
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 12, 2013

XPO LOGISTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32172
(Commission
File Number)

03-0450326
(I.R.S. Employer
Identification No.)

Five Greenwich Office Park, Greenwich, Connecticut 06831
(Address of principal executive offices)

(855) 976-4636
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On February 12, 2013, the Company released a slide presentation expected to be used by the Company in connection with certain future investor presentations, together with a corresponding script. Copies of the slide presentation and script are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

The slide presentation and script should be read together and with the Company's Quarterly Report for the quarter ended September 30, 2012 and the Company's other filings with the Securities and Exchange Commission (the "SEC").

The information furnished in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. This information shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates any such information by reference.

Item 8.01. Other Events.

On February 12, 2013, the Company issued a press release announcing the acquisition of the operating assets of East Coast Air Charter, Inc., a non-asset, third party logistics business specializing in expedited air charter brokerage. A copy of the press release is attached as Exhibit 99.3 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Investor Presentation, dated February 12, 2013.
99.2	Investor Presentation Script, dated February 12, 2013.
99.3	Press release, dated February 12, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 12, 2013

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens

Gordon E. Devens


Senior Vice President and General Counsel

EXHIBIT INDEX

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The logo for XPO Logistics, with 'XPO' in red and 'Logistics' in black, is positioned in the upper left corner of the slide.

XPO Logistics

The text 'Management Presentation' and 'February 2013' is located in the lower left area of the slide, overlaid on a blue curved graphic element.

Management Presentation
February 2013



Disclaimer

This presentation contains, and XPO Logistics, Inc. (the "Company") may from time to time make, written or oral "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, made in this presentation that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof), finding suitable merger or acquisition candidates, expansion and growth of the Company's business and operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "may," "will," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other comparable terms. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements. Factors that could adversely affect actual results and performance include, among others, economic conditions generally; competition; the Company's ability to find suitable acquisition candidates and execute its acquisition strategy; the Company's ability to raise capital; the Company's ability to attract and retain key employees to execute its growth strategy; the Company's ability to develop and implement a suitable information technology system; the Company's ability to maintain positive relationships with its network of third-party transportation providers; litigation; and governmental regulation. Additional factors that could cause actual results to differ materially from those projected in the forward-looking statements can be found in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, and in the Company's other filings with the Securities and Exchange Commission (the "SEC"). This presentation should be read in conjunction with the Company's filings with the SEC, which are available to the public over the Internet at www.sec.gov and the Company's website www.xpologistics.com. All forward-looking statements made in this presentation speak only as of the date of this presentation. All forward-looking statements made in this presentation are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligation to update any such forward-looking statements.

A Large Market Opportunity



Worldwide logistics: >\$3 trillion

U.S. logistics: >\$1 trillion

U.S. trucking: ~\$350 billion

U.S. truck brokerage ~\$50 billion

Sources: American Trucking Association, Armstrong & Associates, EVE Partners LLC

Truck Brokerage Growing at 2x to 3x GDP

- Long-term outsourcing trend
- Brokers add efficiency to both shippers and carriers
 - Shippers gain access to thousands of carriers
 - Carriers gain access to millions of loads
- 85% of shipments are not presently handled by brokers
- \$300 billion untapped opportunity

We expect 15% penetration to increase

Sources: American Trucking Association, Armstrong & Associates

Brokerage Is a Highly Fragmented Market



- More than 10,000 licensed brokers in the U.S.
- Only about 25 brokers with more than \$200 million in revenue
- Large potential acquisition universe
- Lack of working capital can motivate sellers

Sources: Armstrong & Associates

The XPO Growth Strategy



Build a multi-billion dollar, non-asset, 3PL business in truck brokerage, expedited and freight forwarding

- Significantly scale up and optimize operations
- Acquire attractive companies that are highly scalable
- Open cold-starts in prime recruitment areas

On track or ahead of plan with all parts of the strategy

Major Accomplishments in 14 Months

- Opened 17 cold-starts, eight of them in truck brokerage
- Completed five strategic acquisitions
- Increased headcount from 208 to over 900
 - Built up national operations center to 202 employees, including 124 in carrier procurement

Grew footprint to 59 sales offices

Major Accomplishments in 14 Months



- Implemented leading edge training programs
- Introduced scalable IT platform and two major upgrades
- Established national accounts program
- Raised \$289 million in common stock and convertible debt
- Dynamic team culture, hungry for growth

Foundation in place for a much larger company

Strategy Part One: Scale and Optimization

- Rapidly expand sales force with aggressive recruiting and on-boarding, including off-site training
- Identify branches capable of mega-growth:
 - Charlotte, led by Drew Wilkerson
 - Chicago, led by Abtin Hamidi
 - Gainesville, led by David Coker and Jeff Battle
- Drive operational efficiency through shared services
- Accelerate sales and marketing

Customers Will Drive Growth

- Acquisitions accelerate customer diversification
 - Retail, commercial, manufacturing, industrial, life sciences, government-related
 - Tier one customer relationships in place
- Cold-starts build primarily with small to mid-size accounts
- Cross-sell to new and existing customers

\$50 billion addressable market and growing

Source: EVE Partners LLC

Scalable Technology Platform



- Differentiate XPO through superior technology
- Purchase transportation more efficiently as data pool grows
- Introduced pricing tools in Q3 2012
- Added truck-finding and advanced pricing tools in Q4 2012 with introduction of proprietary freight optimizer software
- Planned for 2013: LTL, new carrier algorithms, enhanced customer and carrier portals

Strategy Part Two: Acquisitions



- Capitalize on attractive acquisition universe
 - Primarily truck brokerage and expedite
- Aggressive sales force expansion
- Connect to entire organization via XPO technology
- Draw on shared carrier capacity
- Cross-sell services company-wide
- Gain carriers, customers, lane and pricing histories with each acquisition

Acquired East Coast Air Charter



- Non-asset logistics provider of expedited air charter brokerage, North Carolina
- 16-year-old business, acquired in February 2013
- 2012 revenue of \$43 million
- Proprietary technology in place
- Long-time partner to our expedite division
 - Responds to expedite customer demand for air charter
- Now selling air charter brokerage across all XPO divisions

Expedited Division Strengths



- Top 5 provider of domestic expedite services
- Hub in Birmingham positioned for southeast manufacturers
- Under contract with fleet owners for more than 400 trucks
- Critically important service to customers, earns loyalty and repeat business
- Expedite-friendly sectors have high potential: cross-border Mexico, life sciences, government-related

Acquired Turbo Logistics



- 28-year-old business, acquired in October 2012
- Operated in Gainesville (Georgia), Reno, Chicago and Dallas
- \$124 million in annual brokerage revenue
- Specializes in tier one customers
- Completed integration in 90 days, moved to XPO IT platform
- Growing quickly, led by industry veterans

Acquired Kelron Logistics



- 20-year-old business, acquired in August 2012
- Highly scalable operations in Toronto, Montreal, Vancouver and Cleveland
- \$100 million in annual brokerage revenue
- Strong base of over 1,000 customers, mostly tier one
- Extensive carrier and lane histories made available to all brokerage branches
 - Similar synergy with CFS and BirdDog acquisitions

Strategy Part Three: Cold-starts



- Opened 17 cold-starts to date
 - Eight in truck brokerage, three more than planned
 - Eight in freight forwarding
 - One in expedite
- Open branches with strong leaders from the industry
- Position in prime recruitment areas
- Scale up rapidly by adding salespeople



Founded and led four highly successful companies

- **Amerex Oil Associates:** Built one of world's largest oil brokerage firms
- **Hamilton Resources:** Grew global oil trading company to ~\$1 billion
- **United Waste:** Created fifth largest solid waste business in North America
- **United Rentals:** Built world's largest equipment rental company

United Waste stock outperformed S&P 500 by 5.6x from 1992 to 1997

United Rentals stock outperformed S&P 500 by 2.2x from 1997 to 2007

Highly Skilled Management Team Partial list below

Sean Fernandez <i>Chief Operating Officer</i>	NCR, Avery Dennison, Arrow Electronics
John Hardig <i>Chief Financial Officer</i>	Stifel Nicolaus, Alex. Brown
Scott Malat <i>Chief Strategy Officer</i>	Goldman Sachs, UBS, JPMorgan Chase
Gordon Devens <i>General Counsel</i>	AutoNation, Skadden Arps
Mario Harik <i>Chief Information Officer</i>	Oakleaf Waste Management
David Rowe <i>Chief Technology Officer</i>	Echo Global Logistics
Troy Cooper <i>SVP, Operations</i>	United Rentals, United Waste
Greg Ritter <i>SVP, Strategic Accounts</i>	C.H. Robinson, Knight Brokerage
Lou Amo <i>VP, Carrier Procurement</i>	Electrolux, Union Pacific, Odyssey Logistics
John Tuomala <i>VP, Talent Management</i>	Compass Group
Marie Fields <i>Director of Training</i>	C.H. Robinson, American Backhaulers



Financial Overview

Key Financial Statistics



- 2011 revenue of \$177 million
- Currently on a \$500 million annual revenue run rate
- Q3 2012 total revenue: \$71 million* – up 49.8% YOY
 - Freight brokerage: \$32.2 million – up 290%
 - Expedited transportation: \$23.8 million – up 1.4%
 - Freight forwarding: \$17.3 million – up 2.3%
- Approximately \$250 million cash as of February 1, 2013

* Net of intercompany eliminations

Incentivized Management

- Equity ownership aligns management team with shareholders
- Management and directors own 54% of the company ⁽¹⁾

Common Stock Equivalent Capitalization (as of 12/31/12)

Common Shares	17.7 million
Preferred Shares	10.5 million
Warrants (Strike Price \$7 per share)	10.7 million (5.5 million dilutive) ⁽²⁾
Convertible senior notes	8.7 million shares ⁽³⁾
Stock options and RSUs	0.7 million shares dilutive ⁽⁴⁾
Fully Diluted Shares Outstanding	43.1 million shares

(1) Based on SEC beneficial ownership calculation

(2) Dilutive effect of warrants calculated using treasury method (avg. market close price of \$14.52 for Q4 2012); total warrant proceeds of \$75 million

(3) Assumes conversion in full of \$143.75 million in aggregate principal amount of convertible senior notes issued in September and October 2012

(4) Dilutive effect of Q4 2012 weighted average outstanding RSUs and stock options calculated using treasury method (avg. market close price of \$14.52 for Q4 2012)



Conclusion

Strong Fundamentals for Value Creation



- Large, growing, fragmented industry
- Intend to acquire at least \$250 million revenues in 2013
- Significant growth potential through cold-starts
- Well-defined process to scale up operations
- Highly skilled management team
- High employee morale due to growth initiatives and culture
- 99% of market available to XPO for penetration



February 12, 2013

Investor Presentation Script

The following script should be read in conjunction with the accompanying slide presentation, which contains, among other information, source data for certain information set forth in the script.

Thank you very much for joining us today.

XPO Logistics is a non-asset, third-party transportation service provider in the logistics industry. We don't own trucks, airplanes or ships. We're a middleman between shippers and carriers who outsource their freight needs to us because brokerage is our core competency.

Our industry is large, growing and fragmented, which creates significant opportunities for us. Logistics worldwide is more than \$3 trillion in annual revenues. In the United States alone, it's about a trillion dollars. Over-the-road trucking is about \$350 billion, with an estimated 250,000 truckload carriers servicing millions of shippers. Truck brokerage, one of our primary focuses, accounts for just \$50 billion of that \$350 billion.

A critical factor, from our point of view, is that the logistics pie is expanding. Brokerage has been growing at about two to three times GDP, as opposed to asset-heavy trucking, which has been growing at around GDP. Still, the market is largely underpenetrated, with a 15% penetration rate of brokerage versus direct shipper-to-carrier cartage. Our bet is that the 15% is likely to increase substantially, and that our strategy will position our company to benefit from this long-term trend. We're building our company not just for the \$50 billion that's going through brokers right now, but for the \$300 billion that's currently going direct from shippers to carriers.

The main thing that's driving penetration is an outsourcing trend with both shippers and carriers. This is less about cycles and more about the fact that it makes economic sense for most companies to utilize third party logistics services. Instead of using internal staff to find freight or capacity, shippers and carriers are increasingly using brokers. Typically only the largest shippers have the freight volume to warrant in-house logistics.

From the carrier's perspective, a good, well-run broker can help increase utilization and decrease empty miles, giving the carrier a better return on investment in assets. Resources count on both sides of the equation, and we believe that the larger logistics companies are taking share from the smaller ones as the industry becomes more professionalized.

In addition to being large and growing, the logistics industry is also fragmented and in an early stage of consolidation. That makes it very appealing. There are over 10,000 licensed truck brokers in the United States, yet only about 25 of them – less than 1% – have revenue of over \$200 million.

All of these industry dynamics create an environment of opportunity for XPO Logistics. In 2011, we reported \$177 million of revenue, and we're now at a \$500 million annual revenue run rate. It's a milestone for us, but it's just the first step. Since taking control of XPO in September of 2011, we've put a strategy in place to grow our combined operations in truck brokerage, expedited services and freight forwarding to several billion dollars in revenue over the next few years. Our strategy has three parts.

Part one is to scale up and optimize our operations. This includes our acquired branches, our cold-starts, and the operations that were already in place when we took control of the company. Part two is acquisitions – we will continue to acquire attractive companies that are highly scalable. And part three is cold-starts – we will continue to open greenfield locations in North America, and base them where we can recruit strong leaders and a large number of qualified salespeople.

We've been focused on executing this strategy. Over the past 14 months, we opened 17 cold-starts – eight of these greenfield locations were in truck brokerage. We also completed five acquisitions. And we've grown our company's headcount from 208 to more than 900 employees. We have 202 employees based at our national operations center in Charlotte, with 124 of them focused solely on carrier procurement. We've grown our footprint to 59 sales offices in the U.S. and Canada.

Let me share some other things we've accomplished in this brief period of time. We implemented leading edge training and mentoring programs. We introduced a scalable IT platform and two major upgrades. We established a national accounts program to market to tier one customers. We raised \$289 million in common stock and convertible debt to fund our growth. And most important, we've instilled a high-octane, performance-driven culture. Our teams are hungry for growth. We now have the foundation in place to support a much larger company, and we've built that foundation in line with our strategy.

So that's a snapshot of what we've been up to over the past 14 months. Now let's take a closer look at the three parts of our strategy.

First, there's scale and optimization. We have an entire framework of processes in place to expand the sales force at any location with rapid recruiting and on-boarding. This includes intense off-site training, and on-site mentoring as our new hires gear up.

All of our locations are showing a lot of promise, but three of our truck brokerage branches have the potential to be mega-branches. Charlotte is a cold-start led by Drew Wilkerson. Drew came to us from a strong sales background with C.H. Robinson. Chicago is a cold-start led by Abtin Hamidi, who held senior roles in sales and operations with Echo Global Logistics.

In Gainesville, we have David Coker and Jeff Battle, each with about two decades of experience in the industry. David and Jeff are part of the exceptional management team that we retained in the Turbo Logistics acquisition. We plan to turbo-charge the growth in Gainesville, Charlotte and Chicago, and apply that same model to other markets where the criteria fits.

We're also accelerating our sales and marketing efforts across our divisions with some specific targets. There's plenty of pie to go around. Here's how we look at our market opportunity. Right now, we have customers in retail, commercial, manufacturing, industrial and life sciences, as well as government-related accounts. We've identified about three million small to mid-sized prospects and another thousand tier one accounts that could potentially become large national accounts for us. All of our salespeople are on salesforce.com, where we've assigned a single point of contact to every customer and every prospect.

There's a lot of runway ahead of us. At \$500 million in revenue, we currently have about one percent share of the \$50 billion addressable market. Our goal is to grow our share to 10 percent in the next several years.

Now let's talk about the backbone of our customer service organization: our information technology.

To grow at the pace we envision for XPO, we rely on great technology. We've put a scalable IT platform in place across the company, with sales, service, carrier and track-and-trace capabilities. We're using it to find the right carrier for each load as our data pool grows. Our IT team has created algorithms that provide actionable pricing information and carrier analyses.

We have a fast-paced development agenda: we launched the platform last March, released new pricing tools and truck-finding capabilities in July, and introduced our proprietary freight optimizer software in December. This year, our IT team is planning to release an LTL capability, sophisticated carrier analytics, and enhancements for our customer and carrier portals.

Part two of our strategy is acquisitions, primarily in truck brokerage and expedite. As I mentioned, only about 25 of the 10,000 licensed brokers in the U.S. have more than \$200 million in revenue – so there are a lot of companies that could fit our strategy for growth. This creates a large potential acquisition universe, and in many cases a lack of access to working capital provides an incentive for these owners to sell.

When we look at a potential acquisition, it's more than just a financial transaction. We ask ourselves, what special value does this company bring to the table? How does it fit into XPO? Is this an operation that we can grow to many times its current size? Will the employees be exceptional additions to our organization?

When we find the right company, we can integrate it and scale it up very quickly. We put the branches on our technology, which connects them to our entire organization. And we give them access to our shared carrier pool, including the capacity in Charlotte. It's a win-win, because the acquired operations can sell the services of our other divisions, and we gain more carriers, customers, and lane and pricing histories that we can use company-wide to buy transportation more efficiently.

Our most recent acquisition, East Coast Air Charter, was completed in February. The company has been a partner to our expedited division for more than a decade, so we know them well. They're a specialist provider of expedited air charter logistics, which fits right in with our expedited offerings. In fact, our expedited customers have been asking for us to offer air charter service, so the demand is already in hand.

East Coast Air Charter is based in Statesville, North Carolina, and had 2012 revenues of \$43 million. We're impressed with their proprietary technology. Bill McBane, who owned and ran the company, will be staying on to lead the operation. I'm pleased to say that as of this week, all 59 XPO offices can now offer expedited air charter service.

Expedited transportation has a lot of attractive qualities: the service is critically important to customers, and they're willing to pay for it. It's a form of freight brokerage, but for freight that needs to be picked up and moved on an urgent basis. As examples, think manufacturers of high-value parts or just-in-time suppliers. We don't own the trucks or planes. We contract with owner-operators and independent fleet owners to furnish the transportation. The more miles we give these owners, the more capacity we can attract. Right now our people are working with a base of over 400 trucks.

Our expedited division is called Express-1, and it generates about \$150 million of annual revenue, which makes it one of the top five players in the space. We have an expert team in Buchanan, Michigan, and a hub in Birmingham, Alabama, that's positioned for southeast manufacturers. Express-1 has a long track record of being passionate about coming through for customers. It earns us customer loyalty and repeat business. We're expanding our services, and going after more share in sectors that have a critical need for expedite, such as cross-border Mexico, life sciences, oil and gas, and government-related services.

In October of 2012, we acquired Turbo Logistics, a 28-year-old company that serves mostly large, tier one customers. When we bought Turbo, they were operating at four locations: Gainesville, Georgia; Reno; Chicago; and Dallas. They had trailing 12 months revenue of \$124 million and 170 employees – including dozens of industry veterans who have been in brokerage for 10 or 20 years. They know all the ins and outs of this business, and they know how to service tier one customers. We integrated Turbo in 90 days, put them on our IT platform, and began scaling up Gainesville and Reno.

The Gainesville facility, which has the physical space to accommodate hundreds of additional headcount, is located within an hour's drive of 70,000 college students. With the Reno branch, we expect that a lot of those hires will come from the University of Nevada, which has 18,000 students nearby. The other two branches, Dallas and Chicago, have been combined with our existing operations in those cities.

Two months prior to Turbo, we purchased one of Canada's leading truck brokerage companies, Kelron Logistics. Kelron had been in the brokerage business for 20 years, with offices in Toronto, Montreal, Vancouver and Cleveland. It was generating about \$100 million of annual revenue when we bought it. One very positive aspect of the Kelron deal is that it added thousands of carriers and customers to our database, which benefits the entire XPO network. We gained a lot of tier one customers with Kelron. Like Turbo, Kelron is sharing our capacity pool. We've already begun to scale up the operations by adding salespeople.

Kelron, Turbo and East Coast Air Charter all fit our strategy for growth. They have synergies with our organization, and most of all they're highly scalable. Our two other acquisitions, BirdDog Logistics and Continental Freight Services, have the same qualities.

This brings us to the third part of our strategy, and an equally important one – cold-starts. Our cold-start program is ahead of plan. We've opened 17 cold-starts to date: eight in freight brokerage, three more than planned; eight in freight forwarding; and one in expedite. Each of our cold-starts is led by a highly experienced branch president who has "been there and done that" before – someone who can inspire a team to build a branch up to tens or hundreds of millions of dollars in revenue. We locate these branches in prime areas for recruitment. Talent is the most important factor for cold-starts, both leadership talent and sales talent.

When you get the right people in place, growth can happen quickly. Cold-starts can generate extremely high returns on invested capital, because the amount of invested capital is relatively slim: a million dollars or less. And there's a large component of variable-based incentive compensation.

Now let's spend a few minutes on our senior management team. Our CEO, Bradley Jacobs, started four highly successful companies from scratch prior to XPO Logistics. He led teams that built each of those start-ups into a billion dollar or multi-billion dollar enterprise and created substantial shareholder value. In the process, they accomplished nearly 500 acquisitions and 250 cold-starts.

The two most recent companies Brad led were United Waste Systems, which he built into the fifth largest solid waste management company in North America, and United Rentals, which he grew to be the largest construction equipment rental company in the world. From 1992, when Brad took United Waste public, to 1997, when he sold it for \$2.5 billion to Waste Management, the earnings compounded at about 55% CAGR and the stock price outperformed the S&P 500 by 5.6 times. At United Rentals, over the 10 years he led the company, United Rentals stock outperformed the Index by 2.2 times.

For XPO, Brad assembled a team of highly qualified individuals with skill sets that mesh with this company's strategy for rapid growth. Here are a few examples: Mario Harik is our CIO. He was the CIO at Oakleaf Waste Management, a 3PL that was sold in 2011. Mario has been tapped over the years by *Fortune 100* companies for his expertise in building comprehensive IT organizations and proprietary platforms, similar to what we're doing here at XPO.

Dave Rowe is our chief technology officer, reporting to Mario. Dave is one of the top names in logistics technology. He was CTO at Echo Global Logistics, where he led the design and development of the company's highly regarded information systems, as well as the integration of 11 acquisitions.

On the carrier side, Lou Amo is our vice president of carrier procurement and operations. Lou has 15 years of experience working on both the shipper side and the carrier side, in senior positions with companies like Electrolux and Union Pacific. He's in charge of our capacity, which currently stands at more than 20,000 carriers. It's his job to see that the loads we're covering get picked up on time and delivered on time.

John Tuomala is our vice president of talent management. He is building a sales force of several thousand people over the next few years, which is something he did successfully on an even larger scale for Compass Group North America. John oversaw the hiring of more than 60 employees in December and another 60-plus in January. We're comfortable with that pace.

Marie Fields is our director of training. She has 15 years of industry experience, including 12 years with C.H. Robinson, where she managed training and onboarding of new hires, systems training and sales development. She has also worked for American Backhaulers as a dispatcher and a carrier sales rep. Marie is developing the XPO training platform using innovative techniques that reinforce the skill sets we need at XPO.

Moving on to the financial picture: XPO reported \$177 million of revenue in 2011, and with our growth initiatives, we're now at a \$500 million revenue run rate.

Our liquidity is strong. As of February 1, we had approximately \$250 million in cash. We expect to use this cash as follows: \$20 million earmarked for cold-starts, technology and a cushion, and the balance for acquisitions.

And finally, it's worth noting that XPO management owns over half of the company's shares, based on the SEC beneficial ownership rules. Our interests are entirely aligned with our public shareholders to create substantial long-term value.

So to sum it up – we're on track or ahead of plan with all three parts of our strategy to grow XPO into a multi-billion dollar company, with strong fundamentals for value creation. Our industry is large, growing, fragmented, and still in an early stage of consolidation. We have a robust pipeline of acquisition targets and we intend to acquire at least \$250 million of revenue this year. We see significant potential for growth through cold-starts. We have a well-defined process for integrating and scaling up our operations. We have a highly experienced management team intently focused on our goals. And employee morale is high, due in large part to our many growth initiatives. When we look ahead, we see a lot of runway to grow the business through market penetration.

Thank you for your interest in XPO!

Forward Looking Statements

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause 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. Factors that might cause or contribute to a material difference include, but are not limited to, those discussed in our filings with the SEC. Forward-looking statements set forth in this presentation speak only as of the date hereof and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events.

XPO Logistics Acquires East Coast Air Charter

GREENWICH, Conn. — February 12, 2013 — XPO Logistics, Inc. (NYSE: XPO) today announced that it has acquired the operating assets of East Coast Air Charter, Inc. (ECAC), a non-asset, third party logistics business specializing in expedited air charter brokerage, with 2012 revenues of approximately \$43 million. The cash purchase price was \$9.25 million with no assumption of debt, excluding any working capital adjustments. The acquisition is expected to be immediately accretive to earnings.

ECAC was founded in 1997 to serve the on-demand, dedicated air charter market. Former owner William McBane will continue to lead the operation in Statesville, N.C. The acquisition expands the XPO Logistics offerings for expedited transportation, freight brokerage and freight forwarding.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, “We’ve acquired a company that we know very well as a long-time partner to our expedite division. ECAC has valuable synergies with XPO, including innovative proprietary technology and air carrier relationships that complement our over-the-road expertise. We are now in a much stronger position to capture just-in-time freight and cross-border Mexico movements. All of our XPO offices will sell air charter, giving us another competitive advantage as we build scale. Our acquisition pipeline is robust, with numerous prospects that fit our strategy for growth.”

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is one of the fastest growing providers of non-asset based, third-party freight transportation services in North America. The company uses its relationships with more than 20,000 ground, sea and air carriers to find the best transportation solutions for its customers. XPO Logistics offers its services through three distinct business units: freight brokerage, expedited transportation and freight forwarding. The company serves more than 7,500 customers in the retail, commercial, manufacturing and industrial sectors through 59 locations, including 35 branches in the United States and Canada and 24 agent offices.

www.xpologistics.com

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause 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. Factors that might cause or contribute to a material difference include, but are not limited to, those discussed in our filings with the SEC and the following: economic conditions generally; competition; our

ability to find suitable acquisition candidates and execute our acquisition strategy; our ability to raise capital; our ability to attract and retain key employees to execute our growth strategy; our ability to develop and implement a suitable information technology system; our ability to maintain positive relationships with our network of third-party transportation providers; litigation; and governmental regulation. All forward-looking statements set forth in this press release are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to or effects on us or our business or operations. Forward-looking statements set forth in this press release speak only as of the date hereof and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events.

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