

MOBILE MINI INC  
Form 10-Q  
November 08, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2013**

**or**

☐ **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: 1-12804**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**7420 S. Kyrene Road, Suite 101**

**Tempe, Arizona**  
**(Address of principal executive offices)**

**(480) 894-6311**

**86-0748362**  
**(I.R.S. Employer**  
**Identification No.)**

**85283**  
**(zip code)**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

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 ☒

At October 25, 2013, there were outstanding 46,288,665 shares of the registrant's common stock, par value \$.01.

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****MOBILE MINI, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands except par value data)**

	<b>December 31, 2012 (See Note A)</b>	<b>September 30, 2013 (Unaudited)</b>
<b>ASSETS</b>		
Cash	\$ 1,937	\$ 2,068
Receivables, net of allowance for doubtful accounts of \$2,675 and \$2,021 at December 31, 2012 and September 30, 2013, respectively	50,644	54,594
Inventories	19,534	20,711
Lease fleet, net	1,031,589	982,668
Property, plant and equipment, net	80,822	77,542
Assets held for sale		5,889
Deposits and prepaid expenses	6,858	6,842
Other assets and intangibles, net	17,868	14,548
Goodwill	518,308	517,999
<b>Total assets</b>	<b>\$ 1,727,560</b>	<b>\$ 1,682,861</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
Accounts payable	\$ 18,287	\$ 21,376
Accrued liabilities	58,485	60,615
Lines of credit	442,391	358,658
Notes payable	310	
Obligations under capital leases	642	1,845
Senior Notes	200,000	200,000
Deferred income taxes	197,926	201,998
<b>Total liabilities</b>	<b>918,041</b>	<b>844,492</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock: \$.01 par value, 20,000 shares authorized, none issued		
Common stock: \$.01 par value, 95,000 shares authorized, 48,211 issued and 46,036 outstanding at December 31, 2012 and 48,461 issued and 46,286 outstanding at September 30, 2013	482	485
Additional paid-in capital	522,372	539,848

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Retained earnings	343,782	355,746
Accumulated other comprehensive loss	(17,817)	(18,410)
Treasury stock, at cost, 2,175 shares	(39,300)	(39,300)
Total stockholders' equity	809,519	838,369
Total liabilities and stockholders' equity	\$ 1,727,560	\$ 1,682,861

See accompanying notes to condensed consolidated financial statements (unaudited).

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**MOBILE MINI, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(In thousands except per share data)

(Unaudited)

	<b>Three Months Ended September 30,</b>	
	<b>2012</b>	<b>2013</b>
Revenues:		
Leasing	\$ 88,789	\$ 95,811
Sales	9,687	9,098
Other	526	578
Total revenues	99,002	105,487
Costs and expenses:		
Cost of sales	6,026	6,091
Leasing, selling and general expenses	55,978	62,891
Merger and restructuring expenses	837	1,335
Asset impairment (recovery) charge, net		(751)
Depreciation and amortization	8,951	8,942
Total costs and expenses	71,792	78,508
Income from operations	27,210	26,979
Other expense:		
Interest expense	(8,805)	(7,359)
Debt restructuring expense	(2,812)	
Deferred financing costs write-off	(1,197)	
Foreign currency exchange loss	(2)	
Income before provision for income taxes	14,394	19,620
Provision for income taxes	3,996	5,317
Net income	\$ 10,398	\$ 14,303
Earnings per share:		
Basic	\$ 0.23	\$ 0.31
Diluted	\$ 0.23	\$ 0.31
Weighted average number of common and common share equivalents outstanding:		

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Basic	44,686	45,511
Diluted	45,044	46,162

See accompanying notes to condensed consolidated financial statements (unaudited).

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**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(In thousands)**

**(Unaudited)**

	<b>Three Months Ended September 30,</b>	
	<b>2012</b>	<b>2013</b>
Net income	\$ 10,398	\$ 14,303
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	6,833	12,179
Other comprehensive income	6,833	12,179
Comprehensive income	\$ 17,231	\$ 26,482

See accompanying notes to condensed consolidated financial statements (unaudited).



**Table of Contents****MOBILE MINI, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(In thousands except per share data)****(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2013</b>
Revenues:		
Leasing	\$ 249,157	\$ 269,101
Sales	30,241	30,410
Other	1,574	1,439
Total revenues	280,972	300,950
Costs and expenses:		
Cost of sales	18,504	20,443
Leasing, selling and general expenses	164,942	173,501
Merger and restructuring expenses	1,600	2,053
Asset impairment charge, net		39,526
Depreciation and amortization	27,096	26,586
Total costs and expenses	212,142	262,109
Income from operations	68,830	38,841
Other expense:		
Interest income	1	
Interest expense	(29,604)	(22,365)
Debt restructuring expense	(2,812)	
Deferred financing costs write-off	(1,889)	
Foreign currency exchange loss	(5)	(1)
Income before provision for income taxes	34,521	16,475
Provision for income taxes	11,601	4,511
Net income	\$ 22,920	\$ 11,964
Earnings per share:		
Basic	\$ 0.51	\$ 0.26
Diluted	\$ 0.51	\$ 0.26

Weighted average number of common and common share equivalents outstanding:

Basic	44,601	45,394
Diluted	45,019	45,972

See accompanying notes to condensed consolidated financial statements (unaudited).

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**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(In thousands)**

**(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2013</b>
Net income	\$ 22,920	\$ 11,964
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	8,221	(593)
Other comprehensive income (loss)	8,221	(593)
Comprehensive income	\$ 31,141	\$ 11,371

See accompanying notes to condensed consolidated financial statements (unaudited).

**Table of Contents****MOBILE MINI, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2013</b>
<b>Cash Flows From Operating Activities:</b>		
Net income	\$ 22,920	\$ 11,964
Adjustments to reconcile net income to net cash provided by operating activities:		
Debt restructuring expense	2,812	
Deferred financing costs write-off	1,889	
Asset impairment charge, net		38,953
Provision for doubtful accounts	923	1,288
Amortization of deferred financing costs	2,517	2,108
Amortization of debt issuance discount	49	
Amortization of long-term liabilities	125	128
Share-based compensation expense	5,676	10,769
Depreciation and amortization	27,096	26,586
Gain on sale of lease fleet units	(9,451)	(7,698)
Gain on disposal of property, plant and equipment	(263)	(56)
Deferred income taxes	11,601	4,249
Foreign currency transaction loss	5	1
Changes in certain assets and liabilities, net of business acquired:		
Receivables	(7,649)	(5,297)
Inventories	(963)	(2,397)
Deposits and prepaid expenses	924	19
Other assets and intangibles	(264)	12
Accounts payable	692	2,768
Accrued liabilities	(275)	2,077
Net cash provided by operating activities	58,364	85,474
<b>Cash Flows From Investing Activities:</b>		
Cash paid for business acquired	(3,563)	
Additions to lease fleet	(32,783)	(23,611)
Proceeds from sale of lease fleet units	23,399	25,411
Additions to property, plant and equipment	(11,171)	(10,651)
Proceeds from sale of property, plant and equipment	1,428	1,013
Net cash used in investing activities	(22,690)	(7,838)

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Cash Flows From Financing Activities:

Net borrowings (repayments) under lines of credit	124,056	(83,733)
Redemption of 6.875% senior notes due 2015	(150,000)	
Redemption premiums of 6.875% senior notes due 2015	(2,579)	
Deferred financing costs	(8,039)	
Principal payments on notes payable	(316)	(310)
Principal payments on capital lease obligations	(762)	(289)
Issuance of common stock	1,996	6,467
Net cash used in financing activities	(35,644)	(77,865)
Effect of exchange rate changes on cash	(1,974)	360
Net (decrease) increase in cash	(1,944)	131
Cash at beginning of period	2,860	1,937
Cash at end of period	\$ 916	\$ 2,068

Supplemental Disclosure of Cash Flow Information:

Equipment acquired through capital lease and financing obligations	\$ 300	\$ 1,492
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See accompanying notes to condensed consolidated financial statements (unaudited).

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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**NOTE A Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ( GAAP ) applicable to interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management of Mobile Mini, Inc. (referred to herein as Mobile Mini, us, we, our or the Company ), all adjustments (which include normal recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for all periods presented have been made. All significant inter-company balances and transactions have been eliminated.

The local currency of the Company s foreign operations is translated to U.S. currency for the Company s condensed consolidated financial statements for each period being presented, and the Company is subject to foreign exchange rate fluctuations in connection with the Company s European and Canadian operations.

The Condensed Consolidated Balance Sheet at December 31, 2012 was derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

The results of operations for the three- and nine-month periods ended September 30, 2013 are not necessarily indicative of the operating results that may be expected for the full fiscal year ending December 31, 2013 or any future period. Demand from certain of the Company s customers is somewhat seasonal. Demand for leases of the Company s portable storage units by large retailers is stronger from September through December because these retailers need to store additional inventory for the holiday season. These retailers usually return these leased units to the Company in December or early in the following year. This seasonality has historically caused lower utilization rates for the Company s lease fleet during the first quarter of each year.

These condensed consolidated financial statements should be read in conjunction with the Company s December 31, 2012 audited consolidated financial statements and accompanying notes thereto, which are included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission ( SEC ) on March 1, 2013.

**NOTE B Recent Accounting Pronouncements**

*Comprehensive Income.* In June 2011, the Financial Accounting Standards Board ( FASB ) issued an amendment to the existing guidance on the presentation of comprehensive income. Under the amended guidance, an entity is required to present the effect of reclassification adjustments out of accumulated other comprehensive income in both net income and other comprehensive income in the financial statements. In February 2013, the FASB issued an amendment to this provision which is effective on a prospective basis for fiscal years, and interim periods within those years, beginning after December 15, 2012. The adoption of this amendment did not have a material impact on the Company s consolidated financial statements and related disclosures.

**NOTE C Fair Value Measurements**

The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that should be

determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company adopted the suggested accounting guidance for the three levels of inputs that may be used to measure fair value:

- Level 1 Observable inputs such as quoted prices in active markets for identical assets or liabilities;
- Level 2 Observable inputs, other than Level 1 inputs in active markets, that are observable either directly or indirectly; and
- Level 3 Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

At December 31, 2012 and September 30, 2013, the Company did not have any financial instruments required to be recorded at fair value on a recurring basis.

Table of Contents**MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

The following table summarizes our non-financial assets measured at fair value on a non-recurring basis:

Assets Held for Sale	Fair Value	Quoted Prices in Active			Valuation Technique
		Markets	Significant	Other	
		for	Observable		
		Identical	Inputs	Significant Unobservable	
		Assets	(Level	Inputs (Level	
		(Level 1)	2)	3)	
		(In thousands)			
December 31, 2012	\$	\$	\$	\$	n/a
September 30, 2013	\$ 5,889	\$	\$	\$ 5,889	(1)

- (1) Assets held for sale primarily represent portable storage and office units and some transportation equipment. The carrying value of these assets was written down to fair value in the second quarter of 2013 and the resulting impairment loss was recorded in the asset impairment charge in the Condensed Consolidated Statements of Income. Our estimate of the fair value of the assets held for sale is based on our understanding of market prices to be paid by third parties (See Note O).

**NOTE D Fair Value of Financial Instruments**

The Company determines the estimated fair value of financial instruments using available market information and valuation methodologies. Considerable judgment is required in estimating fair values. Accordingly, the estimates may not be indicative of the amounts the Company could realize in current market exchanges.

The carrying amounts of cash, receivables, accounts payable and accrued liabilities approximate fair values based on the liquidity of these financial instruments or based on their short-term nature. The carrying amounts of the Company's borrowings under its revolving credit facility, notes payable and capital leases approximate fair value. The fair values of the Company's revolving credit facility, notes payable and capital leases are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. Based on the borrowing rates currently available to the Company for bank loans with similar terms and average maturities, the fair value of the Company's revolving credit facility debt, notes payable and capital leases at December 31, 2012 and September 30, 2013 approximated their respective book values and are considered Level 2 in the fair value hierarchy described in Note C.

The fair value of the Company's \$200.0 million aggregate principal amount of 7.875% senior notes due 2020 (the Senior Notes) is \$219.0 million and \$218.0 million as of December 31, 2012 and September 30, 2013, respectively. The fair value is based on the latest sales price of such notes at the end of each period obtained from a third-party institution and is considered Level 2 in the fair value hierarchy described in Note C, as there is not an active market for such notes.



NOTE E Earnings Per Share

Basic earnings per share ( EPS ) is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated under the treasury stock method. Potential common shares include restricted common stock, which is subject to risk of forfeiture, incremental shares of common stock issuable upon the exercise of stock options and vesting of nonvested stock awards.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

The following is a reconciliation of weighted-average shares of common stock outstanding for purposes of calculating basic and diluted EPS for the three- and nine-month periods ended September 30, 2012 and 2013:

	Three Months Ended September 30, 2012      2013 (In thousands except per share data)		Nine Months Ended September 30, 2012      2013 (In thousands except per share data)	
Numerator:				
Net income	\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Basic EPS Denominator:				
Common shares outstanding beginning of period	44,651	45,498	44,432	45,194
Effect of weighting shares:				
Weighted shares issued during the period ended September 30	35	13	169	200
Denominator for basic earnings per share	44,686	45,511	44,601	45,394
Diluted EPS Denominator:				
Common shares outstanding beginning of period	44,651	45,498	44,432	45,194
Effect of weighting shares:				
Weighted shares issued during the period ended September 30	35	13	169	200
Dilutive effect of stock options and nonvested share-awards during the period ended September 30	358	651	418	578
Denominator for diluted earnings per share	45,044	46,162	45,019	45,972
Basic earnings per share	\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
Diluted earnings per share	\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26

Basic weighted average number of common shares outstanding does not include nonvested share-awards that had not vested of 1.0 million and 0.8 million for the three- and nine-month periods ended September 30, 2012 and 2013, respectively.

The following table represents the number of stock options and nonvested share-awards that were issued or outstanding but were excluded in calculating diluted EPS because their effect would have been anti-dilutive:

	<b>Three Months Ended September 30, 2012      2013 (In thousands)</b>		<b>Nine Months Ended September 30, 2012      2013 (In thousands)</b>	
Stock option awards	917	2,200	942	1,612
Nonvested share-awards	158	1	157	
<b>Total anti-dilutive shares</b>	<b>1,075</b>	<b>2,201</b>	<b>1,099</b>	<b>1,612</b>

#### NOTE F Share-Based Compensation

At September 30, 2013, the Company had one active share-based employee compensation plan. There are two expired compensation plans, one of which still has outstanding options subject to exercise or termination. No additional options can be granted under the expired plans.

Stock option awards under these plans were granted with an exercise price per share equal to the fair market value of the Company's common stock on the date of grant. Each outstanding option must expire no later than ten years from the date it was granted, unless exercised or forfeited before the expiration date, and are granted with vesting periods ranging from three to four and a half years. The total value of the Company's stock option awards is expensed over the related employee's service period on a straight-line basis, or if subject to performance conditions, the expense is recognized using the accelerated attribution method. The service period is the time during which the employees receiving the awards must remain employed for the shares granted to fully vest.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

The Company also awards restricted stock, also called nonvested share-awards in this discussion, under the existing share-based compensation plan. The majority of the Company's nonvested share-awards vest in equal annual installments over a four- to five-year period. The total value of these time-based awards is expensed on a straight-line basis over the service period of the employees receiving the awards.

The Company also grants certain executive officers stock options and nonvested share-awards with vesting subject to performance conditions. Vesting of these grants is dependent upon the respective officers fulfilling the service period requirements as well as the Company achieving certain yearly adjusted EBITDA targets in each of the performance periods (three to four years) after the grant is awarded. EBITDA is defined as net income before interest expense, income taxes, depreciation and amortization and debt restructuring or extinguishment expense, including any write-off of deferred financing costs, and further adjusted for specific transactions, to arrive at adjusted EBITDA. For performance-based grants, the Company is required to assess the probability that such performance conditions will be met. If the likelihood of the performance conditions being met is deemed probable, the Company will recognize the expense using the accelerated attribution method. The accelerated attribution method could result in as much as 60% of the total value of the shares being recognized in the first year of the service period if the future performance-based targets are assessed as probable of being met.

The following table sets forth unrecognized compensation costs related to the Company's share-based compensation plan as of September 30, 2013:

	<b>September 30, 2013 (In thousands)</b>	<b>Weighted Average Recognition Period (Years)</b>
Stock option awards	\$ 17,894	1.93
Nonvested share-awards	\$ 10,486	2.61

The following table summarizes the share-based compensation expense and capitalized amounts for the three-month and nine-month periods ended September 30, 2012 and 2013:

	<b>Three Months Ended September 30, 2012      2013 (In thousands)</b>		<b>Nine Months Ended September 30, 2012      2013 (In thousands)</b>	
Gross share-based compensation	\$ 2,131	\$ 5,484	\$ 5,809	\$ 11,012
Capitalized share-based compensation	(41)	(94)	(133)	(243)
Share-based compensation expense	\$ 2,090	\$ 5,390	\$ 5,676	\$ 10,769

A summary of stock option activity within the Company's share-based compensation plans and changes for the nine months ended September 30, 2013 is as follows:

	<b>Number of Shares (In thousands)</b>	<b>Weighted Average Exercise Price</b>
Balance at December 31, 2012	1,099	\$ 20.02
Granted	2,194	\$ 31.20
Exercised	(291)	\$ 22.17
Canceled/Expired	(147)	\$ 15.88
Balance at September 30, 2013	2,855	\$ 28.61

The intrinsic value of options exercised during the nine months ended September 30, 2013 was approximately \$2.5 million.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

A summary of nonvested share-awards activity within the Company's share-based compensation plans and changes for the nine months ended September 30, 2013 is as follows:

	<b>Number of Shares (In thousands)</b>	<b>Weighted Average Grant Date Fair Value</b>
Nonvested at December 31, 2012	843	\$ 17.27
Awarded	139	\$ 29.37
Released	(33)	\$ 26.44
Forfeited	(182)	\$ 15.39
Nonvested at September 30, 2013	767	\$ 19.50

A summary of fully vested stock options and stock options expected to vest, as of September 30, 2013, is as follows:

	<b>Number of Shares (In thousands)</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (In years)</b>	<b>Aggregate Intrinsic Values (In thousands)</b>
Outstanding	2,855	\$ 28.61	8.32	\$ 16,912
Vested and expected to vest	2,719	\$ 28.52	8.27	\$ 16,339
Exercisable	404	\$ 20.47	2.28	\$ 5,491

The fair value of each stock option award is estimated on the date of the option grant using the Black-Scholes option pricing model.

**NOTE G Inventories**

Inventories are valued at the lower of cost (principally on a standard cost basis that approximates the first-in, first-out, or FIFO, method) or market. Market is the lower of replacement cost or net realizable value. Inventories primarily consist of raw materials and supplies, work-in-process and finished portable storage units, all related to manufacturing, remanufacturing and maintenance, primarily for the Company's lease fleet and its units held for sale. Raw materials and supplies principally consist of raw steel, wood, glass, paint and other assembly components used in manufacturing and remanufacturing processes. Work-in-process primarily represents units being built that are either

pre-sold or being built to add to the Company's lease fleet upon completion. Finished portable storage units primarily represent ISO, or International Organization for Standardization, containers held in inventory until the containers are either sold as is, remanufactured and sold, or units in the process of being remanufactured to be compliant with the Company's lease fleet standards before transferring the units to its lease fleet. There is no certainty when the Company purchases the containers whether they will ultimately be sold, remanufactured and sold, or remanufactured and moved into its lease fleet. Units that are placed into the Company's lease fleet undergo an extensive remanufacturing process that includes installing its proprietary locking system, signage, painting and sometimes its proprietary security doors. Inventories consisted of the following at the dates indicated:

	<b>December 31, 2012</b>	<b>September 30, 2013</b>
	<b>(In thousands)</b>	
Raw material and supplies	\$ 14,654	\$ 16,745
Work-in-process	336	224
Finished portable storage units	4,544	3,742
Inventories (1)	\$ 19,534	\$ 20,711

(1) Includes an impairment charge of \$1.2 million recorded in the second quarter of 2013. (See Note O).

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****NOTE H Lease Fleet**

The Company has a lease fleet primarily consisting of remanufactured and modified steel portable storage containers, steel security offices, steel combination offices and wood mobile offices that are leased to customers under short-term operating lease agreements with varying terms. Depreciation is calculated using the straight-line method over the estimated useful life of the Company's units, after the date the units are placed in service, and are depreciated down to their estimated residual values. The Company's steel units are depreciated over 30 years with an estimated residual value of 55%. Wood office units are depreciated over 20 years with an estimated residual value of 50%. Van trailers, which are a small part of the Company's fleet, are depreciated over seven years to an estimated residual value of 20%. The Company has other non-core products that have various other measures of useful lives and residual values. Van trailers and other non-core assets are typically only added to the fleet as a result of acquisitions of portable storage businesses.

In the opinion of management, estimated residual values do not cause carrying values to exceed net realizable value. The Company continues to evaluate these depreciation policies as more information becomes available from other comparable sources and the Company's own historical experience. Normal repairs and maintenance to the portable storage containers and mobile office units are expensed as incurred.

Lease fleet consisted of the following at the dates indicated:

	<b>December 31, 2012</b>	<b>September 30, 2013</b>
	<b>(In thousands)</b>	
Steel storage containers	\$ 630,760	\$ 600,086
Offices	549,730	538,179
Van trailers	3,011	2,163
Other	3,332	3,632
	1,186,833	1,144,060
Accumulated depreciation	(155,244)	(161,392)
Lease fleet, net (1)	\$ 1,031,589	\$ 982,668

(1) Includes an impairment charge of \$33.7 million recorded in the second quarter of 2013 (See Note O).

**NOTE I Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the assets' estimated useful lives. Residual values are determined when the property is



constructed or acquired and range up to 25%, depending on the nature of the asset. In the opinion of management, estimated residual values do not cause carrying values to exceed net realizable value. Normal repairs and maintenance to property, plant and equipment are expensed as incurred. When property or equipment is retired or sold, the net book value of the asset, reduced by any proceeds, is charged to gain or loss on the retirement of fixed assets and is included in leasing, selling and general expenses in the accompanying Condensed Consolidated Statements of Income. Property, plant and equipment consisted of the following at the dates indicated:

	<b>December 31, 2012</b>	<b>September 30, 2013</b>
	<b>(In thousands)</b>	
Land	\$ 11,153	\$ 11,088
Vehicles and equipment (1)	90,657	79,250
Buildings and improvements (2)	18,464	18,629
Office fixtures and equipment	30,743	34,114
	151,017	143,081
Accumulated depreciation and amortization	(70,195)	(65,539)
Property, plant and equipment, net	\$ 80,822	\$ 77,542

- (1) Includes an impairment charge of \$3.9 million recorded in the second quarter of 2013 (See Note O).
- (2) Improvements made to leased properties are amortized over the lesser of the estimated remaining life or the remaining term of the respective lease.

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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

**NOTE J Lines of Credit**

The Company has a \$900.0 million ABL Credit Agreement with Deutsche Bank AG New York Branch and other lenders party thereto (the Credit Agreement). The Credit Agreement provides for a five-year revolving credit facility and matures on February 22, 2017. The obligations of Mobile Mini and its subsidiary guarantors under the Credit Agreement are secured by a blanket lien on substantially all of its assets.

Amounts borrowed under the Credit Agreement and repaid or prepaid during the term may be reborrowed. Outstanding amounts under the Credit Agreement bear interest at the Company's option at either: (i) LIBOR plus a defined margin, or (ii) the Agent bank's prime rate plus a margin. The applicable margin for each type of loan is based on an availability-based pricing grid and ranges from 1.75% to 2.25% for LIBOR loans and 0.75% to 1.25% for base rate loans at each measurement date. As of September 30, 2013, the applicable margins were 2.00% for LIBOR loans and 1.00% for base rate loans and will be remeasured at the end of the next measurement date, which is within 10 days following the end of each fiscal quarter.

Availability of borrowings under the Credit Agreement is subject to a borrowing base calculation based upon a valuation of the Company's eligible accounts receivable, eligible container fleet (including containers held for sale, work-in-process and raw materials) and machinery and equipment, each multiplied by an applicable advance rate or limit. The lease fleet is appraised at least once annually by a third-party appraisal firm and up to 90% of the net orderly liquidation value, as defined in the Credit Agreement, is included in the borrowing base to determine how much the Company may borrow under the Credit Agreement.

The Credit Agreement provides for U.K. borrowings, which are, at the Company's option, denominated in either Pounds Sterling or Euros, by its U.K. subsidiary based upon a U.K. borrowing base; Canadian borrowings, which are denominated in Canadian dollars, by its Canadian subsidiary based upon a Canadian borrowing base; and U.S. borrowings, which are denominated in U.S. dollars, by the Company based upon a U.S. borrowing base.

The Credit Agreement also contains customary negative covenants, including covenants that restrict the Company's ability to, among other things: (i) allow certain liens to attach to the Company or its subsidiary assets; (ii) repurchase or pay dividends or make certain other restricted payments on capital stock and certain other securities, prepay certain indebtedness or make acquisitions or other investments subject to Payment Conditions (as defined in the Credit Agreement); and (iii) incur additional indebtedness or engage in certain other types of financing transactions. Payment Conditions allow restricted payments and acquisitions to occur without financial covenants as long as the Company has \$225.0 million of pro forma excess borrowing availability under the Credit Agreement. The Company must also comply with specified financial maintenance covenants and affirmative covenants if the Company falls below \$90.0 million of borrowing availability levels with set permitted values for the Debt Ratio and Fixed Charge Coverage Ratio (each as defined in the Credit Agreement). The Company was in compliance with the terms of the Credit Agreement as of September 30, 2013 and was above the minimum borrowing availability threshold and therefore not subject to any financial maintenance covenants or restricted from paying dividends or making stock repurchases.

**NOTE K Income Taxes**

The Company files U.S. Federal tax returns, U.S. state tax returns and foreign tax returns. The Company has identified its U.S. Federal tax return as its major tax jurisdiction. For the U.S. Federal return, its tax years for 2010, 2011 and 2012 are subject to tax examination by the U.S. Internal Revenue Service through September 15, 2014, 2015 and 2016, respectively. The Company does not anticipate that the total amount of unrecognized tax benefit related to any particular tax position will change significantly within the next 12 months.

The Company uses a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

In July 2013, the U.K.'s government authorized another reduction in the corporate income tax rate from the statutory rate of 23%, authorized in 2012, to 20%. These rate reductions only affected the Company's U.K. operations and reduced the Company's deferred tax liability in the U.K. by approximately \$1.2 million and \$1.9 million in 2012 and 2013, respectively. The tax reductions are reflected at the enacted rate in effect at the estimated date such amounts will be payable. The benefit of these rate changes is included in the 2012 and 2013 tax provisions.

The Company's policy for recording interest and penalties associated with audits is to record such items as a component of income before taxes. Penalties and associated interest costs, if any, are recorded in leasing, selling and general expenses in its Condensed Consolidated Statements of Income.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****NOTE L Accumulated Other Comprehensive Loss**

At December 31, 2012 and September 30, 2013, the Company did not have any transactions that required reclassification adjustments out of accumulated other comprehensive loss.

The components of accumulated other comprehensive loss, net of tax, consisted of the following at the dates indicated:

	<b>December 31, 2012</b>	<b>September 30, 2013</b>
	<b>(In thousands)</b>	
Foreign currency translation adjustment	\$ (17,817)	\$ (18,410)
Total accumulated other comprehensive loss	\$ (17,817)	\$ (18,410)

**NOTE M Segment Reporting**

The Company has operations in North America, the U. K. and The Netherlands. The Company's operating segments are similarly defined geographically. Discrete financial data on each of the Company's products is not available and it would be impractical to collect and maintain financial data in such a manner. Financial results of the three operating segments are aggregated into two reportable segments, North America and Europe, based on quantitative thresholds. All of the Company's locations operate in their local currency and, although the Company is exposed to foreign exchange rate fluctuation in other foreign markets where the Company leases and sells its products, the Company does not believe such exposure will have a significant impact on its results of operations.

In managing the Company's business, management focuses on growing leasing revenues, particularly in existing markets where it can take advantage of the operating leverage inherent in its business model, EBITDA and consolidated EPS.

Table of Contents**MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

The following tables set forth certain information regarding each of the Company's segments for the three- and nine-month periods ended September 30, 2012 and 2013:

	Three Months Ended September 30, 2012                  2013 (In thousands)	
Revenues:		
North America:		
Leasing	\$ 72,174	\$ 77,859
Sales	8,390	7,748
Other	445	469
Total North America (1)	81,009	86,076
Europe:		
Leasing	16,615	17,952
Sales	1,297	1,350
Other	81	109
Total Europe	17,993	19,411
Total Revenues	\$ 99,002	\$ 105,487
Depreciation and amortization:		
North America	\$ 7,032	\$ 7,276
Europe	1,919	1,666
Total depreciation and amortization	\$ 8,951	\$ 8,942
Income from operations:		
North America	\$ 23,397	\$ 22,791
Europe	3,813	4,188
Total income from operations	\$ 27,210	\$ 26,979
Interest expense:		
North America	\$ 8,327	\$ 7,067
Europe	478	292

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Total interest expense	\$ 8,805	\$ 7,359
Income tax provision (benefit):		
North America	\$ 4,411	\$ 6,205
Europe	(415)	(888)
Total income tax provision	\$ 3,996	\$ 5,317

- (1) Includes revenues in the United States of \$79.2 million and \$84.3 million for the three-month period ended September 30, 2012 and 2013, respectively.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

	<b>Nine Months Ended September 30, 2012          2013 (In thousands)</b>	
<b>Revenues:</b>		
<b>North America:</b>		
Leasing	\$ 203,037	\$ 219,844
Sales	26,959	22,461
Other	1,364	1,153
 Total North America (1)	 231,360	 243,458
 <b>Europe:</b>		
Leasing	46,120	49,257
Sales	3,282	7,949
Other	210	286
 Total Europe	 49,612	 57,492
 Total Revenues	 \$ 280,972	 \$ 300,950
 <b>Depreciation and amortization:</b>		
North America	\$ 21,213	\$ 21,439
Europe	5,883	5,147
 Total depreciation and amortization	 \$ 27,096	 \$ 26,586
 <b>Income from operations:</b>		
North America	\$ 60,784	\$ 34,982
Europe	8,046	3,859
 Total income from operations	 \$ 68,830	 \$ 38,841
 <b>Interest expense:</b>		
North America	\$ 28,143	\$ 21,457
Europe	1,461	908
 Total interest expense	 \$ 29,604	 \$ 22,365
 <b>Income tax provision (benefit):</b>		
North America	\$ 11,172	\$ 5,449
Europe	429	(938)

Total income tax provision	\$ 11,601	\$ 4,511
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(1) Includes revenues in the United States of \$226.3 million and \$238.7 million for the nine-month period ended September 30, 2012 and 2013, respectively.

The tables below represent the Company's long-lived assets, which consist of lease fleet and property, plant and equipment at the dates indicated:

	<b>December 31, 2012</b>	<b>September 30, 2013</b>
	<b>(In thousands)</b>	
North America (1)	\$ 947,074	\$ 898,301
Europe	165,337	161,909
<b>Total long-lived assets</b>	<b>\$ 1,112,411</b>	<b>\$ 1,060,210</b>

(1) Includes long-lived assets of \$928.2 million and \$880.0 million in the United States at December 31, 2012 and September 30, 2013, respectively.



**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****NOTE N Merger and Restructuring Expenses**

In 2008, the Company completed the acquisition of Mobile Storage Group, Inc. (MSG), which became a wholly-owned subsidiary of Mobile Mini, Inc. In connection with the acquisition of MSG, the Company recorded accruals for costs to be incurred to exit overlapping MSG lease properties.

In addition, the Company has undergone other restructuring actions to align its business operations, including the termination of its consumer initiative program in August 2012 and the transition of leadership for the Company's President and Chief Executive Officer position in 2012 and the Chief Accounting Officer position in 2013.

The majority of accrued merger and restructuring obligations are related to the Company's operations in North America. The following table details these accrued obligations (included in accrued liabilities in the accompanying Condensed Consolidated Balance Sheets) and related activity for the year ended December 31, 2012 and the nine-month period ended September 30, 2013:

	<b>Severance and Benefits</b>	<b>Lease Abandonment Costs</b>	<b>Merger Costs</b>	<b>Total</b>
	<b>(In thousands)</b>			
Accrued obligations as of January 1, 2012	\$	\$ 2,129	\$	\$ 2,129
Merger and restructuring expenses	5,986	1,007	140	7,133
Cash paid	(3,442)	(1,566)	(140)	(5,148)
Accrued obligations as of December 31, 2012	2,544	1,570		4,114
Merger and restructuring expenses	1,630	318	105	2,053
Cash paid	(3,627)	(712)	(105)	(4,444)
Accrued obligations as of September 30, 2013	\$ 547	\$ 1,176	\$	\$ 1,723

All accrued obligations are expected to be paid out through the year 2014.

The following amounts are included in merger and restructuring expenses for the periods indicated:

	<b>Three Months Ended September 30, 2012 2013</b>		<b>Nine Months Ended September 30, 2012 2013</b>	
	<b>(In thousands)</b>		<b>(In thousands)</b>	
Severance and benefits	\$ 453	\$ 1,221	\$ 801	\$ 1,630

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Lease abandonment costs	350	79	671	318
Merger costs	34	35	128	105

Merger and restructuring expenses	\$ 837	\$ 1,335	\$ 1,600	\$ 2,053
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NOTE O Assets Held for Sale

In the second quarter of 2013, the Company recorded an impairment charge of \$40.3 million, of which \$39.7 million was non-cash, primarily related to assets deemed to be either non-core to the Company's leasing strategy or uneconomic to repair, and placed these assets for sale. The initial write-downs of assets held for sale was recorded as an impairment charge. Realized gains and losses resulting from the sale of these assets are recorded as a decrease or an increase to the original impairment charge in the statements of income and the proceeds associated with the disposal of these assets, excluding inventories, is recorded as investing activities in the statements of cash flows.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

The following table sets forth the information on the assets held for sale and subsequent changes to the assets' fair value for the three-month period ended September 30, 2013:

	<b>North America</b>	<b>Europe</b>	<b>Total</b>
Balance at June 30, 2013	\$ 6,877	\$ 1,435	\$ 8,312
Sale proceeds	(2,730)	(444)	(3,174)
Recovery (impairment), net (1)	725	26	751
Balance at September 30, 2013	\$ 4,872	\$ 1,017	\$ 5,889

(1) Net gains realized from the sale of assets held for sale.

**NOTE P Subsequent Events**

On November 6, 2013, the Company's Board of Directors (the "Board") authorized the initiation of a quarterly cash dividend to all the Company's common stockholders. The first quarterly cash dividend will be \$0.17 per share of common stock, payable on March 20, 2014 to stockholders of record as of the close of business on March 6, 2014. Each future quarterly dividend payment is subject to review and approval by the Board.

Additionally, on November 6, 2013, the Board approved a share repurchase program of up to \$125.0 million of the Company's outstanding shares of common stock. The shares may be repurchased from time to time in the open market or in privately negotiated transactions. The stock repurchases are subject to prevailing market conditions and other considerations. No time limit was set for the completion of the repurchase program and the program may be suspended or discontinued at any time.

**NOTE Q Condensed Consolidating Financial Information**

The following tables reflect the condensed consolidating financial information of the Company's subsidiary guarantors of the Senior Notes and its non-guarantor subsidiaries. Separate financial statements of the subsidiary guarantors are not presented because the guarantee by each 100% owned subsidiary guarantor is full and unconditional, joint and several, subject to customary exceptions, and management has determined that such information is not material to investors. On December 31, 2012, the assets and liabilities of our Toronto, Canada location, which was part of the U.S. guarantor Company, were transferred to our Canadian subsidiary, Mobile Mini Canada ULC, which is a non-guarantor subsidiary of the Senior Notes.

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING BALANCE SHEETS****As of December 31, 2012****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>ASSETS</b>				
Cash	\$ 1,009	\$ 928	\$	\$ 1,937
Receivables, net	34,708	15,936		50,644
Inventories	17,263	2,320	(49)	19,534
Lease fleet, net	867,295	164,294		1,031,589
Property, plant and equipment, net	60,904	19,918		80,822
Deposits and prepaid expenses	5,296	1,562		6,858
Other assets and intangibles, net	15,874	1,994		17,868
Goodwill	445,138	73,170		518,308
Intercompany	140,958	27,383	(168,341)	
<b>Total assets</b>	<b>\$ 1,588,445</b>	<b>\$ 307,505</b>	<b>\$ (168,390)</b>	<b>\$ 1,727,560</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>Liabilities:</b>				
Accounts payable	\$ 10,331	\$ 7,956	\$	\$ 18,287
Accrued liabilities	52,854	5,631		58,485
Lines of credit	395,613	46,778		442,391
Notes payable	310			310
Obligations under capital leases	642			642
Senior Notes	200,000			200,000
Deferred income taxes	184,430	14,345	(849)	197,926
Intercompany	7,515	(2,594)	(4,921)	
<b>Total liabilities</b>	<b>851,695</b>	<b>72,116</b>	<b>(5,770)</b>	<b>918,041</b>
<b>Commitments and contingencies</b>				
<b>Stockholders' equity:</b>				
Common stock	482	18,434	(18,434)	482
Additional paid-in capital	522,372	144,985	(144,985)	522,372

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Retained earnings	253,196	89,787	799	343,782
Accumulated other comprehensive loss		(17,817)		(17,817)
Treasury stock, at cost	(39,300)			(39,300)
Total stockholders' equity	736,750	235,389	(162,620)	809,519
Total liabilities and stockholders' equity	\$ 1,588,445	\$ 307,505	\$ (168,390)	\$ 1,727,560

Table of Contents**MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING BALANCE SHEETS****As of September 30, 2013****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>ASSETS</b>				
Cash	\$ 1,342	\$ 726	\$	\$ 2,068
Receivables, net	36,531	18,063		54,594
Inventories	18,067	2,644		20,711
Lease fleet, net	821,616	161,052		982,668
Property, plant and equipment, net	58,363	19,179		77,542
Assets held for sale	4,672	1,217		5,889
Deposits and prepaid expenses	5,085	1,757		6,842
Other assets and intangibles, net	13,107	1,441		14,548
Goodwill	445,131	72,868		517,999
Intercompany	158,114	34,231	(192,345)	
Total assets	\$ 1,562,028	\$ 313,178	\$ (192,345)	\$ 1,682,861
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>Liabilities:</b>				
Accounts payable	\$ 12,048	\$ 9,328	\$	\$ 21,376
Accrued liabilities	54,653	5,962		60,615
Lines of credit	340,856	17,802		358,658
Obligations under capital leases	1,845			1,845
Senior Notes	200,000			200,000
Deferred income taxes	189,600	13,283	(885)	201,998
Intercompany	23	4,800	(4,823)	
Total liabilities	799,025	51,175	(5,708)	844,492
<b>Commitments and contingencies</b>				
<b>Stockholders' equity:</b>				
Common stock	485	18,434	(18,434)	485
Additional paid-in capital	539,848	169,039	(169,039)	539,848

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Retained earnings	261,970	92,940	836	355,746
Accumulated other comprehensive loss		(18,410)		(18,410)
Treasury stock, at cost	(39,300)			(39,300)
Total stockholders' equity	763,003	262,003	(186,637)	838,369
Total liabilities and stockholders' equity	\$ 1,562,028	\$ 313,178	\$ (192,345)	\$ 1,682,861

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING STATEMENTS OF INCOME****Three Months Ended September 30, 2012****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenues:</b>				
Leasing	\$ 71,893	\$ 16,896	\$	\$ 88,789
Sales	6,823	2,864		9,687
Other	435	91		526
<b>Total revenues</b>	<b>79,151</b>	<b>19,851</b>		<b>99,002</b>
<b>Costs and expenses:</b>				
Cost of sales	4,993	1,033		6,026
Leasing, selling and general expenses	43,151	12,827		55,978
Merger and restructuring expenses	837			837
Depreciation and amortization	6,881	2,070		8,951
<b>Total costs and expenses</b>	<b>55,862</b>	<b>15,930</b>		<b>71,792</b>
Income from operations	23,289	3,921		27,210
<b>Other income (expense):</b>				
Interest income	152		(152)	
Interest expense	(8,132)	(825)	152	(8,805)
Dividend income	214		(214)	
Debt restructuring expense	(2,812)			(2,812)
Deferred financing costs write-off	(1,197)			(1,197)
Foreign currency exchange		(2)		(2)
Income before provision for (benefit from) income taxes	11,514	3,094	(214)	14,394
Provision for (benefit from) income taxes	4,469	(443)	(30)	3,996



Net income	\$	7,045	\$	3,537	\$	(184)	\$	10,398
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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**

**Three Months Ended September 30, 2012**

**(In thousands)**

	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 7,045	\$ 3,537	\$ (184)	\$ 10,398
Other comprehensive income, net of tax:				
Foreign currency translation adjustment		6,833		6,833
Other comprehensive income		6,833		6,833
Comprehensive income	\$ 7,045	\$ 10,370	\$ (184)	\$ 17,231

Table of Contents**MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING STATEMENTS OF INCOME****Three Months Ended September 30, 2013****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenues:</b>				
Leasing	\$ 76,265	\$ 19,546	\$	\$ 95,811
Sales	7,593	1,505		9,098
Other	465	113		578
<b>Total revenues</b>	<b>84,323</b>	<b>21,164</b>		<b>105,487</b>
<b>Costs and expenses:</b>				
Cost of sales	5,010	1,081		6,091
Leasing, selling and general expenses	49,550	13,341		62,891
Merger and restructuring expenses	1,189	146		1,335
Asset impairment (recovery) charge, net	(738)	(13)		(751)
Depreciation and amortization	7,150	1,792		8,942
<b>Total costs and expenses</b>	<b>62,161</b>	<b>16,347</b>		<b>78,508</b>
<b>Income from operations</b>	<b>22,162</b>	<b>4,817</b>		<b>26,979</b>
<b>Other income (expense):</b>				
Interest income	63		(63)	
Interest expense	(6,912)	(510)	63	(7,359)
<b>Income before provision for (benefit from) income taxes</b>	<b>15,313</b>	<b>4,307</b>		<b>19,620</b>
Provision for (benefit from) income taxes	6,215	(898)		5,317
<b>Net income</b>	<b>\$ 9,098</b>	<b>\$ 5,205</b>	<b>\$</b>	<b>\$ 14,303</b>



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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**

**Three Months Ended September 30, 2013**

**(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 9,098	\$ 5,205	\$	\$ 14,303
Other comprehensive income, net of tax:				
Foreign currency translation adjustment		12,179		12,179
Other comprehensive income		12,179		12,179
Comprehensive income	\$ 9,098	\$ 17,384	\$	\$ 26,482

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING STATEMENTS OF INCOME****Nine Months Ended September 30, 2012****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenues:</b>				
Leasing	\$ 202,278	\$ 46,879	\$	\$ 249,157
Sales	22,633	7,608		30,241
Other	1,339	235		1,574
<b>Total revenues</b>	<b>226,250</b>	<b>54,722</b>		<b>280,972</b>
<b>Costs and expenses:</b>				
Cost of sales	15,775	2,729		18,504
Leasing, selling and general expenses	127,814	37,128		164,942
Merger and restructuring expenses	1,222	378		1,600
Depreciation and amortization	20,787	6,309		27,096
<b>Total costs and expenses</b>	<b>165,598</b>	<b>46,544</b>		<b>212,142</b>
Income from operations	60,652	8,178		68,830
<b>Other income (expense):</b>				
Interest income	438		(437)	1
Interest expense	(27,510)	(2,531)	437	(29,604)
Dividend income	650		(650)	
Debt restructuring expense	(2,812)			(2,812)
Deferred financing costs write-off	(1,889)			(1,889)
Foreign currency exchange		(5)		(5)
Income before provision for income taxes	29,529	5,642	(650)	34,521
Provision for income taxes	11,341	329	(69)	11,601
<b>Net income</b>	<b>\$ 18,188</b>	<b>\$ 5,313</b>	<b>\$ (581)</b>	<b>\$ 22,920</b>



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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**

**Nine Months Ended September 30, 2012**

**(In thousands)**

	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 18,188	\$ 5,313	\$ (581)	\$ 22,920
Other comprehensive income, net of tax:				
Foreign currency translation adjustment		8,221		8,221
Other comprehensive income		8,221		8,221
Comprehensive income	\$ 18,188	\$ 13,534	\$ (581)	\$ 31,141



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	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenues:</b>				
Leasing	\$ 215,483	\$ 53,618	\$	\$ 269,101
Sales	22,097	8,313		30,410
Other	1,138	301		1,439
<b>Total revenues</b>	<b>238,718</b>	<b>62,232</b>		<b>300,950</b>
<b>Costs and expenses:</b>				
Cost of sales	14,039	6,404		20,443
Leasing, selling and general expenses	134,141	39,360		173,501
Merger and restructuring expenses	1,907	146		2,053
Asset impairment charge, net	32,813	6,713		39,526
Depreciation and amortization	21,040	5,546		26,586
<b>Total costs and expenses</b>	<b>203,940</b>	<b>58,169</b>		<b>262,109</b>
<b>Income from operations</b>	<b>34,778</b>	<b>4,063</b>		<b>38,841</b>
<b>Other income (expense):</b>				
Interest income	193		(193)	
Interest expense	(20,987)	(1,571)	193	(22,365)
Dividend income	274		(274)	
Foreign currency exchange		(1)		(1)
<b>Income before provision for (benefit from) income taxes</b>	<b>14,258</b>	<b>2,491</b>	<b>(274)</b>	<b>16,475</b>
Provision for (benefit from) income taxes	5,523	(976)	(36)	4,511
<b>Net income</b>	<b>\$ 8,735</b>	<b>\$ 3,467</b>	<b>\$ (238)</b>	<b>\$ 11,964</b>



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**MOBILE MINI, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued**

**MOBILE MINI, INC.**

**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**

**Nine Months Ended September 30, 2013**

**(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 8,735	\$ 3,467	\$ (238)	\$ 11,964
Other comprehensive loss, net of tax:				
Foreign currency translation adjustment		(593)		(593)
Other comprehensive loss		(593)		(593)
Comprehensive income	\$ 8,735	\$ 2,874	\$ (238)	\$ 11,371

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS****Nine Months Ended September 30, 2012****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash Flows From Operating Activities:</b>				
Net income	\$ 18,188	\$ 5,313	\$ (581)	\$ 22,920
Adjustments to reconcile net income to net cash provided by operating activities:				
Debt restructuring expense	2,812			2,812
Deferred financing costs write-off	1,889			1,889
Provision for doubtful accounts	504	419		923
Amortization of deferred financing costs	2,459	58		2,517
Amortization of debt issuance discount	49			49
Amortization of long-term liabilities	117	8		125
Share-based compensation expense	5,242	434		5,676
Depreciation and amortization	20,787	6,309		27,096
Gain on sale of lease fleet units	(8,412)	(1,039)		(9,451)
Gain on disposal of property, plant and equipment	(250)	(13)		(263)
Deferred income taxes	11,330	329	(58)	11,601
Foreign currency exchange loss		5		5
Changes in certain assets and liabilities, net of effect of business acquired:				
Receivable	(4,162)	(3,487)		(7,649)
Inventories	10	(973)		(963)
Deposits and prepaid expenses	981	(57)		924
Other assets and intangibles	(12)	(252)		(264)
Accounts payable	2,728	(2,036)		692
Accrued liabilities	(637)	362		(275)
Intercompany	(4,676)	4,791	(115)	
Net cash provided by operating activities	48,947	10,171	(754)	58,364
<b>Cash Flows From Investing Activities:</b>				
Cash paid for business acquired		(3,563)		(3,563)

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Additions to lease fleet	(16,612)	(16,171)		(32,783)
Proceeds from sale of lease fleet units	20,410	2,989		23,399
Additions to property, plant and equipment	(7,211)	(3,960)		(11,171)
Proceeds from sale of property, plant and equipment	927	501		1,428
Net cash used in investing activities	(2,486)	(20,204)		(22,690)
Cash Flows From Financing Activities:				
Net borrowings under lines of credit	112,582	11,474		124,056
Redemption of 6.876% senior notes due 2015	(150,000)			(150,000)
Redemption premiums of 6.875% senior notes due 2015	(2,579)			(2,579)
Deferred financing costs	(8,039)			(8,039)
Principal payments on notes payables	(316)			(316)
Principal payments on capital lease obligations	(762)			(762)
Issuance of common stock	1,996			1,996
Intercompany		(652)	652	
Net cash (used in) provided by financing activities	(47,118)	10,822	652	(35,644)
Effect of exchange rate changes on cash		(2,076)	102	(1,974)
Net decrease in cash	(657)	(1,287)		(1,944)
Cash at beginning of period	1,444	1,416		2,860
Cash at end of period	\$ 787	\$ 129	\$	\$ 916

**Table of Contents****MOBILE MINI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) - Continued****MOBILE MINI, INC.****CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS****Nine Months Ended September 30, 2013****(In thousands)**

	<b>Guarantors</b>	<b>Non-Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash Flows From Operating Activities:</b>				
Net income	\$ 8,735	\$ 3,467	\$ (238)	\$ 11,964
Adjustments to reconcile net income to net cash provided by operating activities:				
Asset impairment charge, net	31,966	6,987		38,953
Provision for doubtful accounts	719	569		1,288
Amortization of deferred financing costs	2,062	46		2,108
Amortization of long-term liabilities	122	6		128
Share-based compensation expense	10,241	528		10,769
Depreciation and amortization	21,040	5,546		26,586
Gain on sale of lease fleet units	(6,244)	(1,454)		(7,698)
(Gain) loss on disposal of property, plant and equipment	(64)	8		(56)
Deferred income taxes	5,251	(974)	(28)	4,249
Foreign currency exchange loss		1		1
Changes in certain assets and liabilities:				
Receivable	(2,573)	(2,724)		(5,297)
Inventories	(1,739)	(658)		(2,397)
Deposits and prepaid expenses	205	(186)		19
Other assets and intangibles	(150)	162		12
Accounts payable	1,497	1,271		2,768
Accrued liabilities	1,690	387		2,077
Intercompany	(23,269)	23,109	160	
Net cash provided by operating activities	49,489	36,091	(106)	85,474
<b>Cash Flows From Investing Activities:</b>				
Additions to lease fleet	(11,311)	(12,300)		(23,611)
Proceeds from sale of lease fleet units	18,432	6,979		25,411
Additions to property, plant and equipment	(8,408)	(2,243)		(10,651)

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Proceeds from sale of property, plant and equipment	1,021	(8)		1,013
Net cash used in investing activities	(266)	(7,572)		(7,838)
Cash Flows From Financing Activities:				
Net repayments under lines of credit	(54,758)	(28,975)		(83,733)
Principal payments on notes payable	(310)			(310)
Principal payments on capital lease obligations	(289)			(289)
Issuance of common stock	6,467			6,467
Intercompany		(279)	279	
Net cash used in financing activities	(48,890)	(29,254)	279	(77,865)
Effect of exchange rate changes on cash		533	(173)	360
Net increase (decrease) in cash	333	(202)		131
Cash at beginning of period	1,009	928		1,937
Cash at end of period	\$ 1,342	\$ 726	\$	\$ 2,068

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion of our financial condition and results of operations should be read together with our December 31, 2012 consolidated financial statements and the accompanying notes thereto which are included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ( SEC ) on March 1, 2013. This discussion contains forward-looking statements. Forward-looking statements are based on current expectations and assumptions that involve risks and uncertainties. Our actual results may differ materially from those anticipated in our forward-looking statements.*

**Overview**

**General**

We are the world's leading provider of portable storage solutions with a total portable storage and office fleet of over 214,000 units at September 30, 2013. As of September 30, 2013, we operated in 137 locations throughout North America and Europe, maintaining a strong leadership position in virtually all markets served. We offer a wide range of portable storage products in varying lengths and widths with an assortment of differentiated features such as our patented locking systems, premium doors, electrical wiring and shelving. Our portable storage units provide secure, accessible temporary storage for a diversified client base of over 83,000 customers across various industries, including construction, consumer services and retail, industrial, commercial and governmental. Our customers use our products for a wide variety of storage applications, including retail and manufacturing supplies, inventory and maintenance supplies, temporary offices, construction materials and equipment, documents and records and household goods.

We derive most of our revenues from the leasing of portable storage containers, security office units and mobile office units. In addition to our leasing business, we also sell new and used portable storage containers, security office units and mobile office units and provide delivery, installation and other ancillary products and services. Our sales revenues represented 10.8% and 10.1% of total revenues for the nine months ended September 30, 2012 and 2013, respectively.

At September 30, 2013, we operated 114 locations in the U.S., four in Canada, 18 in the U.K., and one in The Netherlands. Traditionally, we have entered new markets through the acquisition of smaller local competitors and then implement our business model, which is typically more focused on customer service and marketing than the acquired business or other market competitors. We also enter new markets by migrating idle fleet to new locations.

When we enter a new market, we incur certain costs in developing new infrastructure. For example, advertising and marketing costs are incurred and certain minimum levels of staffing and delivery equipment are put in place regardless of the new market's revenue base. Once we have achieved revenues that are sufficient to cover our fixed expenses, we are able to generate relatively high margins on incremental lease revenues. Therefore, each additional unit rented in excess of the break-even level contributes significantly to increase our profitability and operating leverage. When we refer to our operating leverage in this discussion, we are describing the impact on margins once we either cover our fixed costs or if we incur additional fixed costs in a market.

With a new location, we must first fund and absorb the start-up costs for setting up the new location, hiring and developing the management and sales teams and developing our marketing and advertising programs. A new location will have lower adjusted EBITDA margins in its early years until the location increases the number of units it has on rent. Because this operating leverage creates higher operating margins on incremental lease revenue, which we realize on a location-by-location basis when the location achieves leasing revenues sufficient to cover the location's fixed costs, leasing revenues in excess of the break-even amount produce large increases in profitability. Conversely, absent



growth in leasing revenues, the adjusted EBITDA margin at a location will be expected to remain relatively flat on a period-by-period comparative basis if expenses remained the same or would decrease if fixed costs increased.

We approach the market through a hybrid sales model consisting of a dedicated sales staff at our field locations as well as at our National Sales Center ( NSC ). Our local sales staff builds and strengthens relationships with customers in each market with particular emphasis on contractors and construction-related customers, who prefer a local salesperson presence. The NSC handles inbound calls and digital leads from new customers and leads outbound sales campaigns to new and existing customers not serviced by sales personnel at our field locations. Our sales staff at the NSC work with our local field managers, dispatchers and sales personnel to ensure customers receive integrated first class service from initial call to delivery. Our field location sales staff, NSC and sales management team at our headquarters conduct sales and marketing on a full-time basis. We believe that offering local salesperson presence for customers along with the efficiencies of a centralized sales operation for customers not needing a local sales contact will continue to allow us to provide high levels of customer service and serve all of our customers in a dedicated, efficient manner.

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The level of non-residential construction activity is an important external factor that we examine to assess market trends and determine the direction of our business. Because of the degree of operating leverage, increases or decreases in non-residential construction activity can have a significant effect on our operating margins and net income. Customers in the construction industry represented approximately 37% of our leased units at September 30, 2013, compared to 34% for the same period in 2012.

In managing our business, we focus on growing leasing revenues, particularly in existing markets where we can take advantage of the high operating leverage inherent in our business model. Our goal is to increase operating margins as we continue to grow leasing revenues.

We are a capital-intensive business. Therefore, in addition to focusing on earnings per share ( EPS ), we focus on adjusted EBITDA to measure our operating results. We calculate this number by first calculating EBITDA, which we define as net income before interest expense, income taxes, depreciation and amortization and debt restructuring or extinguishment expense, including any write-off of deferred financing costs. This measure eliminates the effect of financing transactions that we enter into and it provides us with a means to track internally generated cash from which we can fund our interest expense and our lease fleet growth. In comparing EBITDA from year to year, we further adjust EBITDA to exclude non-cash share-based compensation expense and the effect of what we consider transactions or events not related to our core business operations to arrive at what we define as adjusted EBITDA. The U.S. generally accepted accounting principles ( GAAP ) financial measure that is most directly comparable to EBITDA is net cash provided by operating activities.

Because EBITDA, EBITDA margin, adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures as defined by the SEC, we include below in this report reconciliations of EBITDA to the most directly comparable financial measures calculated and presented in accordance with GAAP.

We present EBITDA and EBITDA margin because we believe these financial measures provide useful information regarding our ability to meet our future debt payment requirements, capital expenditures and working capital requirements and because EBITDA provides an overall evaluation of our financial condition. EBITDA margin is calculated by dividing consolidated EBITDA by total revenues. The GAAP financial measure that is most directly comparable to EBITDA margin is operating margin, which represents operating income divided by revenues. More emphasis should not be placed on EBITDA margin than the corresponding GAAP measure. In addition, EBITDA is also a component of certain financial covenants under our Credit Agreement (as defined herein). EBITDA has certain limitations as an analytical tool and should not be used as a substitute for net income, cash flows or other consolidated income or cash flow data prepared in accordance with GAAP or as a measure of our profitability or our liquidity. In particular, EBITDA, as defined, does not include:

Interest expense because we borrow money to partially finance our capital expenditures, interest expense is a necessary element of our cost to secure this financing to continue generating additional revenues.

Income taxes because we operate in jurisdictions subject to income taxation, income tax expense is a necessary element of our costs to operate.

Depreciation and amortization because we are a leasing company, our business is capital intensive and we hold acquired assets for a period of time before they generate revenues, cash flow and earnings; therefore,

depreciation and amortization expense is a necessary element of our business.

Debt restructuring or extinguishment expense debt restructuring and debt extinguishment expenses, including any write-off of deferred financing costs, are not deducted in our various calculations made under our Credit Agreement and are treated no differently than interest expense. As discussed above, interest expense is a necessary element of our cost to finance a portion of the capital expenditures needed for the growth of our business.

When evaluating EBITDA as a performance measure, and excluding the above-noted charges, all of which have material limitations, investors should consider, among other factors, the following:

increasing or decreasing trends in EBITDA;

how EBITDA compares to levels of debt and interest expense; and

whether EBITDA historically has remained at positive levels.

Because EBITDA, as defined, excludes some but not all items that affect our cash flow from operating activities, EBITDA may not be comparable to similarly titled performance measures presented by other companies.

Adjusted EBITDA represents EBITDA plus the sum of certain transactions that are excluded when internally evaluating our operating performance. Management believes adjusted EBITDA is a more meaningful evaluation and comparison of our core business when comparing period over period results without regard to transactions that potentially distort the performance of our core business operating results.

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The table below is a reconciliation of EBITDA to net cash provided by operating activities for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2012</b>	<b>2013</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>	
EBITDA	\$ 36,159	\$ 35,921	\$ 95,922	\$ 65,426
Interest paid	(5,703)	(2,552)	(24,331)	(15,773)
Income and franchise taxes paid	(133)	(177)	(722)	(962)
Share-based compensation expense	2,090	5,390	5,676	10,769
Asset impairment (recovery) charge, net		(751)		38,953
Gain on sale of lease fleet units	(2,895)	(2,250)	(9,451)	(7,698)
Gain on disposal of property, plant and equipment	(219)	(118)	(263)	(56)
Changes in certain assets and liabilities, net of effect of business acquired:				
Receivables	(7,121)	(3,187)	(6,726)	(4,009)
Inventories	(26)	(795)	(963)	(2,397)
Deposits and prepaid expenses	1,033	436	924	19
Other assets and intangibles	(159)	19	(264)	12
Accounts payable and accrued liabilities	1,765	1,524	(1,438)	1,190
Net cash provided by operating activities	\$ 24,791	\$ 33,460	\$ 58,364	\$ 85,474

The table below is a reconciliation of net income to EBITDA and adjusted EBITDA, for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2012</b>	<b>2013</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands except percentages)</b>		<b>(In thousands except percentages)</b>	
Net income	\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Interest expense	8,805	7,359	29,604	22,365
Income taxes	3,996	5,317	11,601	4,511
Depreciation and amortization	8,951	8,942	27,096	26,586
Debt restructuring expense	2,812		2,812	
Deferred financing costs write-off	1,197		1,889	
EBITDA	36,159	35,921	95,922	65,426
Share-based compensation (1)	2,090	4,644	5,489	10,023
Merger and restructuring expenses (2)	837	1,335	1,600	2,053
Acquisition expenses (3)			139	
Asset impairment (recovery) charge, net (4)		(751)		39,526

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Adjusted EBITDA	\$ 39,086	\$ 41,149	\$ 103,150	\$ 117,028
EBITDA margin (5)	36.5%	34.1%	34.1%	21.7%
Adjusted EBITDA margin (5)	39.5%	39.0%	36.7%	38.9%

- (1) Represents non-cash share-based compensation expense associated with the granting of equity instruments.
- (2) Merger and restructuring expenses primarily represent expenses incurred in conjunction with the restructuring of our operations, the severance related to the Chief Accounting Officer in 2013, and continuing costs incurred in connection with the Mobile Storage Group, Inc. ( MSG ) acquisition.
- (3) Acquisition expenses represent acquisition activity costs.
- (4) Primarily represents the net impairment charges for the write down on certain assets classified as held for sale. See Note O to the accompanying condensed consolidated financial statements.
- (5) EBITDA margin and adjusted EBITDA margin are calculated as EBITDA and adjusted EBITDA, respectively, divided by total revenues, expressed as a percentage.

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In managing our business, we measure our adjusted EBITDA margins from year to year based on the size of the location. We define this margin as adjusted EBITDA divided by our total revenues, expressed as a percentage. We use this comparison, for example, to study internally the effect that increased costs have on our margins. As capital is invested in our established locations, we achieve higher adjusted EBITDA margins on that capital than we achieve on capital invested to establish a new location, because our fixed costs are already in place in connection with the established locations. The fixed costs are those associated with yard and delivery equipment, as well as advertising, sales, marketing and office expenses.

**Accounting and Operating Overview**

Our leasing revenues include all rent and ancillary revenues we receive for our portable storage containers and combination storage/office and mobile office units. Our sales revenues include sales of these units to customers. Our other revenues consist principally of charges for the delivery of the units we sell. Our principal operating expenses are (1) cost of sales, (2) leasing, selling and general expenses and (3) depreciation and amortization, primarily depreciation of the portable storage containers and mobile office units in our lease fleet. Cost of sales is the cost of the units that we sold during the reported period and includes both our cost to buy, transport, remanufacture and modify used ocean-going containers and our cost to manufacture portable storage units and other structures.

Leasing, selling and general expenses include, among other expenses, payroll and related payroll costs, advertising and other marketing expenses, real property lease expenses, commissions, repair and maintenance costs of our lease fleet and transportation equipment, stock-based compensation expense and corporate expenses for both our leasing and sales activities. Annual repair and maintenance expenses on our leased units have averaged approximately 3.5% of lease revenues over the last three fiscal years and are included in leasing, selling and general expenses. These expenses tend to increase during periods when utilization is increasing. We expense our normal repair and maintenance costs as incurred (including the cost of periodically repainting units).

Our principal asset is our container lease fleet, which has historically maintained an appraised value close to its original cost. Our lease fleet primarily consists of remanufactured and modified steel portable storage containers, steel security offices, steel combination offices and wood mobile offices that are leased to customers under short-term operating lease agreements with varying terms.

Depreciation is calculated using the straight-line method over the estimated useful life of our units, after the date that we put the unit in service, and are depreciated down to their estimated residual values. Our steel units are depreciated over 30 years with an estimated residual value of 55%. This depreciation policy is supported by our historical lease fleet data, which shows that we have been able to obtain comparable rental rates and sales prices irrespective of the age of our container lease fleet. Wood office units are depreciated over 20 years with an estimated residual value of 50%. Van trailers, which are a small part of our fleet, are depreciated over seven years to an estimated residual value of 20%. Van trailers, which are only added to the fleet as a result of acquisitions of portable storage businesses, are of much lower quality than storage containers and consequently depreciate more rapidly. We have other non-core products that have various other measures of useful lives and residual values.

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The table below summarizes those transactions that effectively changed the net book value of our lease fleet from \$1.0 billion at December 31, 2012 to \$982.7 million at September 30, 2013:

	<b>Dollars</b> <b>(In thousands)</b>	<b>Units</b>
Lease fleet at December 31, 2012, net	\$ 1,031,589	234,728
Purchases, including freight:		
Containers	3,089	1,379
Steel offices	5,122	365
Manufactured units:		
Steel security offices	144	10
Remanufacturing and customization of units purchased or obtained in prior years	15,837(1)	786(2)
Other (3)	(112)	(211)
Cost of sales from lease fleet	(14,793)	(7,673)
Held for sale (4)	(40,768)	(14,765)
Effect of exchange rate changes	(1,456)	
Change in accumulated depreciation, excluding sales	(15,984)	
Lease fleet at September 30, 2013, net	\$ 982,668	214,619

- (1) Does not include any routine maintenance, which is expensed as incurred.
- (2) These units include the net additional units that were the result of splitting steel containers into two or more shorter units, such as splitting a 40-foot container into two 20-foot units or one 25-foot unit and one 15-foot unit, and include units moved from finished goods to the lease fleet.
- (3) Includes net transfers to and from property, plant and equipment and net non-sale disposals and recoveries of the lease fleet.
- (4) See Note O to the accompanying condensed consolidated financial statements for a further discussion on assets held for sale.

The table below outlines the composition of our lease fleet (by book value and unit count) at September 30, 2013:

	<b>Book Value</b> <b>(In thousands)</b>	<b>Number of</b> <b>Units</b>	<b>Percentage</b> <b>of Units</b>
Steel storage containers	\$ 600,086	174,408	81%
Offices	538,179	37,743	18%
Van trailers	2,163	2,468	1%
Other	3,632		
	1,144,060		
Accumulated depreciation	(161,392)		

Lease fleet, net (1)	\$	982,668	214,619	100%
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(1) Includes an impairment charge of \$33.7 million recorded in the second quarter of 2013 (See Note O to the accompanying condensed consolidated financial statements).

Appraisals on our fleet are conducted on a regular basis by an independent appraiser selected by our lenders. The appraiser does not differentiate in value based upon the age of the container or the length of time it has been in our fleet. The latest orderly liquidation value appraisal in September 2012 was conducted by AccuVal Associates, Incorporated. Based on the values assigned in this appraisal, on which our borrowings under our Credit Agreement are based, our lease fleet net liquidation appraisal value as of September 30, 2013 was approximately \$1.0 billion.

Our average utilization rate for the third quarter of 2013 was 68.8%, compared to 60.6% in the third quarter of 2012. At September 30, 2013, our utilization rate increased to 71.7%. Historically, our utilization is somewhat seasonal, with the low normally being realized in the first quarter and the high realized in the fourth quarter of each year.



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**RESULTS OF OPERATIONS**

**Three Months Ended September 30, 2013, Compared to**

**Three Months Ended September 30, 2012**

Total revenues for the quarter ended September 30, 2013 increased \$6.5 million, or 6.6%, to \$105.5 million, compared to \$99.0 million for the same period in 2012. Leasing revenues for the quarter ended September 30, 2013 increased \$7.0 million, or 7.9%, to \$95.8 million, compared to \$88.8 million for the same period in 2012. This increase in leasing revenues was driven by an increase in the number of units on rent, increased rates and higher trucking and ancillary revenues. Yield (leasing revenues divided by average units on rent) increased 3.8% and includes a rental rate increase of 2.9% over the prior year. Revenue from the sales of portable storage and office units for the quarter ended September 30, 2013 decreased \$0.6 million, or 6.1%, to \$9.1 million due to a lower volume of units sold at slightly lower average sale prices, driven by lower market demand, compared to the same period in 2012. Leasing revenues, as a percentage of total revenues for the quarters ended September 30, 2013 and 2012 were 90.8% and 89.7%, respectively. Our leasing business continues to be our primary focus and leasing revenues have and continue to be the predominant part of our revenue mix.

Cost of sales is the cost related to our sales revenues only. Cost of sales was 66.9% and 62.2% of sales revenue for the quarters ended September 30, 2013 and 2012, respectively. We sold fewer units and these sales, compared to the same period in 2012, were at lower average selling margins.

Leasing, selling and general expenses for the quarter ended September 30, 2013 increased by \$6.9 million, or 12.3%, to \$62.9 million, compared to \$56.0 million for the same period in 2012. The increase in leasing, selling and general expenses was primarily related to: (i) payroll related costs, including stock compensation expense (ii) repair and maintenance expense of our lease fleet and delivery equipment due to increased leasing activity, (iii) fleet repositioning to high utilization markets and (iv) transportation costs as a result of our increased delivery activity.

Merger and restructuring expenses for the quarter ended September 30, 2013 was \$1.3 million, compared to \$0.8 million for the same period in 2012.

Asset impairment recovery for the quarter ended September 30, 2013 was \$0.8 million and primarily relates to the sale in excess of fair value of certain assets that were written down in the second quarter of 2013. See Note O to the accompanying condensed consolidated financial statements for a further discussion on assets held for sale.

Net income for the quarter ended September 30, 2013 increased \$3.9 million, or 37.6%, to \$14.3 million, compared to net income of \$10.4 million for the same period in 2012. Net income for the third quarter of 2013 and 2012 includes \$1.9 million and \$1.2 million, respectively, attributable to the U.K.'s reduction in the corporate income tax rate discussed below. Net income in the third quarter of 2012 was negatively impacted by \$4.0 million (approximately \$2.5 million after tax) related to debt restructuring expense and deferred financing costs write-off also discussed below.

Adjusted EBITDA for the quarter ended September 30, 2013 increased \$2.0 million, or 5.3%, to \$41.1 million, compared to \$39.1 million for the same period in 2012. Adjusted EBITDA margins were 39.0% and 39.5% of total revenues for the three months ended September 30, 2013 and 2012, respectively. Adjusted EBITDA in 2012 was adversely impacted by approximately \$0.8 million of costs associated with our consumer initiative. Excluding this charge, adjusted EBITDA and adjusted EBITDA margins for 2012 would be approximately \$39.9 million and 40.4%, respectively.

Depreciation and amortization expense for the quarter ended September 30, 2013 was \$8.9 million, compared to \$9.0 million for the same period in 2012.

Interest expense for the quarter ended September 30, 2013 decreased \$1.4 million, or 16.4%, to \$7.4 million, compared to \$8.8 million for the same period in 2012. This decrease is primarily attributable to a lower average amount of debt outstanding during the quarter, principally due to the use of operating cash flow to reduce our debt over the last year, as well as a lower weighted average interest rate. In August 2012, we redeemed \$150.0 million aggregate principal amount outstanding of our 6.875% senior notes due 2015 by drawing down funds under our lower variable interest rate Credit Agreement. The weighted average interest rate on our debt for the three months ended September 30, 2013 was 4.6%, compared to 4.7% for the same period in 2012, excluding amortization of debt issuance and other costs. Including the amortization of debt issuance and other costs, the weighted average interest rate for the three months ended September 30, 2013 was 5.1%, compared to 5.2% for the same period in 2012.

Debt restructuring expense for the quarter ended September 30, 2012 was \$2.8 million, which related to the redemption of \$150.0 million 6.875% senior notes due 2015 (discussed above), and represents the redemption premiums and write-off of the unamortized original issuance discount related to such redeemed notes.

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Deferred financing costs write-off for the quarter ended September 30, 2012 was \$1.2 million and represents the unamortized deferred financing costs associated with the redemption of the 6.875% senior notes due 2015.

Provision for income taxes was based on our annual estimated effective tax rate. The tax rate for the quarters ended September 30, 2013 and 2012 was 27.1% and 27.8%, respectively. In July 2013 and 2012, the U.K.'s government authorized reductions in the corporate income tax rates. This change reduced our deferred tax liability in the U.K. by approximately \$1.9 million and \$1.2 million for the third quarter of 2013 and 2012, respectively. Our consolidated tax provision includes the expected tax rates for our operations in the U.S., Canada, U.K. and The Netherlands. See Note K to the accompanying condensed consolidated financial statements for a further discussion on income taxes.

### **Nine Months Ended September 30, 2013, Compared to**

#### **Nine Months Ended September 30, 2012**

Total revenues for the nine months ended September 30, 2013 increased \$20.0 million, or 7.1%, to \$301.0 million, compared to \$281.0 million for the same period in 2012. Leasing revenues for the nine months ended September 30, 2013 increased \$19.9 million, or 8.0%, to \$269.1 million, compared to \$249.2 million for the same period in 2012. This increase in leasing revenues was driven by higher trucking revenues, increasing rental rates and an increase in the number of units on rent, which resulted in a 3.8% increase in our yield. Our sales of portable storage and office units for the nine months ended September 30, 2013 increased 0.6% to \$30.4 million. The increase in sales revenues includes a sale to the U.K. military, partially offset by a lower volume of other units sold at slightly lower average sale prices, driven by lower market demand, compared to the same period in 2012. Leasing revenues, as a percentage of total revenues for the nine months ended September 30, 2013 and 2012 were 89.4% and 88.7%, respectively. Our leasing business continues to be our primary focus and leasing revenues have and continue to be the predominant part of our revenue mix.

Cost of sales is the cost related to our sales revenues only. Cost of sales was 32.8% and 38.8% of sales revenue for the nine months ended September 30, 2013 and 2012, respectively. The increase in cost of sales was primarily related to the U.K. military sale in the first quarter of 2013, which was at a lower than average selling margin.

Leasing, selling and general expenses for the nine months ended September 30, 2013 increased by \$8.6 million, or 5.2%, to \$173.5 million, compared to \$164.9 million for the same period in 2012. The increase in leasing, selling and general expenses was primarily related to: (i) payroll related costs, including stock compensation expense, (ii) repair and maintenance expense of our delivery equipment due to increased leasing activity, (iii) fleet repositioning to high utilization markets and (iv) transportation costs as a result of our increased delivery activity.

Merger and restructuring expenses for the nine months ended September 30, 2013 was \$2.1 million, compared to \$1.6 million for the same period in 2012.

Asset impairment charge for the nine months ended September 30, 2013 was \$39.5 million and primarily relates to the write-down of certain assets to fair value we identified to be sold in the second quarter of 2013, less subsequent recovery of assets sold in excess of the fair value. See Note O to the accompanying condensed consolidated financial statements for a further discussion on assets held for sale.

Net income for the nine months ended September 30, 2013 decreased \$10.9 million to \$12.0 million, compared to \$22.9 million for the same period in 2012. Net income for the nine months ended September 30, 2013 and 2012 includes \$1.9 million and \$1.2 million, respectively, attributable to the U.K.'s reduction in the corporate income tax rate discussed below. Net income for the nine months ended September 30, 2013 was negatively impacted by \$39.5

million (approximately \$25.5 million after tax, or approximately \$0.55 per diluted share) related to the asset impairment charge discussed above. Net income in 2012 for the same period was also negatively impacted by \$4.7 million (approximately \$2.9 million after tax) related to debt restructuring expense and deferred financing costs write-off also discussed below.

Adjusted EBITDA for the nine months ended September 30, 2013 increased \$13.9 million, or 13.5%, to \$117.0 million, compared to \$103.1 million for the same period in 2012. Adjusted EBITDA margins were 38.9% and 36.7% of total revenues for the nine months ended September 30, 2013 and 2012, respectively. Adjusted EBITDA in 2012 was adversely impacted by approximately \$4.2 million of costs associated with our consumer initiative. Excluding this charge, adjusted EBITDA and adjusted EBITDA margins in 2012 would be approximately \$107.3 million and 38.2%, respectively.

Depreciation and amortization expense for the nine months ended September 30, 2013 was \$26.6 million, compared to \$27.1 million for the same period in 2012.

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Interest expense for the nine months ended September 30, 2013 decreased \$7.2 million, or 24.5%, to \$22.4 million, compared to \$29.6 million for the same period in 2012. This decrease is primarily attributable to the August 2012 redemption of \$150.0 million aggregate principal amount outstanding of our 6.875% senior notes due 2015 by drawing down funds under our lower variable rate Credit Agreement. In addition, we had a lower average amount of debt outstanding during the period, principally due to the use of operating cash flow to reduce our debt over the last year, as well as a lower weighted average interest rate. The weighted average interest rate on our debt for the nine months ended September 30, 2013 was 4.5%, compared to 5.2% for the same period in 2012, excluding amortization of debt issuance and other costs. Including the amortization of debt issuance and other costs, the weighted average interest rate for the nine months ended September 30, 2013 was 4.9%, compared to 5.7% for the same period in 2012.

Debt restructuring expense for the nine months ended September 30, 2012 was \$2.8 million, which related to the redemption of \$150.0 million 6.875% senior notes due 2015 (discussed above), and represents the redemption premiums and write-off of the unamortized original issuance discount related to such redeemed notes.

Deferred financing costs write-off for the nine months ended September 30, 2012 were \$1.9 million and represents the unamortized deferred financing costs associated with the redemption of the 6.875% senior notes due 2015 and a portion of the deferred financing costs associated with our former \$850.0 million credit agreement, which was replaced in February 2012 with our \$900.0 million Credit Agreement.

Provision for income taxes was based on our annual estimated effective tax rate. The tax rate for the nine months ended September 30, 2013 was 27.4%, compared to 33.6% during the same period in 2012. In July 2013 and 2012, the U.K.'s government authorized reductions in the corporate income tax rates. This change reduced our deferred tax liability in the U.K. by approximately \$1.9 million and \$1.2 million for the nine months ended September 30, 2013 and 2012, respectively. Our consolidated tax provision includes the expected tax rates for our operations in the U.S., Canada, U.K. and The Netherlands. See Note K to the accompanying condensed consolidated financial statements for a further discussion on income taxes.

**LIQUIDITY AND CAPITAL RESOURCES**

Leasing is a capital-intensive business that requires us to acquire assets before they generate revenues, cash flow and earnings. The assets that we lease have very long useful lives and require relatively little maintenance expenditures. Most of the capital we have deployed in our leasing business historically has been used to expand our operations geographically, to increase the number of units available for lease at our existing locations, and to add to the mix of products we offer. During recent years, our operations have generated annual cash flow that exceeds our pre-tax earnings, particularly due to cash flow from operations and the deferral of income taxes caused by accelerated depreciation of our fixed assets in our tax return filings. Our cash flow from operations has been positive, even after capital net expenditures for the past five years. This positive cash flow trend has continued for the nine-month period ended September 30, 2013.

During the past four years, our capital expenditures and acquisitions have been funded by our cash flow from operations. Our cash flow from operations is generally weaker during the first quarter of each fiscal year, when customers who leased containers for holiday storage return the units and as a result of seasonal weather in certain of our markets. In addition to cash flow generated by operations, our principal current source of liquidity is our Credit Agreement described below.

*Revolving Credit Facility.* We have a \$900.0 million ABL Credit Agreement with Deutsche Bank AG New York Branch and other lenders party thereto (the "Credit Agreement"). The Credit Agreement provides for a five-year revolving credit facility and matures on February 22, 2017. The obligations of us and our subsidiary guarantors under

the Credit Agreement are secured by a blanket lien on substantially all of our assets. At September 30, 2013, we had \$358.7 million of borrowings outstanding and \$533.7 million of additional borrowing availability under the Credit Agreement after the write down for the asset impairment charge, based upon borrowing base calculations as of such date. We were in compliance with the terms of the Credit Agreement as of September 30, 2013 and were above the minimum borrowing availability threshold and therefore not subject to any financial maintenance covenants or restricted from paying dividends or making stock repurchases.

Amounts borrowed under the Credit Agreement and repaid or prepaid during the term may be reborrowed. Outstanding amounts under the Credit Agreement bear interest at our option at either: (i) LIBOR plus a defined margin, or (ii) the Agent bank's prime rate plus a margin. The applicable margin for each type of loan is based on an availability-based pricing grid and ranges from 1.75% to 2.25% for LIBOR loans and 0.75% to 1.25% for base rate loans at each measurement date. As of September 30, 2013, the applicable margins were 2.00% for LIBOR loans and 1.00% for base rate loans.

Availability of borrowings under the Credit Agreement is subject to a borrowing base calculation based upon a valuation of our eligible accounts receivable, eligible container fleet (including containers held for sale, work-in-process and raw materials) and machinery and equipment, each multiplied by an applicable advance rate or limit. The lease fleet is appraised at least once annually by a third-party appraisal firm and up to 90% of the net orderly liquidation value, as defined in the Credit Agreement, is included in the borrowing base to determine how much we may borrow under the Credit Agreement.

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The Credit Agreement provides for U.K. borrowings, which are, at our option, denominated in either Pounds Sterling or Euros, by our U.K. subsidiary based upon a U.K. borrowing base; Canadian borrowings, which are denominated in Canadian dollars, by our Canadian subsidiary based upon a Canadian borrowing base; and U.S. borrowings, which are denominated in U.S. dollars, based upon a U.S. borrowing base.

The Credit Agreement also contains customary negative covenants, including covenants that restrict our ability to, among other things: (i) allow certain liens to attach to the Company or its subsidiary assets; (ii) repurchase or pay dividends or make certain other restricted payments on capital stock and certain other securities, prepay certain indebtedness or make acquisitions or other investments subject to Payment Conditions (as defined in the Credit Agreement); and (iii) incur additional indebtedness or engage in certain other types of financing transactions. Payment Conditions allow restricted payments and acquisitions to occur without financial covenants as long as we have \$225.0 million of pro forma excess borrowing availability under the Credit Agreement. We must also comply with specified financial maintenance covenants and affirmative covenants if we fall below \$90.0 million of borrowing availability levels.

We believe our cash provided by operating activities will provide for our normal capital needs for the next twelve months. If not, we have sufficient borrowings available under our Credit Agreement to meet any additional funding requirements. We monitor the financial strength of our lenders on an ongoing basis using publicly-available information. Based upon that information, we do not presently believe that there is a likelihood that any of our lenders will be unable to honor their respective commitments under the Credit Agreement.

*Senior Notes.* At September 30, 2013, we had outstanding \$200.0 million aggregate principal amount of 7.875% senior notes due 2020 (the "Senior Notes"). The Senior Notes are more fully described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

*Operating Activities.* Our operations provided net cash flow of \$85.5 million for the nine months ended September 30, 2013, compared to \$58.4 million during the same period in 2012. The \$27.1 million increase in cash provided by operations is primarily attributable to an increase in net income after giving effect to non-cash items and the change in working capital. We used this net cash flow to fund operations and repay debt.

*Investing Activities.* Net cash used in investing activities was \$7.8 million for the nine months ended September 30, 2013, compared to \$22.7 million for the same period in 2012. Capital expenditures for our lease fleet were \$23.6 million and proceeds from sale of lease fleet units were \$25.4 million for the nine months ended September 30, 2013, compared to capital expenditures of \$32.8 million and proceeds of \$23.4 million for the same period in 2012. We anticipate our near-term investing activities will be primarily focused on remanufacturing units acquired in acquisitions to meet our lease fleet standards as these units are placed on lease as well as adding lease fleet in higher utilization markets, including the U.K. Capital expenditures for property, plant and equipment, net of proceeds from sales of property, plant and equipment, for the nine months ended September 30, 2013 were \$9.6 million, compared to \$9.7 million for the same period in 2012. The expenditures for property, plant and equipment in 2013 were primarily for replacement of our transportation equipment and upgrades to technology equipment. In 2012, cash used in investing activities also includes \$3.6 million for an acquisition in Canada. The amount of cash that we use during any period in investing activities is almost entirely within management's discretion. We have no contracts or other arrangements pursuant to which we are required to purchase a fixed or minimum amount of capital goods in connection with any portion of our business.

*Financing Activities.* Net cash used in financing activities during the nine months ended September 30, 2013 was \$77.9 million, compared to \$35.6 million for the same period in 2012, which included \$8.0 million in financing costs related to our Credit Agreement in February 2012, \$150.0 million redemption of our 6.875% senior notes due 2015

and \$2.6 million for the redemption premium on such redeemed notes in August 2012. In 2013, reductions to our net borrowings under our Credit Agreement were \$83.7 million, compared to \$36.6 million for the same period in 2012, before giving effect to \$160.6 million in financing costs and the senior note redemption. Additionally, we received \$6.5 million and \$2.0 million from the sale of employee stock options in 2013 and 2012, respectively.

## **CONTRACTUAL OBLIGATIONS AND COMMITMENTS**

Our contractual obligations primarily consist of our outstanding balance under the Credit Agreement, \$200.0 million aggregate principal amount of the Senior Notes and obligations under capital leases. We also have operating lease commitments for: (i) real estate properties for the majority of our locations with remaining lease terms typically ranging from one to five years, (ii) delivery, transportation and yard equipment, typically under a five-year lease with purchase options at the end of the lease term at a stated or fair market value price, and (iii) office related equipment.

At September 30, 2013, primarily in connection with securing of our insurance policies, we have provided certain insurance carriers and others with approximately \$7.6 million in letters of credit.

We currently do not have any obligations under purchase agreements or commitments. We enter into capital lease obligations from time to time, and, at September 30, 2013, we had \$1.8 million in outstanding capital lease obligations.



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### **OFF-BALANCE SHEET TRANSACTIONS**

We do not maintain any off-balance sheet transactions, arrangements, obligations or other relationships with unconsolidated entities or others that are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **SEASONALITY**

Demand from certain of our customers is somewhat seasonal. Demand for leases of our portable storage units by large retailers is stronger from September through December because these retailers need to store more inventory for the holiday season. These retailers usually return these leased units to us in December or early in the following year. This seasonality historically has caused lower utilization rates for our lease fleet during the first quarter of each year.

### **EFFECTS OF INFLATION**

Our results of operations for the periods discussed in this report have not been significantly affected by inflation.

### **CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS**

Our significant accounting policies are disclosed in Note 1 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. The following discussion addresses our most critical accounting policies, some of which require significant judgment.

Our consolidated financial statements have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. These estimates and assumptions are based upon our evaluation of historical results and anticipated future events, and these estimates may change as additional information becomes available. The SEC defines critical accounting policies as those that are, in management's view, most important to our financial condition and results of operations and those that require significant judgments and estimates. Management believes that our most critical accounting policies relate to:

*Revenue Recognition.* We recognize revenue, including multiple element arrangements, in accordance with the provisions of applicable accounting guidance. We generate revenue from the leasing of portable storage containers and office units, as well as other services such as pickup and delivery. In most instances, we provide some of the above services under the terms of a single customer lease agreement. We also generate revenue from the sale of containers and office units.

Our lease arrangements typically include lease deliverables such as the lease of a container or office unit and ancillary charges related to the leased container or office unit during the lease term. Arrangement consideration is allocated between lease deliverables and non-lease deliverables based on the relative estimated selling (leasing) price of each deliverable. Estimated selling (leasing) price of the lease deliverables is based on the price of those deliverables when sold separately (vendor-specific objective evidence). Because delivery and pick-up services are not sold separately by us, the estimated selling price of those deliverables is based on prices charged for similar services provided by other vendors (third party evidence of fair value).

The arrangement consideration allocated to lease deliverables is accounted for pursuant to accounting guidance on leases. Such revenues from leases are billed in advance and recognized as earned, on a straight line basis over the

lease period specified in the associated lease agreement. Lease agreement terms typically span several months or longer. Because the term of the agreements can extend across financial reporting periods, when leases are billed in advance, we defer recognition of revenue and record unearned leasing revenue at the end of reporting periods so that rental revenue is included in the appropriate period. Transportation revenue from container and mobile office delivery service is recognized on the delivery date and is recognized for pick-up service when the container or office unit is picked-up.

We recognize revenues from sales of containers and office units upon delivery when the risk of loss passes, the price is fixed and determinable and collectability is reasonably assured. We sell our products pursuant to sales contracts stating the fixed sales price with our customers.

*Share-Based Compensation.* We account for share-based compensation using the modified-prospective-transition method and recognize the fair-value of share-based compensation transactions in the consolidated statements of income. The fair value of our share-based awards is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes valuation calculation requires us to estimate key assumptions such as future stock price volatility, expected terms, risk-free rates and dividend yield. Expected stock price volatility is based on the historical volatility of our stock. We use historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived from an analysis of historical exercises and remaining contractual life of stock options, and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant. We historically have not paid cash dividends and therefore have assumed a 0% dividend rate. If our actual experience differs significantly from the assumptions

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used to compute our share-based compensation cost, or if different assumptions had been used, we may have recorded too much or too little share-based compensation cost. In the past, we have issued stock options and restricted stock, which we also refer to as nonvested share-awards. For stock options and nonvested share-awards subject solely to service conditions, we recognize expense using the straight-line method. For nonvested share-awards subject to service and performance conditions, we are required to assess the probability that such performance conditions will be met. If the likelihood of the performance condition being met is deemed probable, we will recognize the expense using the accelerated attribution method. In addition, for both stock options and nonvested share-awards, we are required to estimate the expected forfeiture rate of our stock grants and only recognize the expense for those shares expected to vest. If the actual forfeiture rate is materially different from our estimate, our share-based compensation expense could be materially different. We had approximately \$17.9 million of total unrecognized compensation costs related to stock options at September 30, 2013 that are expected to be recognized over a weighted average period of 1.9 years and \$10.5 million of total unrecognized compensation costs related to nonvested share-awards at September 30, 2013 that are expected to be recognized over a weighted average period 2.6 years. See Note F to the accompanying condensed consolidated financial statements for a further discussion of share-based compensation.

*Allowance for Doubtful Accounts.* We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We establish and maintain reserves against estimated losses based upon historical loss experience and evaluation of past due accounts receivable. Management reviews the level of the allowances for doubtful accounts on a regular basis and adjusts the level of the allowances as needed. If we were to increase our reserve estimates by 25%, it would have the following approximate effect on our net income and diluted EPS:

	Three Months Ended September 30, 2012      2013 (In thousands except per share data)		Nine Months Ended September 30, 2012      2013 (In thousands except per share data)	
As Reported:				
Net income	\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share	\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:				
Net income	\$ 10,332	\$ 14,201	\$ 22,767	\$ 11,776
Diluted earnings per share	\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26

If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances could be required.

*Impairment of Goodwill.* We assess the impairment of goodwill and other identifiable intangibles on an annual basis or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Some factors we consider important that could trigger an impairment review include the following:

significant under-performance relative to historical, expected or projected future operating results;

significant changes in the manner of our use of the acquired assets or the strategy for our overall business;

our market capitalization relative to net book value; and

significant negative industry or general economic trends.

We operate in two reportable segments, which are comprised of three operating segments that also represent our reporting units (North America, the U.K. and The Netherlands). All of our goodwill was allocated among these three reporting units. At December 31, 2012, only North America and the U.K. had goodwill subject to impairment testing. We perform an annual impairment test on goodwill at December 31. In addition, we perform impairment tests during any reporting period in which events or changes in circumstances indicate that an impairment may have occurred.

In assessing the fair value of the reporting units, we consider both the market approach and the income approach. Under the market approach, the fair value of the reporting unit is based on quoted market prices of companies comparable to the reporting unit being valued. Under the income approach, the fair value of the reporting unit is based on the present value of estimated cash flows. The income approach is dependent on a number of significant management assumptions, including estimated future revenue growth rates, gross margins on sales, operating margins, capital expenditures, tax payments and discount rates. Each approach is given equal weight in arriving at the fair value of the reporting unit. As of December 31, 2012, management assessed qualitative factors and determined it is more likely than not each of our two reporting units assigned goodwill had estimated fair values greater than the respective reporting unit's individual net asset carrying values; therefore, the two step impairment test was not required.

At September 30, 2013, there were no significant negative changes to our future projected cash flows or to the general or specific economic trends since the last annual test that might indicate the need for testing goodwill recoverability.

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*Impairment of Long-Lived Assets.* Our lease fleet, plant and equipment and intangibles with finite lives (those assets resulting from acquisitions) are reviewed for impairment when events or circumstances indicate these assets might be impaired. We test impairment using historical cash flows and other relevant facts and circumstances as the primary basis for our estimates of future cash flows. This process requires the use of estimates and assumptions, which are subject to a high degree of judgment. If these assumptions change in the future, whether due to new information or other factors, we may be required to record impairment charges for these assets. Management evaluated its long-lived assets for impairment during the third quarter of 2013, and determined there is no impairment on a held-for-use basis. However, in the second quarter of 2013, with a strategic focus on increasing return on capital and a move toward a rent-ready business model, we conducted an assessment of our lease fleet and rolling stock equipment. Management determined that certain of these units were either non-core to our leasing strategy or were uneconomic to repair. In connection with this evaluation, management determined to place the assets for sale, resulting in a non-cash asset impairment charge on long-lived assets of \$37.6 million in the second quarter of 2013. See Note O to the accompanying condensed consolidated financial statements for a further discussion on the asset impairment.

*Depreciation Policy.* Our depreciation policy for our lease fleet uses the straight-line method over the estimated useful life of our units, after the date that we put the unit in service, and are depreciated down to their estimated residual values. Our steel units are depreciated over 30 years with an estimated residual value of 55%. Wood offices units are depreciated over 20 years with an estimated residual value of 50%. Van trailers, which are a small part of our fleet, are depreciated over seven years to an estimated residual value of 20%. We have other non-core products that have various other measures of useful lives and residual values. Van trailers and other non-core products are typically only added to the fleet as a result of acquisitions of portable storage businesses.

We periodically review our depreciation policy against various factors, including the results of our lenders independent appraisal of our lease fleet, practices of other competitors in our industry, profit margins we achieve on sales of depreciated units and lease rates we obtain on older units. At the end of the second quarter of 2013, in conjunction with our analysis of certain assets, we re-evaluated our depreciation policies and modified the useful life and residual values on our forklifts and non-core aluminum containers, which became effective on July 1, 2013. It is anticipated this change will result in additional depreciation expense through the end of 2013 of approximately \$0.4 million, which will be partially offset by a decrease in depreciation expense of approximately \$0.2 million as a result of the asset impairment write down.

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If we were to change our depreciation policy on our steel units from a 55% residual value and a 30-year life to a lower or higher residual value and a shorter or longer useful life, such change could have a positive, negative or neutral effect on our earnings, with the actual effect being determined by the extent of the change. For example, a change in our estimates used in our residual values and useful life would have the following approximate effect on our net income and diluted EPS as reflected in the table below.

	Salvage Value	Useful Life in Years	Three Months Ended September 30, 2012      2013 (In thousands except per share data)		Nine Months Ended September 30, 2012      2013 (In thousands except per share data)	
As Reported:	55%	30				
Net income			\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share			\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:	70%	20				
Net income			\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share			\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:	62.5%	25				
Net income			\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share			\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:	50%	20				
Net income			\$ 8,684	\$ 12,633	\$ 18,225	\$ 6,830
Diluted earnings per share			\$ 0.19	\$ 0.27	\$ 0.40	\$ 0.15
As adjusted for change in estimates:	47.5%	35				
Net income			\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share			\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:	40%	40				
Net income			\$ 10,398	\$ 14,303	\$ 22,920	\$ 11,964
Diluted earnings per share			\$ 0.23	\$ 0.31	\$ 0.51	\$ 0.26
As adjusted for change in estimates:	30%	25				
Net income			\$ 8,170	\$ 12,132	\$ 16,816	\$ 5,289
Diluted earnings per share			\$ 0.18	\$ 0.26	\$ 0.37	\$ 0.12
As adjusted for change in estimates:	25%	25				
Net income			\$ 7,827	\$ 11,798	\$ 15,877	\$ 4,263
Diluted earnings per share			\$ 0.17	\$ 0.26	\$ 0.35	\$ 0.09

*Insurance Reserves.* We maintain insurance coverage for our operations and employees with appropriate aggregate, per occurrence and deductible limits, as we reasonably determine is necessary or prudent with current operations and historical experience. The majority of these coverages have large deductible programs which allow for potential improved cash flow benefits based on our loss control efforts.

Our worker's compensation, auto and general liability insurance are purchased under large deductible programs. Our current per incident deductibles are: worker's compensation \$250,000, auto \$500,000 and general liability \$100,000. We provide for the estimated expense relating to the deductible portion of the individual claims. However, we generally do not know the full amount of our exposure to a deductible in connection with any particular claim during

the fiscal period in which the claim is incurred and for which we must make an accrual for the deductible expense. We make these accruals based on a combination of the claims development experience of our staff and our insurance companies. At year end, the accrual is reviewed and adjusted, in part, based on an independent actuarial review of historical loss data and using certain actuarial assumptions followed in the insurance industry. A high degree of judgment is required in developing these estimates of amounts to be accrued, as well as in connection with the underlying assumptions. In addition, our assumptions will change as our loss experience is developed. All of these factors have the potential for significantly impacting the amounts we have previously reserved in respect of anticipated deductible expenses, and we may be required in the future to increase or decrease amounts previously accrued.

Our North America health benefits programs are considered to be self-insured products; however, we buy excess insurance coverage that limits our medical liability exposure on a per individual insured basis. Additionally, our medical program has a limitation on our total aggregate claim exposure and we accrue and reserve to the total projected losses. Our Canadian and European employees are primarily provided medical coverage through their governmental national insurance programs.

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*Contingencies.* We are a party to various claims and litigation in the normal course of business. Management's current estimated range of liability related to various claims and pending litigation is based on claims for which our management can determine that it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Because of the uncertainties related to both the probability of incurred and possible range of loss on pending claims and litigation, management must use considerable judgment in making a reasonable determination of the liability that could result from an unfavorable outcome. As additional information becomes available, we will assess the potential liability related to our pending litigation and revise our estimates. Such revisions in our estimates of the potential liability could materially impact our results of operation. We do not anticipate the resolution of such matters known at this time will have a material adverse effect on our business or consolidated financial position.

*Deferred Taxes.* In preparing our consolidated financial statements, we recognize income taxes in each of the jurisdictions in which we operate. For each jurisdiction, we estimate the actual amount of taxes currently payable or receivable as well as deferred tax assets and liabilities attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, we consider estimated future taxable income as well as feasible tax planning strategies in each jurisdiction. If we determine that we will not realize all or a portion of our deferred tax assets, we will increase our valuation allowance with a charge to income tax expense or offset goodwill if the deferred tax asset was acquired in a business combination. Conversely, if we determine that we will ultimately be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance will be reduced with a credit to income tax expense except if the valuation allowance was created in conjunction with a tax asset in a business combination.

*Purchase Accounting.* We account for acquisitions under the purchase method. Under the purchase method of accounting, the price paid by us, is allocated to the assets acquired and liabilities assumed based upon the estimated fair values of the assets and liabilities acquired at the date of acquisition. The excess of the purchase price over the fair value of the net assets and liabilities acquired represents goodwill that is subject to annual impairment testing.

*Earnings Per Share.* Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated under the treasury stock method. Potential common shares include restricted common stock, which is subject to risk of forfeiture, incremental shares of common stock issuable upon the exercise of stock options and vesting of nonvested stock awards.

There have been no changes in our critical accounting policies, estimates and judgments during the nine-month period ended September 30, 2013.



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**RECENT ACCOUNTING PRONOUNCEMENTS**

*Comprehensive Income.* In June 2011, the Financial Accounting Standards Board ( FASB ) issued an amendment to the existing guidance on the presentation of comprehensive income. Under the amended guidance, an entity is required to present the effect of reclassification adjustments out of accumulated other comprehensive income in both net income and other comprehensive income in the financial statements. In February 2013, the FASB issued an amendment to this provision which is effective on a prospective basis for fiscal years, and interim periods within those years, beginning after December 15, 2012. The adoption of this amendment did not have a material impact on our consolidated financial statements and related disclosures.

**CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS**

This section and other sections of this report contain forward-looking information about our financial results and estimates and our business prospects that involve substantial risks and uncertainties. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements are expressions of our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They include words such as anticipate, estimate, expect, project, intend, plan, believe, will, and other words and terms of similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results, expenses, the outcome of contingencies, such as legal proceedings, and financial results. Factors that could cause actual results to differ materially from projected results include, without limitation:

an economic slowdown in the U.S. and/or the U.K. that affects any significant portion of our customer base, or the geographic regions where we operate in those countries;

changes in the supply and cost of the raw materials we use in refurbishing or remanufacturing storage units;

competitive developments affecting our industry, including pricing pressures;

the timing, effectiveness and number of new markets we enter;

our ability to manage growth or integrate acquisitions at existing or new locations;

our European operations may divert our resources from other aspects of our business;

our ability to obtain borrowings under our Credit Agreement or additional debt or equity financing on acceptable terms;

our ability to maintain continuous and secure information technology systems;

our ability to protect our patents and other intellectual property;

currency exchange and interest rate fluctuations;

governmental laws and regulations affecting domestic and foreign operations, including tax obligations, union formation and zoning laws;

changes in generally accepted accounting principles;

changes in local zoning laws affecting either our ability to operate in certain areas or our customer's ability to use our products;

any changes in business, political and economic conditions due to the threat of future terrorist activity in the U.S. and other parts of the world and related U.S. military action overseas; and

increases in costs and expenses, including the cost of raw materials, litigation, compliance obligations, real estate and employment costs.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected.

Investors should bear this in mind as they consider forward-looking statements. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Form 10-Q, 8-K and 10-K reports filed with the SEC. Our Form 10-K filing for the fiscal year ended December 31, 2012 listed various important factors that could cause actual results to differ materially from expected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995, as amended. Readers can find them in

Item 1A. Risk Factors of that filing and under the same heading of this filing. You may obtain a copy of our Form 10-K by requesting it from our Investor Relations Department at (480) 894-6311 or by mail to Mobile Mini, Inc., 7420 S. Kyrene Road, Suite 101, Tempe, Arizona 85283. Our filings with the SEC, including the Form 10-K, may be accessed through Mobile Mini's website at [www.mobilemini.com](http://www.mobilemini.com), and at the SEC's website at [www.sec.gov](http://www.sec.gov). Material on our website is not incorporated into this report, except by express incorporation by reference herein.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

*Interest Rate Swap Agreements.* At September 30, 2013, we did not have any outstanding interest rate swap agreements. In the past, we have entered into derivative financial agreements only to the extent that the arrangement was to reduce earnings and cash flow volatility associated with changes in interest rates, and we do not engage in such transactions for speculative purposes.

*Impact of Foreign Currency Rate Changes.* We currently have operations outside the U.S. and we bill those customers primarily in their local currency, which is subject to foreign currency rate changes. Our operations in Canada are billed in the Canadian Dollar, operations in the U.K. are billed in Pound Sterling and operations in The Netherlands are billed in the Euro. We are exposed to foreign exchange rate fluctuations as the financial results of our non-U.S. operations are translated into U.S. Dollars. The impact of foreign currency rate changes has historically been insignificant with our Canadian operations, but we have more exposure to volatility with our European operations. In order to help minimize our exchange rate gain and loss volatility, we finance our European entities through our Credit Agreement, which allows us, at our option, to borrow funds locally in Pound Sterling denominated debt.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures.*

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of the end of the period covered by this quarterly report on Form 10-Q, the Company's disclosure controls and procedures, subject to the limitations as noted below, were effective such that the information relating to the Company required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) is accumulated and communicated to the Company's management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Controls.*

There were no changes in our internal controls over financial reporting that have occurred during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1A. RISK FACTORS**

We refer you to documents filed by us with the SEC, specifically Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which identify important risk factors that could materially affect our business, financial condition and future results. We also refer you to the factors and cautionary language set forth in the section entitled Cautionary Statements Regarding Forward-looking Statements in Item 2. Management Discussion and Analysis of Financial Conditions and Results of Operations of this quarterly report on Form 10-Q. This quarterly report on Form 10-Q, including the accompanying condensed consolidated financial statements and related notes, should be read in conjunction with such risks and other factors for a full understanding of our operations

and financial condition. The risks described in our Form 10-K and herein are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results. The risk factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 have not materially changed.

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**ITEM 6. EXHIBITS**

<b>Number</b>	<b>Description</b>
23.2*	Consent of Independent Valuation Firm
31.1*	Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-K
31.2*	Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-K
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to item 601(b)(32) of Regulation S-K
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

\*\* Furnished herewith.

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**SIGNATURES**

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 thereunto duly authorized.

MOBILE MINI, INC.

Date: November 8, 2013

/s/ Mark E. Funk  
Mark E. Funk  
Chief Financial Officer