consisted of \$5.4 million paid in cash at closing, the delivery of \$4.8 million in Company notes (payable in principal installments of \$1.6 million on the anniversary date over the next three years plus interest at a rate of 6.5% per annum) and \$1.8 million payable in cash in connection with the achievement of certain integration milestones to be paid within 180 days after the milestones have been achieved; however, no later than the 18th month following the closing. In May 2011, the Company elected to satisfy \$2.4 million of the Company notes through the issuance of 1,071,429 shares of the Company’s common stock. The remaining notes payable of \$767,091 are payable during the year ending June 30, 2014. The remaining Company notes may be subject to acceleration upon occurrence of a “Corporate Transaction” (as defined in notes), which includes a future sale of DBA or the Company, or certain changes in corporate control.

On December 1, 2011, we acquired substantially all of the assets of Laredo, Texas based ISLA International, Ltd. (“ISLA”), a privately-held company founded in 1996. At the time of the acquisition, ISLA provided bilingual expertise in both north and south bound cross-border transportation and logistics services to a diversified account base including manufacturers in the automotive, appliance, electronics and consumer packaged goods industries from its strategically-aligned location in Laredo, Texas and will serve as our gateway to the Mexico markets. The transaction was structured as an asset purchase and valued at up to approximately \$15.0 million, consisting of: (i) cash of \$7.657 million paid at closing; (ii) \$1.325 million paid through the issuance of 552,333 shares of our restricted stock on the three-month anniversary of the closing (valued based upon a 30-day volume weighted average price calculated preceding the delivery of the shares); (iii) up to \$3.975 million in aggregate “Tier-1 Earn-Out Payments” covering the four-year earn-out period immediately following closing, based upon the

acquired ISLA business unit generating a “Modified Gross Profit Contribution” (as defined within the Asset Purchase Agreement) of \$6.928 million for each twelve month earn-out period following closing; and (iv) a “Tier-2 Earn-Out Payment” after the fourth anniversary of the closing, equal to 20% of the amount by which the aggregate “Modified Gross Profit Contribution” of the acquired ISLA business unit during the four-year earn-out period exceeds \$27.711 million, with such payment not to exceed \$2.0 million. The various Tier-1 Earn-Out Payments and the Tier-2 Earn-Out Payment shall be made in a combination of cash and our common stock, as we may, at our sole discretion, elect to satisfy up to 25% of each of the earn-out payments through the issuance of our common stock valued based upon a 30-day volume weighted average price to be calculated preceding the delivery of the shares.

On February 27, 2012, through a wholly-owned subsidiary, RGL, the Company acquired substantially all of the assets of New York based Brunswicks Logistics, Inc. d/b/a ALBS Logistics Company (“ALBS”), a privately-held company founded in 1997. At the time of the acquisition, ALBS provided a full range of domestic and international transportation and logistics services across North America to a diversified account base including manufacturers, distributors and retailers from its strategic international gateway location at New York-JFK airport. The transaction was structured as an asset purchase and valued at up to approximately \$7.275 million, consisting of: (i) cash of \$2.655 million paid at closing; (ii) \$295,000 paid through the issuance of 142,489 shares of our restricted stock on the three-month anniversary of the closing (valued based upon a 30-day volume weighted average price calculated preceding the delivery of the shares); (iii) up to \$3.325 million in aggregate “Tier-1 Earn-Out Payments” covering the four-year earn-out period immediately following closing; and (iv) a “Tier-2 Earn-Out Payment” after the fourth anniversary of the closing, with such payment not to exceed \$1.0 million.

### ***Credit Facility***

In August 2013, we obtained a new Credit Facility, consisting of a \$30.0 million revolving credit facility, including a \$2.0 million sublimit to support letters of credit and matures on the earlier of 1) six months prior to the December 1, 2016 maturity of the Senior Subordinated Notes, or 2) August 1, 2018. The Credit Facility is collateralized by accounts receivable and other assets of the Company and its subsidiaries. Advances under the Facility are available to fund future acquisitions, capital expenditures, repurchase of Company stock or for other corporate purposes. Borrowings under the Credit Facility accrue interest, at the Company’s option, at the bank’s base prime rate minus 0.50% or LIBOR plus 2.25%. The rates can be subsequently adjusted based on the Company’s fixed charge coverage ratio at the Lender’s base rate plus 0.0% to 0.50% or LIBOR plus 1.50% to 2.25%. The Credit Facility is collateralized by accounts receivable and other assets of the Company and its subsidiaries and provides for advances of up to 85% of eligible domestic accounts receivable and, subject to certain sub-limits, 75% of eligible accrued but unbilled receivables and eligible foreign accounts receivable.

Under the terms of the Credit Facility, we are required to maintain a fixed charge coverage ratio of at least 1.1 to 1.0 in the event that availability is less than \$5.0 million or an Event of Default was to occur.

The co-borrowers of the Credit Facility include Radiant Logistics, Inc., RGL (f/k/a Airgroup Corporation), Radiant Transportation Services (“RTS”, f/k/a Radiant Logistics Global Services, Inc.), Adcom Express, Inc. (d/b/a Adcom Worldwide), Radiant Customs Services, Inc., DBA (d/b/a Distribution by Air), International Freight Systems (of Oregon), Inc., Radiant Off-Shore Holdings LLC, Green Acquisition Company, Inc. and RLP. RLP is owned 40% by RGL and 60% by Radiant Capital Partners, LLC (“RCP”), an affiliate of the Company’s Chief Executive Officer. RLP has been certified as a minority business enterprise, and focuses on corporate and government accounts with diversity initiatives. As a co-borrower under the Credit Facility, the accounts receivable of RLP are eligible for inclusion within the overall borrowing base of the Company and all borrowers will be responsible for repayment of the debt associated with advances under the Credit Facility, including those advanced to RLP.

As of August 31, 2013, we have gross availability of \$27.0 million, net of advances and letter of credit reserves of approximately \$7.5 million for approximately \$19.2 million in remaining availability under the Credit Facility

to support future acquisitions and our on-going working capital requirements. We expect to structure acquisitions with certain amounts paid at closing, and the balance paid over a number of years in the form of earn-out installments which are payable based upon the future earnings of the acquired businesses payable in cash, stock or some combination thereof. As we continue to execute our acquisition strategy, we will be required to make significant payments in the future if the earn-out installments under our various acquisitions become due. While we believe that a portion of any required cash payments will be generated by the acquired businesses, we may have to secure additional sources of capital to fund the remainder of any cash-based earn-out payments as they become due. This presents us with certain business risks relative to the availability of capacity under our Credit Facility, the availability and pricing of future fund raising, as well as the potential dilution to our stockholders to the extent the earn-outs are satisfied directly, or indirectly, from the sale of equity.

For additional information regarding the Credit Facility, see Note 6 and Note 14 to our consolidated financial statements contained elsewhere in this report.

### *Caltius Senior Subordinated Notes*

In connection with our acquisition of ISLA, effective as of December 1, 2011, we entered into an Investment Agreement with Caltius. Under the Investment Agreement, Caltius provided the Company with a \$10.0 million aggregate principal amount evidenced by the issuance of the Senior Subordinated Notes, the net proceeds of which were primarily used to finance the cash payments due at closing of the ISLA transaction. The Senior Subordinated Notes accrue interest at the rate of 13.5% per annum (the "Accrual Rate"), and must be paid currently in cash on a quarterly basis at a rate of 11.75% per annum (the "Pay Rate"). The outstanding principal balance of the Senior Subordinated Notes will be increased by an amount (the "PIK Amount") equal to the difference between interest accrued at the Accrual Rate and Interest Accrued at the Pay Rate unless the Company makes an election to pay the PIK Amount in cash. We have exercised our option to pay all PIK in cash. The Senior Subordinated Notes are non-amortizing, with all principal due upon maturity at December 1, 2016.

Under the Caltius financing, we are subject to certain financial covenants, including funded leverage ratio covenants, senior funded leverage ratio covenants and fixed charges ratio covenants. The first financial covenant limits our ratio of "Funded Debt" (as defined therein) to consolidated EBITDA (as adjusted) and measured on a rolling four quarter basis to 4.00 to 1, reducing to 3.75 to 1 at March 31, 2014 and 3.50 to 1 at March 31, 2015. The second financial covenant limits our ratio of Senior Debt (defined as amounts borrowed from BofA and the Senior Subordinated Notes) to consolidated EBITDA (as adjusted) and measured on a rolling four quarter basis to 3.50 to 1, reducing to 3.25 to 1 on March 31, 2014 and 3.00 to 1 on March 31, 2015. The third financial covenant requires that we maintain a basic fixed charge coverage ratio of at least 1.05 to 1.0.

Under the Investment Agreement, we also issued 500,000 restricted shares our common stock to Caltius.

For additional information regarding the Caltius Financing, see Note 6 to our consolidated financial statements contained elsewhere in this report.

Given our continued focus on the build-out of our network of agency locations, we believe that our current working capital and anticipated cash flow from operations are adequate to fund existing operations for the next 12 months. However, continued growth through strategic acquisitions, will require additional sources of financing as our existing working capital is not sufficient to finance our operations and an acquisition program. Thus, our ability to finance future acquisitions will be limited by the availability of additional capital. We may, however, finance acquisitions using our common stock as all or some portion of the consideration. In the event that our common stock does not attain or maintain a sufficient market value or potential acquisition candidates are otherwise unwilling to accept our securities as part of the purchase price for the sale of their businesses, we may be required to utilize more of our cash resources, if available, in order to continue our acquisition program. If we do not have sufficient cash resources through either operations or from debt facilities, our growth could be limited unless we are able to obtain such additional capital.

### **Off Balance Sheet Arrangements**

As of June 30, 2013, we did not have any relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities, which had been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

### **Recent Accounting Pronouncements**

Not Applicable.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The consolidated financial statements of Radiant Logistics, Inc. including the notes thereto and the report of our independent accountants are included in this report, commencing at page F-1.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### Disclosure Controls and Procedures

An evaluation of the effectiveness of our “disclosure controls and procedures” (as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act as of June 30, 2013, was carried out by our management under the supervision and with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). Based upon that evaluation, our CEO and CFO concluded that, as of June 30, 2013, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding disclosure.

#### Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control — Integrated Framework. Based on management’s assessment based on the criteria of the COSO, we concluded that, as of June 30, 2013, our internal control over financial reporting is effective at the reasonable assurance level.



Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the U.S. Our internal control over financial reporting includes those policies and procedures which:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the U.S., and that receipts and expenditures of the Company are being made only in accordance with authorization of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

#### Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION**

None.

### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following table sets forth information concerning our executive officers and directors. Each of the executive officers will serve until his or her successor is appointed by our Board of Directors or such executive officer's earlier resignation or removal. Each of the directors will serve until the next annual meeting of stockholders or such director's earlier resignation or removal.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Bohn H. Crain	49	Chief Executive Officer and Chairman of the Board of Directors
Stephen P. Harrington	56	Director
Jack Edwards	68	Director
Daniel Stegemoller	59	Senior Vice President & Chief Operating Officer
Todd E. Macomber	49	Senior Vice President & Chief Financial Officer
Robert L. Hines Jr.	54	Senior Vice President & General Counsel

#### **Board of Directors**

We believe that our Board should be composed of individuals with sophistication and experience in many substantive areas that impact our business. We believe that experience, qualifications, or skills in the following areas are most important: accounting and finance; strategic planning; logistics and operations, human resources and development practices; and board practices of other corporations. These areas are in addition to the personal qualifications described in this section. We believe that all of our current Board members possess the

professional and personal qualifications necessary for board service, and have highlighted particularly noteworthy attributes for each Board member in the individual biographies below. The principal occupation and business experience, for at least the past five years, of each current director is as follows:

**Bohn H. Crain.** Mr. Crain has served as our Chief Executive Officer and Chairman of our Board of Directors since October 2005. Mr. Crain brings nearly 20 years of industry and capital markets experience in transportation and logistics. Since January 2005, Mr. Crain has served as the Managing Member of Radiant Capital Partners, LLC, an entity he formed to execute a consolidation strategy in the transportation/logistics sector. Prior to founding Radiant, Mr. Crain served as the executive vice president and the chief financial officer of Stonepath Group, Inc. from January 2002 until December 2004. In 2001, Mr. Crain served as the executive vice president and Chief Financial Officer of Schneider Logistics, Inc., a third-party logistics company, and from 2000 to 2001 he served as the Vice President and Treasurer of Florida East Coast Industries, Inc., a public company engaged in railroad and real estate businesses listed on the New York Stock Exchange. Between 1989 and 2000, Mr. Crain held various vice president and treasury positions for CSX Corp., and several of its subsidiaries, a Fortune 500 transportation company listed on the New York Stock Exchange. He also serves on the Board of Trustees for Eastside Preparatory School in Bellevue, Washington. Mr. Crain earned a Bachelor of Arts in Business Administration with an emphasis in Accounting from the University of Texas. As a result of these and other professional experiences, Mr. Crain possesses particular knowledge and experience in logistics management, industry trends, business operations and accounting that strengthen the Board's collective qualifications, skills, and experience.

**Stephen P. Harrington.** Mr. Harrington was appointed as a director in October 2007. He served as the Chairman, Chief Executive Officer, Chief Financial Officer, Treasurer and Secretary of Zone Mining Limited, a publicly-traded Nevada corporation, from August 2006 until January 2007. Mr. Harrington graduated with a B.S. from Yale University in 1980. As a result of these and other professional experiences, Mr. Harrington possesses particular knowledge and experience in corporate governance and financial management that strengthen the Board's collective qualifications, skills, and experience.

**Jack Edwards.** Mr. Edwards was appointed as a director in December 2011. Mr. Edwards is an independent business executive who since 2002 has been providing strategic, investment and operational advisory services to a broad range of corporate and private equity clients and boards. From 2001 through 2002, he was the President and Chief Executive Officer of American Medical Response, Inc., a provider of private ambulatory services. Prior to this, Mr. Edwards served as the President and Chief Executive Officer at a variety of logistics and freight-forwarding companies, including Danzas Corporation and ITEL Transportation Group. Previously he held senior executive positions at Circle International, American President Lines and The Southern Pacific Transportation Company. Mr. Edwards has served as a director of several publicly-held corporations, including Laidlaw Inc. (NYSE), ITEL Corp. (NYSE) and Sun Gro Horticulture Canada Ltd. (TSX) where he served as Chairman of the Board. Mr. Edwards currently serves as a director for Adelante Media Group and Zonar Systems. Mr. Edwards received a Bachelor of Science in Food Science and Technology from the University of California, Davis, and a Masters of Business Administration in Marketing from the University of Oregon. As a result of these and other professional experiences, Mr. Edwards possesses particular knowledge and experience in the transportation and logistics industry, along with business combinations and financial management, that strengthen the Board's collective qualifications, skills, and experience.

### **Executive Officers**

**Dan Stegemoller.** Mr. Stegemoller has served as our Senior Vice President and Chief Operating Officer since August 2007, and previously held the position of Vice President, beginning November 2004, prior to the Company's acquisition of Airgroup. He has over 35 years of experience in the transportation industry. Prior to joining Airgroup, from 1973 through 1983, he served in numerous positions at FedEx where his last position was Director of Operations overseeing one of the mid-west territories. From 1983 through 1991, Mr. Stegemoller served in a variety of roles including Vice President of Customer Service managing a call center for Purolator/

Emery Air/CF Airfreight, from 1991 to 1992 as Director of Customer Service for First Data/American Express, from 1992 to 1993 as Regional Vice President for Towne Air Freight, and from 1993 until 2004, Mr. Stegemoller served as Senior Vice President of Sales and Marketing for Forward Air, a high-service level contractor to the air cargo industry.

**Todd E. Macomber.** Mr. Macomber has served as our Senior Vice President and Chief Financial Officer since March 2011, as our Senior Vice President and Chief Accounting Officer since August 2010, and as our Vice President and Corporate Controller since December 2007. Prior to joining us, Mr. Macomber served as Senior Vice President and Chief Financial Officer of Biotrace International, Inc., a subsidiary of Biotrace International PLC, an industrial microbiology company listed on the London Stock Exchange. Mr. Macomber earned a Bachelor of Arts, emphasis in Accounting from Seattle University.

**Robert L. Hines, Jr.** Mr. Hines became our Senior Vice President, General Counsel and Secretary in May 2013. Prior to joining us, Mr. Hines, from 2004 to 2013, served as Managing/Principal Attorney for T-Mobile USA, Inc., the nation's fourth largest telecommunications carrier, where he supported machine-to-machine (IoT) sales, federal government sales, and multinational sales initiatives. Prior to that, he served in a variety of legal roles, including serving as the General Counsel and Secretary of Multiple Zones International (NASDAQ). He earned a Bachelor of Arts degree from the University of North Carolina at Chapel Hill and a Juris Doctor and Masters of Business Administration from Vanderbilt University.

The information in the Proxy Statement set forth under the captions "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" is incorporated herein by reference.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information in the Proxy Statement set forth under the captions "Executive Compensation" is incorporated herein by reference.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information in the Proxy Statement set forth under the captions "Principal Stockholders" and "Executive Compensation — Securities authorized for Issuance under Equity Compensation Plans" is incorporated herein by reference.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information in the Proxy Statement set forth under the captions "Corporate Governance" is incorporated herein by reference.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information in the Proxy Statement set forth under the captions "Principal Accounting Fees and Services" is incorporated herein by reference.

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Description	Filed Herewith	Incorporated by Reference		
			Form	Period Ending	Filing Date
2.1	Agreement and Plan of Merger by and among Radiant Logistics, Inc., and DBA Acquisition Corp. and the Principal Shareholders of DBA Distribution Services, Inc., and EBCP I, LLC, as Shareholders' Agent		8-K		2.1 3/31/11
2.2	Asset Purchase Agreement by and among Radiant Global Logistics, Inc., and ISLA International, Ltd.		8-K		2.1 11/15/11
3.1	Certificate of Incorporation		SB-2		3.1 9/20/02
3.2	Amendment to Registrant's Certificate of Incorporation (Certificate of Ownership and Merger Merging Radiant Logistics, Inc. into Golf Two, Inc. dated October 18, 2005)		8-K		3.1 10/18/05
3.3	Amended and Restated Bylaws		8-K		3.2 7/19/11
3.4	Certificate of Merger dated April 6, 2011 between DBA Distribution Services, Inc. and DBA Acquisition Corp.		8-K		2.3 4/12/11
3.5	Certificate of Amendment of Certificate of Incorporation		10-Q	12/31/12	3.1 2/12/13
4.1	Investor Rights Agreement dated December 1, 2011 by and between Radiant Logistics, Inc. and Caltius Partners IV, LP		8-K		4.1 12/7/11
10.1	Executive Employment Agreement dated January 13, 2006 by and between Radiant Logistics, Inc. and Bohn H. Crain		8-K		10.7 1/18/06
10.2	Option Agreement dated October 20, 2005 by and between Radiant Logistics, Inc. and Bohn H. Crain		8-K		10.8 1/18/06
10.3	Letter Agreement dated June 10, 2011; Amendment to the Employment Agreement between Radiant Logistics, Inc. and Bohn H. Crain		8-K		10.1 6/10/12
10.4	Employment Agreement dated effective November 15, 2011, by and between Radiant Global Logistics, Inc. and Jonathan Fuller		8-K		10.1 12/7/11
10.5	Employment Agreement dated May 14, 2012 by and between Radiant Logistics, Inc. and Dan Stegemoller		8-K		10.1 5/14/12
10.6	Employment Agreement dated May 14, 2012 by and between Radiant Logistics, Inc. and Todd Macomber		8-K		10.2 5/14/12
10.7	Employment Agreement dated May 14, 2012 by and between Radiant Logistics, Inc. and Alesia Pinney		8-K		10.1 5/14/12
10.8	Employment Agreement dated April 26, 2013 by and between Radiant Logistics, Inc. and Robert L. Hines Jr.		8-K		10.1 4/30/13

Exhibit Number	Description	Filed Herewith	Incorporated by Reference		
			Form	Period Ending	Exhibit Filing Date
10.9	Operating Agreement of Radiant Logistics Partners, LLC dated June 28, 2006		8-K		10.4 5/14/12
10.10	Discretionary Management Incentive Compensation Plan effective July 1, 2012		8-K		10.5 5/14/12
10.11	Loan and Security Agreement dated August 9, 2013 by and among Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Transportation Services, Inc., Radiant Logistics Partners, LLC, Adcom Express, Inc., Radiant Customs Services, Inc., DBA Distribution Services, Inc., International Freight Systems (of Oregon), Inc., Radiant Off-Shore Holdings LLC, Green Acquisition Company, Inc. and Bank of America, N.A.		8-K		10.1 8/14/13
10.12	Loan Agreement dated December 1, 2011 by and among Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Logistics Partners, LLC, Radiant Transportation Services, Inc., Adcom Express, Inc., DBA Distribution Services, Inc., Radiant Customs Services, Inc., and Bank of America, N.A.		8-K		10.2 12/7/11
10.13	First Loan Modification Agreement to Loan Agreement dated December 1, 2011 by and among Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Logistics Partners, LLC, Radiant Transportation Services, Inc., Adcom Express, Inc., DBA Distribution Services, Inc., Radiant Customs Services, Inc., and Bank of America, N.A.		10-Q	3/31/12	10.1 5/16/12
10.14	Second Loan Modification Agreement to Loan Agreement dated February 7, 2013 by and among Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Logistics Partners, LLC, Radiant Transportation Services, Inc., Adcom Express, Inc., DBA Distribution Services, Inc., Radiant Customs Services, Inc., and Bank of America, N.A.		10-Q	12/31/12	10.4 2/12/13
10.15	Subordination Agreement dated December 1, 2011 by and between Caltius Partners IV, LP, Caltius Partners Executive IV, LP, Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Logistics Partners, LLC, Radiant Transportation Services, Inc., Adcom Express, Inc., DBA Distribution Services, Inc., Radiant Customs Services, Inc., and Bank of America, N.A.		8-K		10.3 12/7/11



Exhibit Number	Description	Filed Herewith	Incorporated by Reference			
			Form	Period Ending	Exhibit	Filing Date
10.16	Investment Agreement dated December 1, 2011 by and between Caltius Partners IV, LP, Caltius Partners Executive IV, LP, Radiant Logistics, Inc., Radiant Global Logistics, Inc., Radiant Logistics Partners, LLC, Radiant Transportation Services, Inc., Adcom Express, Inc., DBA Distribution Services, Inc., Radiant Customs Services, Inc., and Bank of America, N.A.		8-K		10.4	12/7/11
10.17	Senior Subordinated Notes		8-K		10.5 10.6	12/7/11
10.18	Promissory Note dated April 6, 2011 by and between Radiant Logistics, Inc. and EBCPI, LLC in its capacity as agent for the Shareholders of DBA Distribution Services, Inc.		8-K		2.2	4/12/11
10.19	Sublease Agreement between Space Exploration Technologies Corp., and Radiant Logistics, Inc. dated December 20, 2012		10-Q	12/31/12	10.1	2/12/13
10.20	Lease Agreement between Jonda Hawthorne, LLC and DBA Distribution Services, Inc. dated February 25, 2008, as amended		10-Q	12/31/12	10.2	2/12/13
10.21	Lease Agreement between Jonda Hawthorne, LLC and DBA Distribution Services, Inc. dated March 15, 2004, as amended		10-Q	12/31/12	10.3	2/12/13
10.22	Form of Incentive Stock Option Award Agreement under the Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		10-Q	12/31/12	10.5	2/12/13
10.23	Form of Non-qualified Stock Option Award Agreement under the Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		10-Q	12/31/12	10.6	2/12/13
10.24	Form of Restricted Stock Award Agreement under the Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		10-Q	12/31/12	10.7	2/12/13
10.25	Form of SAR Award Agreement under the Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		10-Q	12/31/12	10.8	2/12/13
10.26	Form of Restricted Stock Unit Award Agreement under the Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		10-Q	12/31/12	10.9	2/12/13
10.27	Radiant Logistics, Inc. 2012 Stock Option and Performance Award Plan		DEF 14A		Annex A	10/9/12
14.1	Code of Business Conduct and Ethics		10-KSB		14.1	3/17/06
21.1	Subsidiaries of the Registrant	X				
23.1	Consent of Peterson Sullivan LLP	X				

Exhibit Number	Description	Filed Herewith	Incorporated by Reference			
			Form	Period Ending	Exhibit	Filing Date
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Chief Executive Officer and Chief Financial officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS*	XBRL Instance	X				
101.SCH*	XBRL Taxonomy Extension Schema	X				
101.CAL*	XBRL Taxonomy Extension Calculation	X				
101.DEF*	XBRL Taxonomy Extension Definition	X				
101.LAB*	XBRL Taxonomy Extension Label	X				
101.PRE*	XBRL Taxonomy Extension Presentation	X				

\* XBRL information is furnished and not filed or part of a registration statement or prospectus of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### RADIANT LOGISTICS, INC.

Date: September 30, 2013

By: /s/ Bohn H. Crain

Bohn H. Crain  
Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Stephen P. Harrington</u> Stephen P. Harrington	Director	September 30, 2013
<u>/s/ Jack Edwards</u> Jack Edwards	Director	September 30, 2013
<u>/s/ Bohn H. Crain</u> Bohn H. Crain	Chairman and Chief Executive Officer (Principal Executive Officer)	September 30, 2013
<u>/s/ Todd E. Macomber</u> Todd E. Macomber	Senior Vice President and Chief Financial Officer (Principal Accounting Officer)	September 30, 2013

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**RADIANT LOGISTICS, INC.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Audit Committee of the Board of Directors  
Radiant Logistics, Inc.  
Bellevue, Washington

We have audited the accompanying consolidated balance sheets of Radiant Logistics, Inc. (“the Company”) as of June 30, 2013 and 2012, and the related consolidated statements of income (operations), stockholders’ equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Radiant Logistics, Inc. as of June 30, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

/s/ PETERSON SULLIVAN LLP

September 30, 2013



**RADIANT LOGISTICS, INC.**  
**Consolidated Balance Sheets**

	June 30, 2013	June 30, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,024,192	\$ 66,888
Accounts receivable, net of allowance of \$1,445,646 and \$1,311,670, respectively	52,131,462	51,939,016
Current portion of employee and other receivables	328,123	201,451
Income tax deposit	—	11,248
Prepaid expenses and other current assets	2,477,904	2,573,531
Deferred tax asset	908,564	684,231
Total current assets	56,870,245	55,476,365
Furniture and equipment, net	1,289,818	1,735,157
Acquired intangibles, net	9,231,163	11,722,812
Goodwill	15,952,544	14,951,217
Employee and other receivables, net of current portion	72,433	162,088
Deposits and other assets	336,613	422,500
Deferred tax asset	—	33,259
Total long-term assets	25,592,753	27,291,876
Total assets	\$83,752,816	\$84,503,398
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued transportation costs	\$35,767,785	\$39,702,020
Commissions payable	6,086,324	4,633,880
Other accrued costs	2,176,567	2,041,596
Income taxes payable	361,571	—
Current portion of notes payable to former shareholders of DBA	767,091	767,092
Current portion of contingent consideration	305,000	—
Current portion of lease termination liability	305,496	—
Amounts due to former shareholders of acquired operations	—	2,664,224
Other current liabilities	—	64,392
Total current liabilities	45,769,834	49,873,204
Notes payable and other long-term debt, net of current portion and debt discount	17,213,424	16,257,695
Contingent consideration, net of current portion	3,720,000	6,200,000
Lease termination liability, net of current portion	505,353	—
Deferred rent liability	583,401	680,521
Deferred tax liability	73,433	—
Other long-term liabilities	2,610	89,887
Total long-term liabilities	22,098,221	23,228,103
Total liabilities	67,868,055	73,101,307
Stockholders' equity:		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$0.001 par value, 100,000,000 and 50,000,000 shares authorized. 33,348,166 and 33,025,865 issued and outstanding, respectively	14,803	14,481
Additional paid-in capital	13,873,157	13,003,987
Deferred compensation	(14,252)	—
Retained earnings (deficit)	1,943,530	(1,713,928)
Total Radiant Logistics, Inc. stockholders' equity	15,817,238	11,304,540
Non-controlling interest	67,523	97,551
Total stockholders' equity	15,884,761	11,402,091
Total liabilities and stockholders' equity	\$83,752,816	\$84,503,398

The accompanying notes form an integral part of these consolidated financial statements.

**RADIANT LOGISTICS, INC.**  
**Consolidated Statements of Income (Operations)**

	YEAR ENDED JUNE 30, 2013	YEAR ENDED JUNE 30, 2012
Revenue	\$310,835,104	\$297,003,096
Cost of transportation	222,402,301	212,294,364
Net revenues	<u>88,432,803</u>	<u>84,708,732</u>
Agent commissions	52,465,832	52,427,051
Personnel costs	16,111,370	13,191,851
Selling, general and administrative expenses	9,770,287	11,348,154
Depreciation and amortization	3,943,795	3,142,849
Transition and lease termination costs	1,544,454	1,018,298
Change in contingent consideration	<u>(2,825,000)</u>	<u>(900,000)</u>
Total operating expenses	<u>81,010,738</u>	<u>80,228,203</u>
Income from operations	<u>7,422,065</u>	<u>4,480,529</u>
Other income (expense):		
Interest income	15,688	19,298
Interest expense	(2,015,944)	(1,269,439)
Gain on litigation settlement, net	368,162	—
Other	<u>346,617</u>	<u>323,620</u>
Total other expense	<u>(1,285,477)</u>	<u>(926,521)</u>
Income before income tax expense	6,136,588	3,554,008
Income tax expense	<u>(2,371,158)</u>	<u>(1,474,820)</u>
Net income	3,765,430	2,079,188
Less: Net income attributable to non-controlling interest	<u>(107,972)</u>	<u>(177,794)</u>
Net income attributable to Radiant Logistics, Inc.	<u>\$ 3,657,458</u>	<u>\$ 1,901,394</u>
Net income per common share – basic	\$ 0.11	\$ 0.06
Net income per common share – diluted	\$ 0.10	\$ 0.05
Weighted average shares outstanding:		
Basic shares	33,120,767	32,260,375
Diluted shares	35,690,119	35,113,021

The accompanying notes form an integral part of these consolidated financial statements.

**RADIANT LOGISTICS, INC.**  
**Consolidated Statements of Stockholders' Equity**

	RADIANT LOGISTICS, INC. STOCKHOLDERS							TOTAL STOCKHOLDERS' EQUITY
	COMMON SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL	TREASURY STOCK	DEFERRED COMPENSATION	RETAINED EARNINGS (DEFICIT)	NON- CONTROLLING INTEREST	
Balance as of June 30, 2011	31,676,438	\$18,051	\$11,060,701	\$(1,407,455)	\$ —	\$(3,615,322)	\$ 93,757	\$ 6,149,732
Issuance of common stock to the former Adcom shareholder per earn-out agreement at \$2.29 per share	134,475	134	308,414	—	—	—	—	308,548
Issuance of common stock related to funding for ISLA acquisition at \$2.35 per share	500,000	500	1,174,500	—	—	—	—	1,175,000
Issuance of common stock related to purchase of ISLA at \$2.40 per share	552,333	552	1,324,448	—	—	—	—	1,325,000
Issuance of common stock related to purchase of ALBS at \$2.07 per share	142,489	143	294,857	—	—	—	—	295,000
Share-based compensation	—	—	225,991	—	—	—	—	225,991
Exercise of stock options	20,130	20	5,658	—	—	—	—	5,678
Tax benefit from exercise of stock options	—	—	11,954	—	—	—	—	11,954
Retirement of treasury stock	—	(4,919)	(1,402,536)	1,407,455	—	—	—	—
Distributions to non-controlling interest	—	—	—	—	—	—	(174,000)	(174,000)
Net income for the year ended June 30, 2012	—	—	—	—	—	1,901,394	177,794	2,079,188
Balance as of June 30, 2012	33,025,865	\$14,481	\$13,003,987	\$ —	—	\$(1,713,928)	\$ 97,551	\$11,402,091
Issuance of common stock to the former Adcom shareholder per earn-out agreement at \$1.71 per share	252,362	252	431,860	—	—	—	—	432,112
Share-based compensation	—	—	358,388	—	—	—	—	358,388
Grant of restricted stock awards at \$1.62 per share	15,565	16	25,199	—	(25,215)	—	—	—
Amortization of deferred compensation	—	—	—	—	10,963	—	—	10,963
Exercise of stock options	30,000	30	4,770	—	—	—	—	4,800
Cashless exercise of stock options	24,374	24	(24)	—	—	—	—	—
Tax benefit from exercise of stock options	—	—	48,977	—	—	—	—	48,977
Distributions to non-controlling interest	—	—	—	—	—	—	(138,000)	(138,000)
Net income for the year ended June 30, 2013	—	—	—	—	—	3,657,458	107,972	3,765,430
Balance as of June 30, 2013	33,348,166	\$14,803	\$13,873,157	\$ —	\$(14,252)	\$ 1,943,530	\$ 67,523	\$15,884,761

The accompanying notes form an integral part of these consolidated financial statements.

**RADIANT LOGISTICS, INC.**  
**Consolidated Statements of Cash Flows**

	<u>YEAR ENDED</u> <u>JUNE 30, 2013</u>	<u>YEAR ENDED</u> <u>JUNE 30, 2012</u>
<b>CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:</b>		
Net income	\$ 3,657,458	\$ 1,901,394
<b>ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:</b>		
share-based compensation expense	369,351	225,991
amortization of intangibles	3,314,616	2,636,145
depreciation and leasehold amortization	629,179	506,704
deferred income tax (benefit)	(300,269)	(61,320)
amortization of loan fees and original issue discount	280,790	143,852
change in contingent consideration	(2,825,000)	(900,000)
gain on litigation settlement	(698,623)	—
lease termination costs	1,439,018	—
change in non-controlling interest	107,972	177,794
loss on disposal of fixed assets	13,061	—
change in (recovery of) provision for doubtful accounts	133,976	(280,565)
<b>CHANGE IN OPERATING ASSETS AND LIABILITIES:</b>		
accounts receivable	(484,383)	(10,081,398)
employee and other receivables	(37,017)	48,801
income tax deposit and income taxes payable	372,819	(345,247)
prepaid expenses, deposits and other assets	183,253	(772,082)
accounts payable and accrued transportation costs	(4,044,136)	11,003,181
commissions payable	1,390,029	(602,575)
other accrued costs	134,971	48,902
other liabilities	(62,843)	(135,927)
deferred rent liability	(1,237)	48,891
lease termination liability	(674,349)	—
Net cash provided by operating activities	<u>2,898,636</u>	<u>3,562,541</u>
<b>CASH FLOWS USED FOR INVESTING ACTIVITIES:</b>		
Acquisitions during fiscal year 2013, net of acquired cash of \$3,278	(625,128)	—
Acquisition of ISLA International, Ltd.	—	(7,656,582)
Acquisition of Brunswicks Logistics, Inc. d/b/a/ ALBS Logistics, Inc.	—	(2,655,000)
Purchase of furniture and equipment	(323,430)	(701,062)
Payments to former shareholders of acquired operations	(1,583,489)	(515,525)
Net cash used for investing activities	<u>(2,532,047)</u>	<u>(11,528,169)</u>
<b>CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:</b>		
Proceeds from (repayments to) credit facility, net of credit fees	1,442,030	(617,858)
Proceeds from debt issuance to Caltius, net of debt issuance costs of \$637,407	—	9,362,593
Repayments of notes payable to former shareholders of DBA	(767,092)	(865,817)
Distributions to non-controlling interest	(138,000)	(174,000)
Cost of shelf registration statement	—	(124,219)
Proceeds from exercise of stock options	4,800	5,678
Tax benefit from exercise of stock options	48,977	11,954
Net cash provided by financing activities	<u>590,715</u>	<u>7,598,331</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u>957,304</u>	<u>(367,297)</u>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<u>66,888</u>	<u>434,185</u>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<u>\$ 1,024,192</u>	<u>\$ 66,888</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Income taxes paid	\$ 2,332,558	\$ 1,910,955
Interest paid	\$ 1,735,500	\$ 879,796

(continued)

**RADIANT LOGISTICS, INC.**  
**Consolidated Statements of Cash Flows (continued)**

**Supplemental disclosure of non-cash investing and financing activities:**

In December 2011, the Company issued 134,475 shares of common stock at a fair value of \$2.29 per share in satisfaction of the \$308,548 Adcom earn-out payment for the year ended June 30, 2011, resulting in a decrease to the amount due to former shareholders of acquired operations, an increase in common stock issuable of \$134 and an increase in additional paid-in capital of \$308,414.

In December 2011, the Company issued 500,000 shares of common stock at a fair value of \$2.35 per share related to the funding received from Caltius and used in the acquisition of ISLA, resulting in a decrease to notes payable and other long-term debt of \$1,175,000, an increase in common stock issuable of \$500 and an increase in additional paid-in capital of \$1,174,500.

In March 2012, the Company issued 552,333 shares of common stock at a fair value of \$2.40 per share in satisfaction of \$1,325,000 of the ISLA purchase price, resulting in a decrease to the amount due to former shareholders of acquired operations, an increase in common stock issuable of \$552 and an increase to additional paid-in-capital of \$1,324,448.

In May 2012, the Company issued 142,489 shares of common stock at a fair value of \$2.07 per share in satisfaction of \$295,000 of the ALBS purchase price, resulting in a decrease to the amount due to former shareholders of acquired operations, an increase in common stock issuable of \$143 and an increase to additional paid-in-capital of \$294,857.

In June 2012, \$864,224 was recorded as due to former shareholders of acquired operations and an increase to goodwill for the fourth annual earn-out from the Company's acquisition of Adcom.

In November 2012, the Company transferred accounts receivable of \$400,260 to the shareholders of Marvir Logistics, Inc. as part of the purchase price consideration.

In December 2012, an arbitrator awarded damages, net of interest, of \$698,623 from the former shareholders of DBA. The award has been off-set against amounts due to former shareholders of acquired operations.

In March 2013, the Company issued 252,362 shares of common stock at a fair value of \$1.71 per share in satisfaction of the \$432,112 Adcom earn-out payment for the year ended June 30, 2012, resulting in a decrease to the amount due to former shareholders of acquired operations, an increase in common stock of \$252 and an increase in additional paid-in capital of \$431,860.

The accompanying notes form an integral part of these consolidated financial statements.



**RADIANT LOGISTICS, INC.**  
**Notes to the Consolidated Financial Statements**

**NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION**

**The Company**

Radiant Logistics, Inc. (the “Company”) is a non-asset based transportation and logistics services company providing customers domestic and international freight forwarding services and other value added supply chain management services, including order fulfillment, inventory management and warehousing. The Company is executing a strategy to expand operations through a combination of organic growth and the strategic acquisition of non-asset based transportation and logistics providers meeting the Company’s acquisition criteria.

The Company’s first acquisition of Airgroup Corporation (“Airgroup”) was completed on January 1, 2006. Airgroup, headquartered in Bellevue, Washington, is a non-asset based logistics company providing domestic and international freight forwarding services through a network of independent agent offices across North America.

The Company continues to seek additional companies as suitable acquisition candidates and has completed seven acquisitions since its acquisition of Airgroup. In November 2007, the Company acquired certain assets of Automotive Services Group in Detroit, Michigan to service the automotive industry. In September 2008, the Company acquired Adcom Express, Inc. d/b/a Adcom Worldwide (“Adcom”), adding an additional 30 locations across North America and augmenting the Company’s overall domestic and international freight forwarding capabilities. In April 2011, the Company acquired DBA Distribution Services, Inc., d/b/a Distribution by Air (“DBA”), adding an additional 26 locations across North America, further expanding the Company’s physical network and service capabilities. In December 2011, the Company acquired Laredo, Texas based ISLA International, Ltd. (“ISLA”) to serve as the Company’s gateway to Mexico. In February 2012, the Company acquired New York-JFK based Brunswicks Logistics, Inc. d/b/a ALBS Logistics, Inc. (“ALBS”), a strategic location for domestic and international logistics services. In November 2012, the Company acquired certain assets of Los Angeles, California based Marvir Logistics, Inc., (“Marvir”) an independent operating partner since 2006. On December 31, 2012, the Company acquired International Freight Systems of Oregon, Inc. (“IFS”) an independent operating partner since January 2007.

In connection with the acquisition of Adcom, the Company changed the name of Airgroup Corporation to Radiant Global Logistics, Inc. (“RGL”) in order to better position its centralized back-office operations to service a multi-brand network. RGL, through the Radiant, Airgroup, Adcom and DBA network brands, has a diversified account base including manufacturers, distributors and retailers using a network of independent carriers through a combination of company-owned and independent agency offices and international agents positioned strategically around the world.

The Company’s growth strategy will continue to focus on both organic growth and growth through acquisitions. For organic growth, the Company will focus on strengthening and retaining existing, and expanding new, customer agency relationships. Since the Company’s acquisition of Airgroup in January 2006, the Company has focused its efforts on the build-out of its network of independent agency offices, as well as enhancing its back-office infrastructure, transportation and accounting systems. In addition to the focus on organic growth, the Company will continue to search for targets that fit within its acquisition criteria.

**Basis of Presentation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries as well as a single variable interest entity, Radiant Logistics Partners, LLC (“RLP”), which is 40% owned by RGL, and 60% owned by Radiant Capital Partners, LLC (“RCP”, see Note 8), an affiliate of Bohn H. Crain, the Company’s Chief Executive Officer, whose accounts are included in the consolidated financial statements. All significant intercompany balances and transactions have been eliminated.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **a) Use of Estimates**

The preparation of financial statements and related disclosures in accordance with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include revenue recognition, accruals for the cost of purchased transportation, the fair value of acquired assets and liabilities, changes in contingent consideration, accounting for the issuance of shares and share-based compensation, the assessment of the recoverability of long-lived assets and goodwill, and the establishment of an allowance for doubtful accounts. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the period that they are determined to be necessary. Actual results could differ from those estimates.

### **b) Fair Value Measurements**

In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

### **c) Fair Value of Financial Instruments**

The fair values of the Company’s receivables, income tax deposit, accounts payable and accrued transportation costs, commissions payable, other accrued costs, income taxes payable and amounts due to former shareholders of acquired operations approximate the carrying values due to the relatively short maturities of these instruments. The fair value of the Company’s credit facility, DBA notes payable, and other long-term liabilities would not differ significantly from the recorded amount if recalculated based on current interest rates. The fair value of the subordinated Caltius notes payable is not practicable to determine given the complex terms associated with this instrument. Contingent consideration attributable to the Company’s recent acquisitions of ISLA, ALBS, Marvir and IFS are reported at fair value.

### **d) Cash and Cash Equivalents**

For purposes of the statements of cash flows, cash equivalents include all highly-liquid investments with original maturities of three months or less that are not securing any corporate obligations. Checks issued by the Company that have not yet been presented to the bank for payment are reported as accounts payable and commissions payable in the accompanying consolidated balance sheets. Accounts payable and commissions payable includes outstanding payments which had not yet been presented to the bank for payment in the amounts of \$4,775,189 and \$4,275,239 as of June 30, 2013 and 2012, respectively.

### **e) Concentrations**

The Company maintains its cash in bank deposit accounts that, at times, may exceed federally-insured limits. The Company has not experienced any losses in such accounts.

### **f) Accounts Receivable**

The Company’s receivables are recorded when billed and represent claims against third parties that will be settled in cash. The carrying value of the Company’s receivables, net of the allowance for doubtful accounts,

represents their estimated net realizable value. The Company evaluates the collectability of accounts receivable on a customer-by-customer basis. The Company records a reserve for bad debts against amounts due to reduce the net recognized receivable to an amount the Company believes will be reasonably collected. The reserve is a discretionary amount determined from the analysis of the aging of the accounts receivables, historical experience and knowledge of specific customers.

The Company derives a substantial portion of its revenue through independently-owned agent offices operating under the various Company brands. Each individual agent office is responsible for some or all of the bad debt expense related to the underlying customers being serviced by the office. To facilitate this arrangement, each office is required to maintain a security deposit with the Company that is recognized as a liability in the Company's financial statements. The Company charges each individual office's bad debt reserve account for any accounts receivable aged beyond 90 days. The bad debt reserve account is continually replenished with a portion (typically 5% – 10%) of the office's weekly commission check being directed to fund this account. However, the bad debt reserve account may carry a deficit balance when amounts charged to this reserve exceed amounts otherwise available in the bad debt reserve account. In these circumstances, deficit bad debt reserve accounts are recognized as a receivable in the Company's financial statements. Further, the agency agreements provide that the Company may withhold all or a portion of future commission checks payable to the individual office in satisfaction of any deficit balance. Currently, a number of the Company's agency offices have a deficit balance in their bad debt reserve account. The Company expects to replenish these funds through the future business operations of these offices. However, to the extent any of these offices were to cease operations or otherwise be unable to replenish these deficit accounts, the Company would be at risk of loss for any such amount. The Company is currently in collection proceedings against two customers who owe the Company approximately \$1.1 million. The Company has expensed its portion of these amounts. While there can be no assurance as to the amount that may be recovered in the future, the Company does not believe its exposure to these customers will be material based upon, among others: (i) the Company's historic collection experience; (ii) the portion of the bad debt recoverable from the individual agency location responsible for the account; and (iii) the anticipated recovery likely from these customers.

#### **g) Furniture and Equipment**

Technology (computer software, hardware, and communications), furniture, and equipment are stated at cost, less accumulated depreciation over the estimated useful lives of the respective assets. Depreciation is computed using five to seven year lives for vehicles, communication, office, furniture, and computer equipment using the straight line method of depreciation. Computer software is depreciated over a three year life using the straight line method of depreciation. For leasehold improvements, the cost is depreciated over the shorter of the lease term or useful life on a straight line basis. Upon retirement or other disposition of these assets, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss, if any, is reflected in other income or expense. Expenditures for maintenance, repairs and renewals of minor items are charged to expense as incurred. Major renewals and improvements are capitalized.

#### **h) Goodwill**

Goodwill represents the excess of purchase price over the value assigned to the net tangible and identifiable intangible assets of a business acquired. The Company typically performs its annual goodwill impairment test effective as of April 1 of each year, unless events or circumstances indicate impairment may have occurred before that time. The Company assesses qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. After assessing qualitative factors, the Company determined that no further testing was necessary. If further testing was necessary, the Company would have performed a two-step impairment test for goodwill. The first step requires the Company to determine the fair value of each reporting unit, and compare the fair value to the reporting unit's carrying amount. The Company has only one reporting unit. To the extent a reporting unit's carrying amount exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform a second

more detailed impairment assessment. The second impairment assessment involves allocating the reporting unit's fair value to all of its recognized and unrecognized assets and liabilities in order to determine the implied fair value of the reporting unit's goodwill as of the assessment date. The implied fair value of the reporting unit's goodwill is then compared to the carrying amount of goodwill to quantify an impairment charge as of the assessment date. As of June 30, 2013, management believes there are no indications of impairment.

The table below reflects changes in goodwill for the years ending June 30:

	<u>2013</u>	<u>2012</u>
Goodwill, beginning of year	\$14,951,217	\$ 6,650,008
2013 acquisitions	1,001,327	—
ISLA acquisition	—	5,095,870
ALBS acquisition	—	2,341,115
Adcom earn-out	—	864,224
Goodwill, end of year	<u>\$15,952,544</u>	<u>\$14,951,217</u>

#### **i) Long-Lived Assets**

Acquired intangibles consist of customer related intangibles and non-compete agreements arising from the Company's acquisitions. Customer related intangibles are amortized using accelerated methods over approximately five years and non-compete agreements are amortized using the straight line method over the term of the underlying agreements.

The Company reviews long-lived assets to be held-and-used for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows over the remaining useful life of a long-lived asset is less than its carrying amount, the asset is considered to be impaired. Impairment losses are measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risks associated with the recovery of the asset. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. Management has performed a review of all long-lived assets and has determined no impairment of the respective carrying value has occurred as of June 30, 2013.

#### **j) Business Combinations**

The Company accounts for business combinations using the purchase method of accounting and allocates the purchase price to the tangible and intangible assets acquired and the liabilities assumed based upon their estimated fair values at the acquisition date. The difference between the purchase price and the fair value of the net assets acquired is recorded as goodwill. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the consolidated statements of income.

The fair values of intangible assets acquired are estimated using a discounted cash flow approach with Level 3 inputs. Under this method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows (excess earnings) attributable solely to the intangible asset over its remaining useful life. To calculate fair value, the Company uses risk-adjusted cash flows discounted at rates considered appropriate given the inherent risks associated with each type of asset. The Company believes the level and timing of cash flows appropriately reflects market participant assumptions.

The Company determines the acquisition date fair value of the contingent consideration payable based on the likelihood of paying the contingent consideration as part of the consideration transferred. The fair value is estimated using projected future operating results and the corresponding future earn-out payments that can be earned upon the achievement of specified operating objectives and financial results by our acquired companies using Level 3 inputs and the amounts are then discounted to present value. These liabilities are measured quarterly at fair value, and any change in the contingent liability is included in the consolidated statements of income.

**k) Commitments**

The Company has operating lease commitments for equipment rentals, office space, and warehouse space under non-cancelable operating leases expiring at various dates through May 2021. Rent expense is recognized straight line over the term of the lease. Minimum future lease payments (excluding the lease termination liability) under these non-cancelable operating leases for the next five fiscal years ending June 30 and thereafter are as follows:

2014	\$1,284,589
2015	922,951
2016	473,238
2017	313,648
2018	325,239
Thereafter	<u>977,017</u>
Total minimum lease payments	<u><u>\$4,296,682</u></u>

Rent expense amounted to \$1,895,590 and \$2,025,548 for the years ended June 30, 2013 and 2012.

**l) Lease Termination Costs**

Lease termination costs consist of expenses related to future rent payments for which we no longer intend to receive any economic benefit. A liability is recorded when we cease to use leased space. Lease termination costs are calculated as the present value of lease payments, net of expected sublease income, and the loss on disposition of assets. During the year ended June 30, 2013, the Company recorded a lease termination liability of \$1,334,490 related to the lease termination, and paid \$674,349 of the liability.

**m) 401(k) Savings Plan**

The Company has an employee savings plan under which the Company provides safe harbor matching contributions. During the years ended June 30, 2013 and 2012, the Company's contributions under the plans were \$266,788 and \$176,855, respectively.

**n) Income Taxes**

Deferred income taxes are reported using the liability method. Deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company reports a liability for unrecognized tax benefits resulting from uncertain income tax positions taken or expected to be taken in an income tax return. Estimated interest and penalties are recorded as a component of interest expense or other expense, respectively.



**o) Revenue Recognition and Purchased Transportation Costs**

The Company is the primary obligor responsible for providing the service desired by the customer and is responsible for fulfillment, including the acceptability of the service(s) ordered or purchased by the customer. At the Company's sole discretion, it sets the prices charged to its customers, and is not required to obtain approval or consent from any other party in establishing its prices. The Company has multiple suppliers for the services it sells to its customers, and has the absolute and complete discretion and right to select the supplier that will provide the product(s) or service(s) ordered by a customer, including changing the supplier on a shipment-by-shipment basis. In most cases, the Company determines the nature, type, characteristics, and specifications of the service(s) ordered by the customer. The Company also assumes credit risk for the amount billed to the customer.

As a non-asset based carrier, the Company does not own transportation assets. The Company generates the major portion of its freight forwarding revenues by purchasing transportation services from direct (asset-based) carriers and reselling those services to its customers. Based upon the terms in the contract of carriage, revenues related to shipments where the Company issues a House Airway Bill or a House Ocean Bill of Lading are recognized at the time the freight is tendered to the direct carrier at origin net of taxes. Costs related to the shipments are also recognized at this same time based upon anticipated margins, contractual arrangements with direct carriers, and other known factors. The estimates are routinely monitored and compared to actual invoiced costs. The estimates are adjusted as deemed necessary by the Company to reflect differences between the original accruals and actual costs of purchased transportation.

This method generally results in recognition of revenues and purchased transportation costs earlier than the preferred methods under GAAP which does not recognize revenue until a proof of delivery is received or which recognizes revenue as progress on the transit is made. The Company's method of revenue and cost recognition does not result in a material difference from amounts that would be reported under such other methods.

All other revenue, including revenue from other value added services including brokerage, warehousing and fulfillment services, is recognized upon completion of the service.

**p) Share-Based Compensation**

The Company has issued restricted stock awards and stock options to certain directors, officers and employees. The Company accounts for share-based compensation under the fair value recognition provisions such that compensation cost is measured at the grant date based on the value of the award and is expensed ratably over the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including estimating the percentage of awards that will be forfeited, stock volatility, the expected life of the award, and other inputs. If actual forfeitures differ significantly from the estimates, share-based compensation expense and the Company's results of operations could be materially impacted. The Company issues new shares of common stock to satisfy exercises and vesting of awards granted under our stock plan.

The Company recorded share-based compensation expense of \$369,351 and \$225,991 for the years ended June 30, 2013 and 2012, respectively.

**q) Basic and Diluted Income Per Share**

Basic income per share is computed by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding. Diluted income per share is computed similar to basic income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares, such as stock awards and stock options, had been issued and if the additional common shares were dilutive.

For the year ended June 30, 2013, the weighted average outstanding number of potentially dilutive common shares totaled 35,690,119 shares of common stock, including unvested restricted stock awards and options to purchase 5,255,781 shares of common stock as of June 30, 2013, of which 1,334,522 were excluded as their

effect would have been antidilutive. For the year ended June 30, 2012, the weighted average outstanding number of potentially dilutive common shares totaled 35,113,021 shares of common stock, including options to purchase 4,873,174 shares of common stock as of June 30, 2012, of which 1,190,803 were excluded as their effect would have been antidilutive.

The following table reconciles the numerator and denominator of the basic and diluted per share computations for earnings per share as follows:

	Year ended June 30, 2013	Year ended June 30, 2012
Weighted average basic shares outstanding	33,120,767	32,260,375
Dilutive effect of share-based awards	<u>2,569,352</u>	<u>2,852,646</u>
Weighted average dilutive shares outstanding	<u>35,690,119</u>	<u>35,113,021</u>

**r) Comprehensive Income**

The Company has no components of Other Comprehensive Income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

**s) Reclassifications**

Certain amounts for prior periods have been reclassified in the consolidated financial statements to conform to the classification used in fiscal year 2013.

**NOTE 3 – BUSINESS ACQUISITIONS**

**Acquisition of Adcom Express, Inc.**

On September 5, 2008, the Company entered into and closed a Stock Purchase Agreement (the “SPA”) pursuant to which it acquired Adcom, a privately-held Minnesota corporation founded in 1978. At the time of the acquisition, Adcom provided a full range of domestic and international freight forwarding solutions to a diversified account base including manufacturers, distributors and retailers through a combination of three company-owned and twenty-seven independent agency locations across North America.

Through the final earn-out period ended June 30, 2012, the former Adcom shareholders earned a total of \$2,318,365 in base earn-out payments. Of this amount, \$1,319,195 was paid in cash and \$999,170 was settled in stock.

**Acquisition of DBA Distribution Services, Inc.**

On April 6, 2011, the Company closed on an Agreement and Plan of Merger (the “DBA Agreement”) pursuant to which the Company acquired DBA, a privately-held New Jersey corporation founded in 1981. At the time of the acquisition, DBA serviced a diversified account base including manufacturers, distributors and retailers through a combination of company-owned logistics offices located in Somerset, New Jersey and Los Angeles, California and twenty-four agency offices located across North America. For financial accounting purposes, the transaction was deemed to be effective as of April 1, 2011. The shares of DBA were acquired by the Company via a merger transaction pursuant to which DBA was merged into a newly-formed subsidiary of the Company. The \$12.0 million purchase price consisted of \$5.4 million paid in cash at closing, the delivery of \$4.8 million in Company notes (see Note 6), and \$1.8 million payable in cash in connection with the achievement of certain integration milestones, which was partially offset by damage awards in favor of the Company under an arbitration action between the Company and the former shareholders of DBA.

In February 2012, the Company initiated an arbitration action asserting claims for indemnification against the former shareholders of DBA under the DBA Agreement. In December 2012, an arbitrator awarded the Company net damages of \$698,623 from the former shareholders of DBA, finding that the former shareholders breached certain representations and warranties contained in the DBA Agreement. The award also provided that the former DBA shareholders and Mr. Pollara must pay the Company's administrative fees, compensation and expenses of the arbitrator associated with the arbitration. The award has been off-set against amounts due to former shareholders of acquired operations. The gain on litigation settlement was recorded net of judgment interest and associated legal costs (see Note 12).

The Company incurred \$1,018,298 of non-recurring transition and lease termination costs for the year ended June 30, 2012, consisting principally of personnel, general and administrative costs that were eliminated in connection with the winding down of DBA's historical back-office operations and transitioning them to the corporate headquarters. These costs are reported as a separate line item on the face of the Company's consolidated statements of income.

#### **Acquisition of ISLA International, Ltd.**

On December 1, 2011, through a wholly-owned subsidiary, RGL, the Company acquired the operations and substantially all of the assets of Laredo, Texas based ISLA, a privately-held company founded in 1996. At the time of the acquisition, ISLA provided bilingual expertise in both north and south bound cross-border transportation and logistics services to a diversified account base including manufacturers in the automotive, appliance, electronics and consumer packaged goods industries from its strategically-aligned location in Laredo, Texas and serves as the Company's gateway to the Mexico markets. The transaction was structured as an asset purchase and valued at up to approximately \$14.957 million, consisting of \$7.657 million paid in cash at closing, \$1.325 million paid through the issuance of the Company's common stock, and up to \$5.975 million in aggregate earn-out payments covering the four-year earn-out period immediately following closing. The various earn-out payments shall be made in a combination of cash and common stock, as the Company may elect to satisfy up to 25% of each of the earn-out payments through the issuance of its common stock valued based upon a 30-day volume weighted average price to be calculated preceding the delivery of the shares.

#### **Acquisition of Brunswicks Logistics, Inc.**

On February 27, 2012, through a wholly-owned subsidiary, RGL, the Company acquired the operations and substantially all of the assets of New York based ALBS, a privately-held company founded in 1997. At the time of the acquisition, ALBS provided a full range of domestic and international transportation and logistics services across North America to a diversified account base including manufacturers, distributors and retailers from its strategic international gateway location at New York-JFK airport. The transaction was structured as an asset purchase and valued at up to approximately \$7.275 million, consisting of \$2.655 million paid in cash at closing, \$295,000 paid through the issuance of the Company's common stock, and up to \$4.325 million in aggregate earn-out payments covering the four-year earn-out period immediately following closing.

#### **Fiscal Year 2013 Acquisitions**

During fiscal year 2013, the Company made two business acquisitions. Effective November 1, 2012, we acquired the assets and operations of our Los Angeles, California operating partner Marvir. Effective December 31, 2012, we acquired the stock of our Portland, Oregon operating partner IFS. The acquisition date fair value of the consideration transferred consisted of the following:

Fair value of consideration transferred	
Cash, net of cash acquired	\$ 625,128
Accounts receivable	400,260
Contingent consideration	650,000
Total	<u>\$1,675,388</u>

The contingent consideration arrangements may require the Company to pay a total of an additional \$1,500,000 in cash if each of the fiscal year 2013 acquisitions meets the specified operating objectives and financial results in their respective purchase agreements. The purchase price allocations for the fiscal year 2013 acquisitions are as follows:

Current assets	\$ 181,623
Furniture and equipment	12,000
Intangibles	822,967
Goodwill	<u>1,001,327</u>
Total assets acquired	2,017,917
Current liabilities	109,901
Due to former shareholders of subsidiaries	50,000
Long-term deferred tax liability	<u>182,628</u>
Total liabilities acquired	342,529
Net assets acquired	<u><u>\$1,675,388</u></u>

The results of operations for the businesses acquired are included in our financial statements as of the date of purchase.

In December 2012, the Company combined our two company-owned locations in Los Angeles. The Company recorded non-recurring transition and lease termination costs of \$1,544,454 for the year ended June 30, 2013. The costs consist of future rent expenses emanating from the relocation of the former DBA facility in Los Angeles to a new location of \$1,334,490, certain personnel costs that are being eliminated in connection with the combination of the historical DBA and Marvir locations in Los Angeles of \$105,436, and a loss on disposal of furniture and equipment of \$104,528. The lease termination costs and the related liabilities are recorded separately in the accompanying consolidated financial statements.

#### NOTE 4 – FURNITURE AND EQUIPMENT

	June 30, 2013	June 30, 2012
Vehicles	\$ 30,288	\$ 30,288
Communication equipment	36,341	30,006
Office equipment	313,721	529,716
Furniture and fixtures	197,710	212,058
Computer equipment	621,511	715,854
Computer software	1,816,332	1,698,123
Leasehold improvements	<u>752,723</u>	<u>846,659</u>
	3,768,626	4,062,704
Less: Accumulated depreciation and amortization	<u>(2,478,808)</u>	<u>(2,327,547)</u>
Furniture and equipment, net	<u><u>\$ 1,289,818</u></u>	<u><u>\$ 1,735,157</u></u>

Depreciation and amortization expense related to furniture and equipment was \$629,179 and \$506,704 for the years ended June 30, 2013 and 2012, respectively.

## NOTE 5 – ACQUIRED INTANGIBLE ASSETS

The table below reflects acquired intangible assets related to the acquisitions of Airgroup, Automotive Services Group, Adcom, DBA, ISLA, ALBS, Marvir and IFS:

	Year ended June 30, 2013		Year ended June 30, 2012	
	Gross carrying amount	Accumulated Amortization	Gross carrying amount	Accumulated Amortization
Amortizable intangible assets:				
Customer related	\$19,505,640	\$10,511,810	\$18,712,673	\$7,275,865
Covenants not to compete	450,000	212,667	420,000	133,996
Total	<u>\$19,955,640</u>	<u>\$10,724,477</u>	<u>\$19,132,673</u>	<u>\$7,409,861</u>
Aggregate amortization expense:				
For the year ended June 30, 2013		\$ 3,314,616		
For the year ended June 30, 2012		\$ 2,636,145		
Aggregate amortization expense for the years ended June 30:				
2014		\$ 2,350,175		
2015		1,849,111		
2016		2,954,003		
2017		1,966,974		
2018		110,900		
Total		<u>\$ 9,231,163</u>		

## NOTE 6 – NOTES PAYABLE AND OTHER LONG-TERM DEBT

Notes payable and other long-term debt consist of the following:

	June 30, 2013	June 30, 2012
Notes Payable – Caltius	\$10,000,000	\$10,000,000
Less: Original Issue Discount, net	(899,700)	(1,081,739)
Less: Debt Issuance Costs, net	(488,065)	(586,816)
Total Caltius Senior Subordinated Notes, net	8,612,235	8,331,445
Notes Payable – DBA shareholders	767,091	1,534,183
Long-Term Credit Facility	8,601,189	7,159,159
Total notes payable and other long-term debt	17,980,515	17,024,787
Less: Current portion	(767,091)	(767,092)
Total notes payable and other long-term debt	<u>\$17,213,424</u>	<u>\$16,257,695</u>

Future maturities of notes payable and other long-term debt for the years ending June 30 are as follows, without giving consideration to the refinancing of the Long-Term Credit Facility:

2014	\$ 767,091
2015	8,601,189
2016	—
2017	10,000,000
	<u>\$19,368,280</u>

### **Bank of America – Credit Facility**

As of June 30, 2013, the Company has a \$20.0 million senior credit facility (the “Credit Facility”) with Bank of America, N.A. (the “Lender”). The Credit Facility includes a \$1.0 million sublimit to support letters of credit and matures November 30, 2014, however was refinanced subsequent to year end (see Note 14). Borrowings accrue interest, at the Company’s option, at the Lender’s prime rate minus 0.75% to plus 0.50% or LIBOR plus 1.75% to 3.00%, and can be adjusted based on the Company’s performance relative to certain financial covenants. The Credit Facility is collateralized by the Company’s accounts receivable and other assets of its subsidiaries.

The available borrowing amount is limited to up to 80% of eligible domestic accounts receivable and up to 60% of eligible foreign accounts receivable, and is available to fund future acquisitions, capital expenditures or for other corporate purposes. The terms of the Credit Facility are subject to customary financial and operational covenants, including covenants that may limit or restrict the ability to, among other things, borrow under the Credit facility, incur indebtedness from other lenders, and make acquisitions. As of June 30, 2013, the Company was in compliance with all of its covenants.

The Company had \$8,601,189 and \$7,159,159 in advances under the Credit Facility as of June 30, 2013 and 2012, respectively.

As of June 30, 2013, based on available collateral and \$286,800 in outstanding letter of credit commitments, there was \$11,112,011 available for borrowing under the Credit Facility based on advances outstanding.

### **Caltius Senior Subordinated Notes**

In connection with the Company’s acquisition of ISLA, the Company entered into an Investment Agreement with Caltius Partners IV, LP and Caltius Partners Executive IV, LP (collectively, “Caltius”). Under the Investment Agreement, Caltius provided the Company with a \$10.0 million aggregate principal amount evidenced by the issuance of senior subordinated notes (the “Senior Subordinated Notes”), the net proceeds of which were primarily used to finance the cash payments due at closing of the ISLA transaction. The Senior Subordinated Notes accrue interest at the rate of 13.5% per annum (the “Accrual Rate”), and must be paid currently in cash on a quarterly basis at a rate of 11.75% per annum (the “Pay Rate”). The outstanding principal balance of the Senior Subordinated Notes will be increased by an amount (the “PIK Amount”) equal to the difference between interest accrued at the Accrual Rate and Interest Accrued at the Pay Rate unless the Company makes an election to pay the PIK Amount in cash. The Company has exercised its option to pay all PIK in cash. The Senior Subordinated Notes are non-amortizing, with all principal due upon maturity at December 1, 2016.

The terms of the Investment Agreement are subject to customary financial and operational covenants, including covenants that may limit or restrict the ability to, among other things, incur indebtedness from other lenders, and make acquisitions. As of June 30, 2013, the Company was in compliance with all of its covenants under the Investment Agreement.

### **DBA – Notes Payable**

In connection with the DBA acquisition, the Company issued notes payable in the amount of \$4.8 million payable to the former shareholders of DBA. The notes accrue interest at a rate of 6.5%, and such interest is payable quarterly. The Company elected to satisfy \$2.4 million of the notes through the issuance of the Company’s common stock. The principal amount of the notes is payable annually on April 6 with the final installment due in fiscal year 2014.

## **NOTE 7 – STOCKHOLDERS’ EQUITY**

### **Preferred Stock**

The Company is authorized to issue 5,000,000 shares of preferred stock, par value at \$.001 per share. As of June 30, 2013 and 2012, none of the shares were issued or outstanding.



## **Common Stock**

In November 2012, the Company's stockholders approved an amendment to our Certificate of Incorporation to increase the number of shares of common stock available for issuance from 50,000,000 shares to 100,000,000 shares.

## **Common Stock Repurchase Program**

During 2013, the Company's Board of Directors approved the repurchase of a maximum of 3,000,000 shares of Company common stock through December 31, 2013 to be retired as purchased. No shares have been repurchased during the year ended June 30, 2013.

During 2009, the Company's Board of Directors approved a stock repurchase program, pursuant to which up to 5,000,000 shares of its common stock could be repurchased under the program through December 31, 2010. The 4,919,239 shares held in treasury were retired during the year ended June 30, 2012.

## **NOTE 8 – VARIABLE INTEREST ENTITY AND RELATED PARTY TRANSACTIONS**

RLP is owned 40% by RGL and 60% by RCP, a company for which the Chief Executive Officer of the Company is the sole member. RLP is a certified minority business enterprise that was formed for the purpose of providing the Company with a national accounts strategy to pursue corporate and government accounts with diversity initiatives. RCP's ownership interest entitles it to a majority of the profits and distributable cash, if any, generated by RLP. The operations of RLP are intended to provide certain benefits to the Company, including expanding the scope of services offered by the Company and participating in supplier diversity programs not otherwise available to the Company. In the course of evaluating and approving the ownership structure, operations and economics emanating from RLP, a committee consisting of the independent Board member of the Company, considered, among other factors, the significant benefits provided to the Company through association with a minority business enterprises, particularly as many of the Company's largest current and potential customers have a need for diversity offerings. In addition, the Committee concluded that the economic relationship with RLP was on terms no less favorable to the Company than terms generally available from unaffiliated third parties.

Certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have the sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties are considered "variable interest entities". RLP qualifies as a variable interest entity and is included in the Company's consolidated financial statements.

For the year ended June 30, 2013, RLP recorded \$179,954 in profits, of which RCP's distributable share was \$107,972. For the year ended June 30, 2012, RLP recorded \$296,323 in profits, of which Mr. Crain's distributable share was \$177,794. The non-controlling interest recorded as a reduction of income on the consolidated statements of income represents RCP's distributive share.

The following table summarizes the balance sheets of RLP as of June 30:

	<u>2013</u>	<u>2012</u>
<b>ASSETS</b>		
Accounts receivable	\$ —	\$ 1,226
Accounts receivable – Radiant Logistics	118,791	183,987
Prepaid expenses and other current assets	<u>875</u>	<u>1,947</u>
Total assets	<u>\$119,666</u>	<u>\$187,160</u>
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Other accrued costs	<u>\$ 7,128</u>	<u>\$ 24,575</u>
Total liabilities	7,128	24,575
Partners' capital	<u>112,538</u>	<u>162,585</u>
Total liabilities and partners' capital	<u>\$119,666</u>	<u>\$187,160</u>

#### **NOTE 9 – FAIR VALUE MEASUREMENTS**

The following table sets forth the Company's financial liabilities measured at fair value on a recurring basis:

	<u>Fair Value Measurements as of June 30, 2013</u>	
	<u>Level 3</u>	<u>Total</u>
Contingent consideration	\$4,025,000	\$4,025,000
	<u>Fair Value Measurements as of June 30, 2012</u>	
	<u>Level 3</u>	<u>Total</u>
Contingent consideration	\$6,200,000	\$6,200,000

The Company has contingent obligations to transfer cash payments and equity shares to former shareholders of acquired operations in conjunction with certain acquisitions if specified operating results and financial objectives are met over the next three fiscal years. Contingent consideration is measured quarterly at fair value, and any change in the contingent liability is included in the consolidated statements of income. The Company recorded a decrease to contingent consideration of \$2,825,000 and \$900,000 for the years ended June 30, 2013 and 2012, respectively, primarily for the ISLA and ALBS acquisitions. The reductions in contingent consideration were a result of the acquisitions not meeting their anticipated financial targets and additionally management's judgment surrounding the projected future operating results of the acquired businesses relative to the specified operating objectives and financial targets associated with earn-outs in their respective agreements.

The Company uses projected future financial results based on recent and historical data to value the anticipated future earn-out payments. To calculate fair value, the future earn-out payments were then discounted using Level 3 inputs. The Company has classified the contingent consideration as Level 3 due to the lack of relevant observable market data over fair value inputs. The Company believes the discount rate used to discount the earn-out payments reflects market participant assumptions. Changes in assumptions and operating results could have a significant impact on the earn-out amount, up to a maximum of \$11,800,000 through earn-out periods measured through February 2016.

The following table provides a reconciliation of the beginning and ending liabilities for the liabilities measured at fair value using significant unobservable inputs (Level 3):

	<u>Contingent consideration</u>
Balance, July 1, 2011	\$ —
Increase related to accounting for acquisitions	7,100,000
Change in fair value	<u>(900,000)</u>
Balance, June 30, 2012	<u>\$ 6,200,000</u>
Increase related to accounting for acquisitions	650,000
Change in fair value	<u>(2,825,000)</u>
Balance, June 30, 2013	<u><u>\$ 4,025,000</u></u>

**NOTE 10 – PROVISION FOR INCOME TAXES**

	<u>June 30, 2013</u>	<u>June 30, 2012</u>
Current deferred tax assets:		
Allowance for doubtful accounts	\$ 549,345	\$ 498,435
Accruals	243,130	185,796
Deferred rent	<u>116,089</u>	<u>—</u>
Total current deferred tax assets	<u><u>\$ 908,564</u></u>	<u><u>\$ 684,231</u></u>
Long-term deferred tax assets (liabilities):		
Share-based compensation	\$ 580,202	\$ 431,009
Fixed asset basis differences	(387,526)	(483,486)
Goodwill deductible for tax purposes	384,349	459,554
Intangibles	(958,812)	(493,345)
Deferred rent	413,726	258,598
Other, net	<u>(105,372)</u>	<u>(139,071)</u>
Net long-term deferred tax assets (liabilities)	<u><u>\$ (73,433)</u></u>	<u><u>\$ 33,259</u></u>

Income tax expense attributable to operations is as follows:

	<u>Year ended June 30, 2013</u>	<u>Year ended June 30, 2012</u>
Current:		
Federal	\$2,186,852	\$1,374,450
State	484,575	161,700
Deferred:		
Federal	(268,663)	(54,865)
State	<u>(31,606)</u>	<u>(6,465)</u>
Net income tax expense	<u><u>\$2,371,158</u></u>	<u><u>\$1,474,820</u></u>

The following table reconciles income taxes based on the U.S. statutory tax rate to the Company's income tax expense:

	Year ended June 30, 2013	Year ended June 30, 2012
Tax expense at statutory rate	\$2,048,307	\$1,147,912
Permanent differences	34,825	29,939
Change in income taxes due to IRS audit	—	59,013
State income taxes	298,960	162,235
Other	(10,934)	75,721
Net income tax expense	<u>\$2,371,158</u>	<u>\$1,474,820</u>

Tax years which remain subject to examination by federal and state authorities are the years ended June 30, 2010 through June 30, 2013.

#### **NOTE 11 – SHARE-BASED COMPENSATION**

The Company has two stock-based plans: the 2005 Stock Incentive Plan (“2005 Plan”) and the 2012 Stock Option and Performance Award Plan (“2012 Plan”). Each plan authorizes the granting of up to 5,000,000 shares of the Company's common stock. The plans provide for the grant of stock options, stock appreciation rights, shares of restricted stock, RSUs, performance shares and performance units. Options are granted at exercise prices equal to the fair value of the common stock at the date of the grant and have a term of 10 years. Generally, grants under each plan vest 20% annually over a five year period from the date of grant.

#### **Stock Awards**

The Company granted restricted stock awards to certain employees in August 2012. The shares are restricted in transferability for a term of up to five years and are forfeited in the event the employee terminates employment prior to the lapse of the restriction. The awards generally vest ratably over a five year period. During the year ended June 30, 2013, the Company recognized share-based compensation expense of \$10,963 related to stock awards. The following table summarizes stock award activity under the plan for the year ended June 30, 2013:

	Number of Shares	Weighted Average Grant- date Fair value
Balance, July 1, 2012	—	\$ —
Granted	15,565	1.65
Vested	(4,761)	1.65
Balance, June 30, 2013	<u>10,804</u>	<u>\$1.65</u>

## Stock Options

During the years ended June 30, 2013 and 2012, the Company recognized share-based compensation expense related to stock options of \$358,388 and \$225,991, respectively. The following table summarizes the activity under the plan:

	Year ended June 30, 2013		Year ended June 30, 2012	
	Granted Shares	Weighted Average Exercise Price	Granted Shares	Weighted Average Exercise Price
Outstanding at beginning of year	4,873,174	\$ 0.95	3,865,242	\$ 0.58
Granted	746,688	1.80	1,094,278	2.25
Exercised	(70,000)	(0.18)	(20,130)	(0.28)
Forfeited	(294,081)	(1.68)	(66,216)	(0.58)
Outstanding at end of year	<u>5,255,781</u>	<u>\$ 1.05</u>	<u>4,873,174</u>	<u>\$ 0.95</u>
Exercisable at end of year	<u>3,613,287</u>	<u>\$ 0.65</u>	<u>3,261,834</u>	<u>\$ 0.55</u>
Non-vested at end of year	<u>1,642,494</u>	<u>\$ 1.88</u>	<u>1,611,340</u>	<u>\$ 1.76</u>

The fair value of each stock option grant is estimated as of the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Year ended June 30, 2013	Year ended June 30, 2012
Risk-Free Interest Rates	1.01%-1.35%	(0.82)%-(0.39)%
Expected Term	6.5yrs	6.5yrs
Expected Volatility	65.45%-68.49%	58.8%-71.8%
Expected Dividend Yield	0.00%	0.00%
Forfeiture Rate	0.00%	0.00%

As of June 30, 2013, the Company had approximately \$1,709,000 of total unrecognized share-based compensation costs relating to unvested stock options which is expected to be recognized over a weighted average period of 2.59 years.

The following table summarizes outstanding and exercisable options by price range as of June 30, 2013:

Exercise Prices	Number Outstanding as of June 30, 2013	Weighted Average Remaining Contractual Life-Years	Weighted Average Exercise Price	Aggregate Intrinsic Value as of June 30, 2013	Exercisable Options			
					Number Exercisable as of June 30, 2013	Weighted Average Remaining Contractual Life-Years	Weighted Average Exercise Price	Aggregate Intrinsic Value as of June 30, 2013
\$0.00 - \$0.24	461,000	5.01	\$0.18	\$ 816,170	421,000	4.96	\$0.18	\$ 745,370
\$0.25 - \$0.49	790,000	3.94	0.40	1,224,300	700,000	3.66	0.42	1,074,000
\$0.50 - \$0.74	1,216,100	2.67	0.52	1,737,935	1,200,553	2.61	0.52	1,716,947
\$0.75 - \$0.99	1,000,000	2.30	0.75	1,200,000	1,000,000	2.30	0.75	1,200,000
\$1.00 - \$1.24	10,000	3.22	1.01	9,400	10,000	3.22	1.01	9,400
\$1.25 - \$1.49	159,811	8.19	1.34	97,377	43,974	7.65	1.30	28,583
\$1.50 - \$1.74	33,991	9.37	1.53	14,276	—	—	—	—
\$1.75 - \$1.99	545,586	9.70	1.93	10,542	10,000	8.84	1.84	1,100
\$2.00 - \$2.24	271,322	8.77	2.11	—	54,299	8.77	2.11	—
\$2.25 - \$2.49	767,971	8.34	2.36	—	173,461	8.28	2.35	—
Total	<u>5,255,781</u>	<u>5.08</u>	<u>\$1.05</u>	<u>\$5,110,000</u>	<u>3,613,287</u>	<u>3.45</u>	<u>\$ .65</u>	<u>\$4,775,400</u>

## NOTE 12 – CONTINGENCIES

### Legal Proceedings

In December 2012, an arbitrator awarded the Company net damages of \$698,623 from the former shareholders of DBA, finding that the former shareholders breached certain representations and warranties contained in the DBA Agreement. In addition, the arbitrator found that Paul Pollara breached his noncompetition obligation to the Company and enjoined Mr. Pollara from engaging in any activity in contravention of his obligations of noncompetition and non-solicitation, including activities that relate to Santini Productions and his spouse, Bretta Santini Pollara until March 2016. The award also provided that the former DBA Shareholders and Mr. Pollara must pay to the Company the administrative fees, compensation and expenses of the arbitrator associated with the arbitration. The award has been off-set against amounts due to former shareholders of acquired operations. The gain on litigation settlement was recorded net of judgment interest and associated legal costs.

In a related matter, in December 2011, Ms. Pollara filed a claim for declaratory relief against the Company seeking an order stipulating that she is not bound by the non-compete covenant contained within the DBA Agreement signed by her husband, Mr. Pollara. On January 23, 2012, the Company filed a counterclaim against Ms. Pollara, her company Santini Productions, Daniel Reffner (a former employee of the Company now working for Ms. Pollara), and Oceanair, Inc. (“Oceanair”, a company doing business with Santini Productions). The Company’s counterclaim alleges claims for statutory and common law misappropriation of trade secrets, breach of duty of loyalty, and unfair competition, and seeks damages in excess of \$500,000. Following certain procedural motions, two of our wholly-owned subsidiaries, DBA and RGL, intervened and filed a Second Amendment Counterclaim in the lawsuit. After further procedural matters were addressed, the claims that remain at issue are: (1) DBA’s statutory trade secret misappropriation claim against Ms. Pollara, Santini Productions, and Oceanair; (2) RGL’s and DBA’s claims for interference with contractual relations against Oceanair; and (3) RGL’s and DBA’s claim for inducement to breach contract against Oceanair. The parties are awaiting a trial date.

In addition to the foregoing, the Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company’s consolidated financial position, results of operations or liquidity.

### Contingent Consideration and Earn-out Payments

The Company’s agreements with respect to the acquisitions of ISLA, ALBS, Marvir and IFS (see Note 3) contain future consideration provisions which provide for the selling shareholder(s) to receive additional consideration if specified operating objectives and financial results are achieved in future periods, as defined in their respective agreements. Any changes to the fair value of the contingent consideration are recorded in the consolidated statements of income. Earn-out payments are generally due annually on November 1, and 90 days following the quarter of the final earn-out period for each respective acquisition.

The following table represents the estimated undiscounted earn-out payments to be paid in each of the following fiscal years:

	2014	2015	2016	Total
Earn-out payments:				
Cash	\$253	\$673	\$2,582	\$3,508
Equity	55	58	540	653
Total estimated earn-out payments <sup>(1)</sup>	<u>\$308</u>	<u>\$731</u>	<u>\$3,122</u>	<u>\$4,161</u>

(1) The Company generally has the right but not the obligation to satisfy a portion of the earn-out payments in stock.



### NOTE 13 – OPERATING AND GEOGRAPHIC SEGMENT INFORMATION

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker, or decision-making group, in making decisions regarding allocation of resources and assessing performance. The Company's chief operating decision-maker is the Chief Executive Officer. The Company continues to operate in a single operating segment.

The Company's revenue generated within the United States consists of any shipment whose origin and destination is within the United States. The following data presents the Company's revenue generated from shipments to and from the United States and all other countries, which is determined based upon the geographic location of a shipment's initiation and destination points (in thousands):

	United States		Other Countries		Total	
	2013	2012	2013	2012	2013	2012
Year ended June 30:						
Revenue	\$167,386	\$169,159	\$143,449	\$127,844	\$310,835	\$297,003
Cost of transportation	<u>109,996</u>	<u>110,538</u>	<u>112,406</u>	<u>101,756</u>	<u>222,402</u>	<u>212,294</u>
Net revenue	<u>\$ 57,390</u>	<u>\$ 58,621</u>	<u>\$ 31,043</u>	<u>\$ 26,088</u>	<u>\$ 88,433</u>	<u>\$ 84,709</u>

### NOTE 14 – SUBSEQUENT EVENT

On August 9, 2013, the Company secured a new \$30.0 million senior credit facility (the "Subsequent Credit Facility") with Bank of America, N.A. (the "Lender") to replace the existing \$20.0 million Credit Facility. The Subsequent Credit Facility includes a \$2.0 million sublimit to support letters of credit and matures the earlier of 1) six months prior to the December 1, 2016 maturity of the Senior Subordinated Notes, or 2) August 1, 2018.

Through the first anniversary of the Subsequent Credit Facility, borrowings accrue interest, at the Company's option, at the Lender's base prime rate minus 0.50% or LIBOR plus 2.25%. The rates can be subsequently adjusted based on the Company's fixed charge coverage ratio at the Lender's base rate plus 0.0% to 0.50% or LIBOR plus 1.50% to 2.25%. The Subsequent Credit Facility is collateralized by the Company's accounts receivable and other assets of its subsidiaries.

The available borrowing amount is limited to 85% of eligible domestic accounts receivable and, subject to certain sub-limits, 75% of eligible accrued but unbilled receivables and eligible foreign accounts receivables. Borrowings are available to fund future acquisitions, capital expenditures, repurchase of Company stock or for other corporate purposes. The terms of the Subsequent Credit Facility are subject to customary financial and operational covenants, including covenants that may limit or restrict the ability to, among other things, borrow under the Subsequent Credit Facility, incur indebtedness from other lenders, and make acquisitions.

## **EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
21.1	Subsidiaries of the Registrant
23.1	Consent of Peterson Sullivan LLP
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Label
101.PRE*	XBRL Taxonomy Extension Presentation

\* XBRL information is furnished and not filed or part of a registration statement or prospectus of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**Exhibit 21.1****Subsidiaries of  
Radiant Logistics, Inc.**

<u>Name of Subsidiary</u>	<u>State of Incorporation or Organization</u>
Radiant Global Logistics, Inc. (formerly Airgroup Corporation)	Washington
Radiant Logistics Partners LLC (40% owned by Radiant Global Logistics, Inc.)	Delaware
Radiant Customs Services, Inc.	Washington
Radiant Transportation Services, Inc. (formerly Radiant Logistics Global Services, Inc.)	Delaware
Adcom Express, Inc.	Minnesota
DBA Distribution Services, Inc.	New Jersey
Green Acquisition Company	Washington
Transmart, Inc.	Washington
Radiant Logistics Global Services, Inc. (formerly Radiant Transportation Services, Inc.)	Washington
International Freight Systems (of Oregon), Inc.	Oregon
RGL Mexico LLC	Washington
Radiant Off-Shore Holdings LLC	Washington

Exhibit 23.1

**petersonsullivan** LLP

Certified Public Accountants  
& Advisors

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference into the Registration Statements on Form S-8 (File Nos. 333-190683 and 333-179869) and into the Registration Statement on Form S-3 (File No. 333-179868) of our report dated September 30, 2013, relating to our audit of the consolidated financial statements of Radiant Logistics, Inc. appearing in this Annual Report on Form 10-K of Radiant Logistics, Inc. for the year ended June 30, 2013.

/s/ PETERSON SULLIVAN LLP

Seattle, Washington  
September 30, 2013

**Certification**

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Bohn H. Crain, certify that:

1. I have reviewed this annual report on Form 10-K of Radiant Logistics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. As a certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 30, 2013

By: /s/ Bohn H. Crain  
Chief Executive Officer  
(Principal Executive Officer)

**Certification**

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Todd E. Macomber, certify that:

1. I have reviewed this annual report on Form 10-K of Radiant Logistics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. As a certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 30, 2013

By: /s/ Todd E. Macomber  
Chief Financial Officer  
(Principal Accounting Officer)



**Certifications Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002  
(18 U.S.C. Section 1350)**

Pursuant to 18 U.S.C. Section 1350, each of the undersigned officers of Radiant Logistics, Inc. (the “Company”) hereby certifies that, to his knowledge, the Company’s Annual Report on Form 10-K for the period ended June 30, 2013 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 30, 2013

By: /s/ Bohn H. Crain \_\_\_\_\_

Bohn H. Crain  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Todd E. Macomber \_\_\_\_\_

Todd E. Macomber  
Chief Financial Officer  
(Principal Accounting Officer)

**Reconciliation of Non-GAAP Financial Measures**

The table below is provided to reconcile certain financial disclosures in the letter to Shareholders, page 1.

*(Dollars in Thousands)*

Year Ended June 30:	2013	2012	2011	2010	2009
Net Income	\$ 3,658	\$ 1,901	\$ 2,852	\$ 1,959	\$ (9,730)
Taxes	2,371	1,475	2,025	1,094	44
Depreciation and Amortization	3,944	3,143	1,325	1,598	1,743
Net interest Expense	2,000	1,250	207	135	203
EBITDA	11,973	7,769	6,409	4,786	(7,740)
Options Expense	369	226	116	315	202
Tax Indemnity	–	–	–	–	–
Change in Estimate of Liabilities	–	–	–	–	–
Goodwill Impairment	–	–	–	–	11,403
Gain on Litigation Settlement	1,439	–	–	(355)	–
Business & Occupation Tax Refund	–	–	–	(364)	–
Gain on Extinguishment of Debt	–	–	–	(135)	(190)
Change in Contingent Consideration	(2,825)	(900)	–	–	–
Expenses Specifically Attributable to Acquisitions	105	424	139	–	–
Finder's Fees	–	–	4	–	–
Amortization of Bank Fees	–	–	5	–	–
Loss (Gain) on Litigation Settlement	(368)	–	150	–	–
Adjusted EBITDA	10,693	7,519	6,823	4,247	3,675
Transition Costs	105	1,018	583	–	–
Litigation	306	518	–	–	–
Normalized EBITDA	\$ 11,104	\$ 9,055	\$ 7,406	\$ 4,247	\$ 3,675

*The Company provides measures of EBITDA (earnings before interest, income taxes, depreciation and amortization) and adjusted EBITDA to exclude changes in contingent consideration, expenses specifically attributable to acquisitions, extraordinary items, costs related to share-based compensation expense, and other non-cash charges as management believes these measures provide useful information to investors. Adjusted EBITDA is also used by the Company's creditors in assessing debt covenant compliance. Normalized EBITDA makes further adjustment for additional costs that are not excluded for purposes of assessing debt covenant compliance but management believes are otherwise nonrecurring in nature. These non-GAAP financial measures are presented solely to permit investors to more fully understand how management assesses the performance of the Company. EBITDA is not intended as an alternative to cash flow provided by operating activities, as a measure of liquidity, as an alternative to net income as an indicator of our operating performance, nor as an alternative to any other measure of performance in conformity with accounting principles generally accepted in the United States of America.*

**CORPORATE HEADQUARTERS**

405 114<sup>th</sup> Avenue SE, Third Floor  
Bellevue, WA 98004  
Tel: (800) 843-4784 or (424) 462-1094  
[www.radiantdelivers.com](http://www.radiantdelivers.com)

**ANNUAL MEETING**

November 12, 2013  
Corporate Headquarters

**CORPORATE GOVERNANCE**

Copies of the Company's 2013 Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K to the Securities and Exchange Commission, Proxy Statement, and this Annual Report are available online at <http://financials.radiantdelivers.com> or to shareholders without charge upon written request to the Secretary at the Company's principal address or by calling (800) 843-4784.

In addition, on the Company's Corporate Governance website at <http://governance.radiantdelivers.com>,

Shareholders can view the Company's Corporate Governance Principles, the Audit and the Executive Oversight Committee Charter and the Company's Code of Ethics. Copies of these documents are available to shareholders without charge upon written request to the Secretary at the Company's principal address

The Company is required to file as an Exhibit to its Form 10-K for each fiscal year certifications under Section 302 of the Sarbanes-Oxley Act signed by the Chief Executive Officer and the Chief Financial Officer. In addition, the Company is required to submit a certification signed by the Chief Executive Officer to the New York Stock Exchange within 30 days following the Annual Meeting of Shareholders. Copies of the certifications will be posted promptly upon filing.

**COMMON STOCK**

Listed on New York Stock Exchange MKT  
Symbol: RLGIT

**SHAREHOLDER RELATIONS CONTACT**

Rob Hines  
Secretary  
(425) 462-1094

**INVESTOR RELATIONS CONTACT**

Ryan McBride  
Director of Marketing & Communications  
[investors@radiantdelivers.com](mailto:investors@radiantdelivers.com)  
(425) 462-1094

**STOCK TRANSFER AGENT**

Questions regarding stock holdings, certificate placement/transfer and address changes should be directed to:  
Broadridge Corporate Issuer Solutions, Inc.  
1155 Long Island Avenue  
Edgewood, NY 11717  
(855) 418-5054

**ONLINE ANNUAL REPORT**

<http://financials.radiantdelivers.com>

# OUR BRANDS

**RADIANT**<sup>®</sup>  
GLOBAL  
LOGISTICS

**ADCOM  
WORLDWIDE**<sup>®</sup>  
A RADIANT LOGISTICS COMPANY

**AIRGROUP**<sup>®</sup>  
A RADIANT LOGISTICS COMPANY

**DBA**  
**Distribution By Air**  
A RADIANT LOGISTICS COMPANY

 **International  
Freight Systems**  
A RADIANT LOGISTICS COMPANY

  
**On Time  
Express**  
A RADIANT LOGISTICS COMPANY



FOR MORE INFORMATION, PLEASE VISIT:  
<http://investor.radiantdelivers.com>