



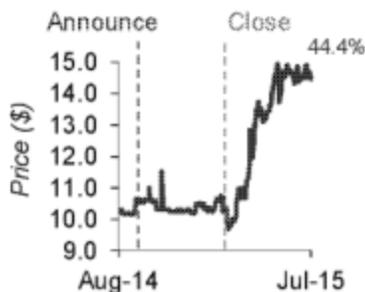
Hennessy Capital Acquisition Corp.'s acquisition of Blue Bird Corporation



The Blue Bird value proposition

- ✓ An iconic school bus brand, headed by an engaged and committed leadership team with a proven ability to drive productivity, growth and free cash flow
- ✓ Substantial growth opportunities from both domestic industry recovery and market share gains in existing and new markets
- ✓ Attractive valuation that is well positioned relative to public market comparables
- ✓ Strong support from a committed sponsor with significant equity rollover

Share + warrant performance (beginning 1 month pre-announcement)



Transaction overview

Overview

- Hennessy Capital Acquisition Corp. ("HCAC") acquired all of the outstanding capital stock of School Bus Holdings Inc., the indirect parent company of Blue Bird Corporation ("Blue Bird")
- Entity listed on the NASDAQ post business combination and took the name of Blue Bird Corporation
- Hennessy Capital's securities are traded on NASDAQ under symbols HCAC, HCACU and HCACW and will convert to BLBD and BLBDW after the closing of the business combination

Consideration

- Transaction value of \$461mm
 - 6.9x FY2014 Adjusted EBITDA of \$67mm
 - 6.1x to 6.4x FY2015E Adjusted EBITDA of \$72 to \$75mm

Summary of deal terms

Structure	- Public flotation of Blue Bird
Consideration	- \$100mm in cash and 12mm HCAC shares valued at \$120mm; was revised from \$255mm at announcement, which included \$140mm in cash and 11.5mm in shares - Raised through issuance of 500,000 Convertible Preferred Stock, sale of 2.5mm HCAC shares to Coliseum and 1mm shares to Overland Advisors under - 102,750 shares were transferred by the sponsor as utilization fee to the Backstop Commitment Investor
Warrants	- Sponsor issued 943,453 shares in exchange of 9,434,538 placement warrants
Approval	- 98% of shares voted in favor (2% against) - ~7.5m shares were redeemed including 1.9m sponsor shares
Management	- Led by President & CEO of Blue Bird, Phil Horlock
Board of directors	- Chan Galbato, Daniel Hennessy, Gurminder Bedi, Dennis Donovan, Alan Schumacher, Adam Gray, Phil Horlock, Dev Kapadia and James Marcotulli
Lock-up	- 180 days

Pro-forma capitalization table

(in mm, unless noted)	PF*2014A
Cash on balance sheet	\$17
Total debt ^(a)	221
Convertible preferred stock	50
Market equity capitalization ^(b)	207
Total capitalization	\$478
Pro forma enterprise value ^(c)	\$461
Pro-forma enterprise value/ FY2015E adj. EBITDA	6.1x - 6.4x
Net debt/ FY2014 adj. EBITDA	3.0x

Hennessy opportunistically selected Blue Bird from an extensive candidate list of over ~125 potential targets, representing a valiant due diligence effort

Note: Market data as of July 31, 2015. Share + warrant price performance indexed to IPO unit price of \$10.00.

(a) Debt and cash balances as of January 3, 2015, pro forma for closing of transaction.

(b) Market equity capitalization based on pro forma share count including issuance of 1,212,500 shares pursuant to the Warrant Exchange Offer

(c) As of March 17, 2015 i.e. closing of Sponsor Warrants Exchange offer.

(d) Based on an assumed conversion price of \$11.59 per share.

(e) Share count includes the issuance of 269,046 shares of Hennessy Capital common stock; excludes shares underlying all other public warrants.

(f) Share count includes the issuance of 943,453 shares of Hennessy Capital common stock; excludes shares underlying all other placement warrants

Source: Company filings, Capital IQ, Wall Street research

Pro-forma ownership structure

(in mm's, unless noted)	Assumes no conversion of preferred stock ^(a)		Assumes conversion of preferred stock ^{(a)(b)}	
	Common stock (mm)	%	Common stock (mm)	%
Cerberus affiliate	12.0	58.0%	12.0	48.0%
HCAC Public stockholders ^(c)	4.3	20.7%	4.3	17.1%
HCAC Sponsor ^(d)	1.8	8.8%	1.8	7.3%
Backstop investor	2.6	12.6%	2.6	10.4%
PIPE investment investor	0.0	0.0%	4.3	17.3%
Total	20.7	100.0%	25.0	100.0%

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43