LEGACY CAPITAL FUND, LP

MB Transport

Multi-Modal Freight & Logistics Platform Acquisition

CONFIDENTIAL INVESTMENT OVERVIEW

INVESTMENT THESIS

Legacy Freight Holdings is acquiring a thirteen-entity, multi-modal transportation and logistics platform operated under common control by three founding principals. The largest opportunity in the Legacy Freight Holdings pipeline by revenue at roughly $230M, it is the platform's only multi-modal asset, spanning full-truckload, less-than-truckload, freight brokerage, and domestic and international logistics across a 745-tractor fleet. Acquired at a 3.74x entry multiple on 2025 EBITDA against a 7x to 8x exit target, the transaction delivers immediate mid-market scale, and all three principals have executed the letter of intent, de-risking coordination across the thirteen entities.

DEAL SNAPSHOT

Sector	Freight & Logistics (Multi-Modal)	**Transaction Type**	Asset or Equity (F-reorg / 338(h)(10); TBD)
Enterprise Value	$97.2M	**Entry Multiple**	3.74x (2025 EBITDA)
Revenue	~$230M	**EBITDA (2025)**	$26M
Fleet	745 Tractors	**Entities**	13
Cash at Close	$77M (79.2%)	**Total Cash @ Close**	$81.88M
Acquirer	Legacy Freight Holdings	**Ownership**	3 principals (33.3% each)
Stage	APA initiated; LOI v6 executed	**Target Close**	Q3 to Q4 2026

Key Investment Thesis

The largest platform addition in the Legacy Freight Holdings pipeline (~$230M revenue), delivering immediate mid-market scale at a 3.74x entry on 2025 EBITDA versus a 7x to 8x exit target. All three principals have signed the letter of intent, de-risking thirteen-entity coordination, and the multi-modal capability (FTL, LTL, brokerage, and international logistics) expands service breadth and addressable market. Scale supports a dividend recapitalization or sponsor-to-sponsor exit within the hold.

EBITDA TRAJECTORY

2025 ACTUAL	2026 BUDGET	JAN-2026 ANNUALIZED	ENTRY MULTIPLE
$26M	**$41.6M**	**$51.6M**	**3.74x**

SERVICE MIX & OPERATIONS

AREA	DETAIL
Modes	FTL, LTL, freight brokerage, and domestic and international logistics
Fleet	745 tractors
Drivers	10 W-2 employees plus ~750 independent contractors (1099)
Systems	Dual TMS (McLeod + Aljex); financials on QuickBooks + McLeod
Facilities	Owned Midwest HQ (~61K sqft) and leased Southeast secondary facility (~20K sqft)
Structure	Thirteen entities under common operational control

CAPITAL STRUCTURE

COMPONENT	AMOUNT	% OF EV	TERMS
Cash at Close	$77M	79.2%	~$20M net per principal, post-tax
Seller Note	$7.5M	7.7%	5-year; 8% PIK Y1-2, cash P&I Y3-5; §453 installment
Equity Rollover	$10M	10.3%	Across all three principals; tax-deferred in NewCo
Earnout	$30M max	upside	5-year; no per-year cap; 30% accelerator; 75% pro-rata floor
Base Enterprise Value	**$97.2M**		**Sellers retain building (NNN lease-back ~$1.5M to $2M/yr); $2M 18-month holdback**

TRANSACTION HIGHLIGHTS

Largest Platform Addition
At ~$230M revenue, the acquisition creates immediate mid-market scale and is the largest addition in the Legacy Freight Holdings pipeline.

Multi-Modal Capability
FTL, LTL, brokerage, and international logistics under one platform expand service breadth and total addressable market beyond single-mode carriers.

De-Risked Execution
All three founding principals executed the sixth iteration of the letter of intent, materially de-risking coordination across the thirteen-entity structure.

Attractive Entry vs. Exit
A 3.74x entry on 2025 EBITDA against a 7x to 8x exit target, with a rising internal budget ($41.6M for 2026), supports strong multiple- and earnings-driven returns.

VALUE CREATION OPPORTUNITIES

Mid-Market Scale: Immediate step-change in platform revenue and EBITDA, supporting a dividend recapitalization or sponsor-to-sponsor exit within the hold.

Geographic Synergy: Co-location with another Legacy Freight Holdings platform company enables shared infrastructure and back-office consolidation.

Entity Consolidation: Streamline thirteen entities post-close to capture margin and eliminate redundant overhead.

Service Breadth: Cross-sell multi-modal capabilities across the platform’s combined customer base.

KEY RISK FACTORS

EBITDA Validation: A wide gap between 2025 actual ($26M) and the 2026 internal budget ($41.6M) requires diligence confirmation; the QoE process is active.

Contractor Model: A driver base that is overwhelmingly 1099 carries worker-classification and successor-liability exposure, flagged in diligence.

Deal-Form Uncertainty: Asset versus equity structure remains to be decided in diligence, affecting tax treatment and successor liability.

Integration Complexity: Consolidating thirteen entities under common control is operationally demanding; signed LOI alignment partially mitigates.

Real Estate Terms: The operating building is retained by sellers under an NNN lease-back (~$1.5M to $2M/yr), creating ongoing lease obligations.