MCGRATH RENTCORP
Form 10-Q
October 29, 2014

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, 2014

Commission file number 0-13292

McGRATH RENTCORP

(Exact name of registrant as specified in its Charter)

California	**94-2579843**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**

5700 Las Positas Road, Livermore, CA 94551-7800

(Address of principal executive offices)

Registrant s telephone number: (925) 606-9200

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 x 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 x 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 definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one).

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

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

As of October 28, 2014, 25,959,855 shares of Registrant s Common Stock were outstanding.

FORWARD LOOKING STATEMENTS

Statements contained in this Quarterly Report on Form 10-Q (this Form 10-Q) which are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, regarding McGrath RentCorp s (the Company s) business strategy, future operations, financial position, estimated revenues or losses, projected costs, prospects, plans and objectives are forward-looking statements. These forward-looking statements appear in a number of places and can be identified by the use of forward-looking terminology such as may, will, should, expect, plan, anticipate, believe, estimate, predict, future, intend, hopes or certain or the negative of these terms or other variations or comparable terminology.

Management cautions that forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected in such forward-looking statements. Further, our future business, financial condition and results of operations could differ materially from those anticipated by such forward-looking statements and are subject to risks and uncertainties as set forth under Risk Factors in this form 10-Q.

Forward-looking statements are made only as of the date of this Form 10-Q and are based on management s reasonable assumptions, however these assumptions can be wrong or affected by known or unknown risks and uncertainties. No forward-looking statement can be guaranteed and subsequent facts or circumstances may contradict, obviate, undermine or otherwise fail to support or substantiate such statements. Readers should not place undue reliance on these forward-looking statements and are cautioned that any such forward-looking statements are not guarantees of future performance. Except as otherwise required by law, we are under no duty to update any of the forward-looking statements after the date of this Form 10-Q to conform such statements to actual results or to changes in our expectations.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders

McGrath RentCorp

We have reviewed the accompanying condensed consolidated balance sheet of McGrath RentCorp and subsidiaries (the Company) as of September 30, 2014, and the related condensed consolidated statements of income and comprehensive income for the three-month and nine-month periods ended September 30, 2014 and 2013, and cash flows for the nine-month periods ended September 30, 2014 and 2013. These interim financial statements are the responsibility of the Company s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated interim financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2013, and the related consolidated statements of income, comprehensive income, shareholders equity, and cash flows for the year then ended (not presented herein); and we expressed an unqualified opinion on those consolidated financial statements in our report dated February 28, 2014. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2013, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Grant Thornton LLP
San Jose, California
October 29, 2014

McGRATH RENTCORP

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(in thousands, except per share amounts)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
REVENUES				
Rental	$ 69,642	$ 65,941	$ 197,881	$ 189,585
Rental Related Services	17,871	15,858	46,529	39,364
Rental Operations	87,513	81,799	244,410	228,949
Sales	24,998	26,515	50,206	54,186
Other	514	525	1,714	1,602
Total Revenues	113,025	108,839	296,330	284,737
COSTS AND EXPENSES				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	18,298	17,233	54,119	50,461
Rental Related Services	13,506	11,278	35,179	29,591
Other	14,955	16,361	43,693	42,202
Total Direct Costs of Rental Operations	46,759	44,872	132,991	122,254
Costs of Sales	16,968	18,778	33,324	38,098
Total Costs of Revenues	63,727	63,650	166,315	160,352
Gross Profit	49,298	45,189	130,015	124,385
Selling and Administrative Expenses	24,200	22,383	71,451	65,813
Income from Operations	25,098	22,806	58,564	58,572
Other Income (Expense):				
Interest Expense	(2,386)	(2,148)	(6,924)	(6,508)
Gain on Sale of Property, Plant and Equipment			812	
Foreign Currency Exchange Gain (Loss)	(103)	21	(113)	(31)
Income Before Provision for Income Taxes	22,609	20,679	52,339	52,033
Provision for Income Taxes	8,863	8,106	20,517	20,397
Net Income	$ 13,746	$ 12,573	$ 31,822	$ 31,636
Earnings Per Share:				
Basic	$ 0.53	$ 0.49	$ 1.23	$ 1.25

Diluted	$ 0.53	$ 0.48	$ 1.22	$ 1.23
Shares Used in Per Share Calculation:				
Basic	25,953	25,649	25,885	25,338
Diluted	26,152	26,095	26,177	25,787
Cash Dividends Declared Per Share	$ 0.245	$ 0.240	$ 0.735	$ 0.720

The accompanying notes are an integral part of these condensed consolidated financial statements

McGRATH RENTCORP

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(in thousands)	**Three Months Ended September 30, 2014**	**Three Months Ended September 30, 2013**	**Nine Months Ended September 30, 2014**	**Nine Months Ended September 30, 2013**
Net Income	$ 13,746	$ 12,573	$ 31,822	$ 31,636
Other Comprehensive Loss:				
Foreign Currency Translation Adjustment, net of Tax Effect of $8 and $4, for the three and nine months ended September 30, 2014, respectively	(40)		(21)	
Comprehensive Income	$ 13,706	$ 12,573	$ 31,801	$ 31,636

The accompanying notes are an integral part of these condensed consolidated financial statements

MCGRATH RENTCORP

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands)	**September 30, 2014**	**December 31, 2013**
ASSETS		
Cash	$ 774	$ 1,630
Accounts Receivable, net of allowance for doubtful accounts of $2,033 in 2014 and $2,007 in 2013	103,570	87,650
Rental Equipment, at cost:		
Relocatable Modular Buildings	649,206	592,391
Electronic Test Equipment	263,712	267,772
Liquid and Solid Containment Tanks and Boxes	302,168	284,005
	1,215,086	1,144,168
Less Accumulated Depreciation	(397,188)	(377,158)
Rental Equipment, net	817,898	767,010
Property, Plant and Equipment, net	106,938	105,187
Prepaid Expenses and Other Assets	22,011	19,718
Intangible Assets, net	10,239	10,662
Goodwill	27,700	27,700
Total Assets	$ 1,089,130	$ 1,019,557
LIABILITIES AND SHAREHOLDERS EQUITY		
Liabilities:		
Notes Payable	$ 322,280	$ 290,003
Accounts Payable and Accrued Liabilities	75,058	63,318
Deferred Income	32,775	24,003
Deferred Income Taxes, net	244,498	241,203
Total Liabilities	674,611	618,527
Shareholders Equity:		
Common Stock, no par value -		
Authorized - 40,000 shares		
Issued and Outstanding - 25,960 shares in 2014 and 25,757 shares in 2013	103,888	103,023
Retained Earnings	310,687	298,038
Accumulated Other Comprehensive Loss	(56)	(31)

Total Shareholders Equity		414,519		401,030
Total Liabilities and Shareholders Equity	$	1,089,130	$	1,019,557

The accompanying notes are an integral part of these condensed consolidated financial statements

MCGRATH RENTCORP

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)	Nine Months Ended September 30, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 31,822	$ 31,636
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	60,383	57,097
Provision for Doubtful Accounts	1,480	1,347
Share-Based Compensation	3,010	3,382
Gain on Sale of Used Rental Equipment	(10,777)	(9,928)
Gain on Sale of Property, Plant and Equipment	(812)	
Foreign Currency Loss	113	31
Change In:		
Accounts Receivable	(17,400)	(1,910)
Prepaid Expenses and Other Assets	(2,293)	(1,103)
Accounts Payable and Accrued Liabilities	7,370	8,824
Deferred Income	8,772	219
Deferred Income Taxes	3,295	10,321
Net Cash Provided by Operating Activities	84,963	99,916
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Rental Equipment	(112,972)	(93,448)
Purchase of Property, Plant and Equipment	(9,078)	(7,962)
Proceeds from Sale of Used Rental Equipment	22,864	25,374
Proceeds from Sale of Property, Plant and Equipment	2,501	
Net Cash Used in Investing Activities	(96,685)	(76,036)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Borrowings (Repayments) Under Bank Lines of Credit	12,277	(21,098)
Borrowing Under Series B Senior Notes	40,000	
Principal Payment on Series A Senior Notes	(20,000)	
Proceeds from the Exercise of Stock Options	318	14,197
Excess Tax Benefit from Exercise and Disqualifying Disposition of Stock Options	1,314	1,345
Payment of Dividends	(19,189)	(18,258)
Taxes Paid Related to Net Share Settlement of Stock Awards	(3,777)	(1,027)
Net Cash Provided by (Used in) Financing Activities	10,943	(24,841)

Effect of Exchange Rate Changes on Cash		(77)		
Net Decrease in Cash		(856)		(961)
Cash Balance, beginning of period		1,630		1,612
Cash Balance, end of period	$	774	$	651
Interest Paid, during the period	$	6,316	$	5,607
Net Income Taxes Paid, during the period	$	15,694	$	7,930
Dividends Accrued During the Period, not yet paid	$	6,471	$	6,370
Rental Equipment Acquisitions, not yet paid	$	12,655	$	7,367

The accompanying notes are an integral part of these condensed consolidated financial statements

McGRATH RENTCORP

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2014

NOTE 1. CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The condensed consolidated financial statements for the three and nine months ended September 30, 2014 and 2013 have not been audited, but in the opinion of management, all adjustments (consisting of normal recurring accruals, consolidating and eliminating entries) necessary for the fair presentation of the consolidated financial position, results of operations and cash flows of McGrath RentCorp (the Company) have been made. The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to those rules and regulations. The consolidated results for the nine months ended September 30, 2014 should not be considered as necessarily indicative of the consolidated results for the entire fiscal year. These condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s latest Annual Report on Form 10-K filed with the SEC on February 28, 2014 for the year ended December 31, 2013 (the 2013 Annual Report).

In order to conform to current year presentation, certain amounts on the Condensed Consolidated Statement of Income were reclassified from Other Revenues to Foreign Currency Exchange Gain (Loss) and on the Condensed Consolidated Statements of Cash Flows certain amounts were reclassified from Proceeds from the Exercise of Stock Options to Taxes Paid Related to Net Share Settlement of Stock Awards. These reclassifications had no impact on net income, earnings per share or operating cash flows.

NOTE 2. NEW ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. The objective of this guidance is to establish the principles to report useful information to users of financial statements about the nature, timing and uncertainty of revenue from contracts with customers. The guidance in the update is effective for the interim and annual reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact of the adoption of this accounting guidance on its condensed consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, Accounting for Share-Based Payments When the Term of Award Provides That a Performance Target Could Be Achieved after the Requisite Service Period. This update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The guidance in the update is effective for the interim and annual reporting periods beginning after December 15, 2015. The Company does not expect the adoption of this accounting guidance to have a significant impact on its condensed consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity s Ability to Continue as Going Concern. This ASU is intended to define management s responsibilities to evaluate whether there is substantial doubt about an organization s ability to continue as going concern and provide related footnote disclosures. The amendments in this ASU will be effective for the Company in the fourth quarter of fiscal 2016, with early adoption permitted. The Company does not expect the adoption of this accounting guidance to have a significant impact on its condensed consolidated financial statements.

NOTE 3. EARNINGS PER SHARE

Basic earnings per share (EPS) is computed as net income divided by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS is computed assuming conversion of all potentially dilutive securities including the dilutive effect of stock options, unvested restricted stock awards and other potentially dilutive securities. The table below presents the weighted-average number of shares of common stock used to calculate basic and diluted earnings per share:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
(in thousands)	**2014**	**2013**	**2014**	**2013**
Weighted-average number of shares of common stock for calculating basic earnings per share	25,953	25,649	25,885	25,338
Effect of potentially dilutive securities from equity-based compensation	199	446	292	449
Weighted-average number of shares of common stock for calculating diluted earnings per share	26,152	26,095	26,177	25,787

The following securities were not included in the computation of diluted earnings per share as their effect would have been anti-dilutive:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
(in thousands)	**2014**	**2013**	**2014**	**2013**
Options to purchase shares of common stock	9		9	41

NOTE 4. RELATED PARTY TRANSACTIONS

The Company acquired liquid and solid containment tanks totaling $4.4 million and $13.6 million during the three and nine months ended September 30, 2013, respectively, from Sabre Manufacturing, LLC (Sabre), which was controlled by the President of Adler Tanks until August 16, 2013 when it was sold to an unrelated party. Amounts due to Sabre at September 30, 2013 were $0.4 million. There were no related party transactions in the nine months ended September 30, 2014, or amounts owed to related parties at such date.

NOTE 5. INTANGIBLE ASSETS

Intangible assets consist of the following:

(dollar amounts in thousands)	**Estimated Useful Life In Years**	**September 30, 2014**	**December 31, 2013**
Trade Name	Indefinite	$ 5,700	$ 5,700
Customer Relationships	11	9,302	9,100
		15,002	14,800
Less Accumulated Amortization		(4,763)	(4,138)
		$ 10,239	$ 10,662

The Company assesses potential impairment of its goodwill and intangible assets when there is evidence that events or circumstances have occurred that would indicate the recovery of an asset s carrying value is unlikely.

The Company also assesses potential impairment of its goodwill and identifiable indefinite-lived intangible assets on an annual basis regardless of whether there is evidence of impairment. If indicators of impairment were to be present in intangible assets used in operations and future discounted cash flows were not expected to be sufficient to recover the assets carrying amount, an impairment loss would be charged to expense in the period identified. The amount of an impairment loss that would be recognized is the excess of the asset s carrying value over its fair value. Factors the Company considers important, which may cause impairment include, among others, significant changes in the manner of use of the acquired asset, negative industry or economic trends, and significant underperformance relative to historical or projected operating results.

The Company typically conducts its annual impairment analysis in the fourth quarter of its fiscal year. The impairment analysis did not result in an impairment charge for the fiscal year ended December 31, 2013. Determining the fair value of a reporting unit requires judgment and involves the use of significant estimates and assumptions. The Company based its fair value estimates on assumptions that it believes are reasonable but are uncertain and subject to changes in market conditions.

Intangible assets with finite useful lives are amortized over their respective useful lives. Based on the carrying values at September 30, 2014 and assuming no subsequent impairment of the underlying assets, the amortization expense is expected to be $0.2 million for the remainder of fiscal year 2014 and $0.8 million in each of the fiscal years 2015 through 2019.

NOTE 6. NOTE PURCHASE AND PRIVATE SHELF AGREEMENT

On March 17, 2014, the Company entered into an Amendment to the Note Purchase and Private Shelf Agreement (Amendment) with Prudential Investment Management, Inc. (PIM), The Prudential Insurance Company of America and Prudential Retirement Insurance and Annuity Company (collectively with PIM, the Purchasers). The Amendment amended certain terms of the Note Purchase and Private Shelf Agreement, dated April 21, 2011 between the Company and the Purchasers (the Agreement). Pursuant to the Amendment, among other things, the issuance period for the senior notes (the Shelf Notes) to be issued and sold pursuant to the Agreement is extended until the earlier of March 17, 2017 or the termination of the issuance and sale of the Shelf Notes upon the 30 days prior notice of either PIM or the Company.

On March 17, 2014, the Company also issued and sold to the Purchasers a $40.0 million aggregate principal amount of its 3.68% Series B Senior Notes (the Notes) pursuant to the terms of the Agreement, as amended. The Notes are an unsecured obligation of the Company. The Notes bear interest at a rate of 3.68% per annum and mature on March 17, 2021. Interest on the Notes is payable semi-annually beginning on September 17, 2014 and continuing thereafter on March 17 and September 17 of each year until maturity. The full net proceeds from the Notes will be used for working capital and other general corporate purposes.

NOTE 7. SEGMENT REPORTING

The Company s four reportable segments are (1) its modular building rental division (Mobile Modular); (2) its electronic test equipment rental division (TRS-RenTelco); (3) its containment solutions for the storage of hazardous and non-hazardous liquids and solids division (Adler Tanks); and (4) its classroom manufacturing division selling modular buildings used primarily as classrooms in California (Enviroplex). The operations of each of these segments are described in Part I Item 1, Business, and the accounting policies of the segments are described in Note 2 Significant Accounting Policies in the Company s annual report on Form 10-K for the year ended December 31, 2013. Management focuses on several key measures to evaluate and assess each segment s performance, including rental revenue growth, gross profit, income from operations and income before provision for income taxes. Excluding interest expense, allocations of revenue and expense not directly associated with one of these segments are generally allocated to Mobile Modular, TRS-RenTelco and Adler Tanks based on their pro-rata share of direct revenues. Interest expense is allocated among Mobile Modular, TRS-RenTelco and Adler Tanks based on their pro-rata share of average rental equipment at cost, intangible assets, accounts receivable, deferred income and customer security deposits. The Company does not report total assets by business segment. Summarized financial information for the nine months ended September 30, 2014 and 2013 for the Company s reportable segments is shown in the following table:

(dollar amounts in thousands)	**Mobile Modular**	**TRS-RenTelco**	**Adler Tanks**	**Enviroplex [1]**	**Consolidated**
Nine Months Ended September 30,					
2014					
Rental Revenues	$ 69,644	$ 73,665	$ 54,572	$	$ 197,881
Rental Related Services Revenues	25,493	2,463	18,573		46,529
Sales and Other Revenues	22,057	18,369	893	10,601	51,920
Total Revenues	117,194	94,497	74,038	10,601	296,330
Depreciation of Rental Equipment	12,114	30,709	11,296		54,119
Gross Profit	43,296	43,916	39,779	3,024	130,015
Selling and Administrative Expenses	30,786	17,848	20,338	2,479	71,451
Income from Operations	12,510	26,068	19,441	545	58,564
Interest Expense (Income) Allocation	3,524	1,584	1,950	(134)	6,924
Gain on Sale of Property, Plant and Equipment	341	276	195		812
Income before Provision for Income Taxes	9,327	24,647	17,686	679	52,339
Rental Equipment Acquisitions	65,100	32,903	19,088		117,091
Accounts Receivable, net (period end)	55,525	22,228	21,190	4,627	103,570
Rental Equipment, at cost (period end)	649,206	263,712	302,168		1,215,086
Rental Equipment, net book value (period end)	462,722	106,460	248,716		817,898
Utilization (period end) [2]	74.2%	64.2%	65.1%		
Average Utilization [2]	71.4%	59.6%	62.2%		
2013					
Rental Revenues	$ 60,367	$ 75,897	$ 53,321	$	$ 189,585
Rental Related Services Revenues	21,009	2,285	16,070		39,364
Sales and Other Revenues	16,806	21,547	1,509	15,926	55,788
Total Revenues	98,182	99,729	70,900	15,926	284,737
Depreciation of Rental Equipment	10,740	29,538	10,183		50,461
Gross Profit	34,881	46,256	39,442	3,806	124,385

Selling and Administrative Expenses	26,809	18,123	18,475	2,406	65,813
Income from Operations	8,072	28,133	20,967	1,400	58,572
Interest Expense (Income) Allocation	3,238	1,619	1,799	(148)	6,508
Income before Provision for Income Taxes	4,834	26,483	19,168	1,548	52,033
Rental Equipment Acquisitions	36,463	40,444	24,504		101,411
Accounts Receivable, net (period end)	41,818	24,454	23,792	2,755	92,819
Rental Equipment, at cost (period end)	577,898	270,164	277,972		1,126,034
Rental Equipment, net book value (period end)	404,045	110,657	239,108		753,810
Utilization (period end) [2]	70.4%	62.3%	64.6%		
Average Utilization [2]	67.6%	63.3%	65.7%		

1. Gross Enviroplex sales revenues were $12,133 and $15,930 for the nine months ended September 30, 2014 and 2013, respectively, which includes inter-segment sales to Mobile Modular of $1,532 and $4, respectively, which have been eliminated in consolidation.
2. Utilization is calculated each month by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding accessory equipment and for Mobile Modular and Adler Tanks excluding new equipment inventory. The Average Utilization for the period is calculated using the average costs of rental equipment.

No single customer accounted for more than 10% of total revenues for the nine months ended September 30, 2014 and 2013. Revenues from foreign country customers accounted for 4% and 6% of the Company s total revenues, respectively, for the same periods.

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

This Form 10-Q, including the following Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements under federal securities laws. Forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties. Our actual results could differ materially from those indicated by forward-looking statements as a result of various factors. These factors include, but are not limited to, those set forth under this Item, those discussed in Part II Item 1A, Risk Factors and elsewhere in this Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on February 28, 2014 (the 2013 Annual Report) and those that may be identified from time to time in our reports and registration statements filed with the SEC.

This discussion should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes included in Part I Item 1 of this Form 10-Q and the Consolidated Financial Statements and related Notes and the Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our 2013 Annual Report. In preparing the following MD&A, we presume that readers have access to and have read the MD&A in our 2013 Annual Report, pursuant to Instruction 2 to paragraph (b) of Item 303 of Regulation S-K. We undertake no duty to update any of these forward-looking statements after the date of filing of this Form 10-Q to conform such forward-looking statements to actual results or revised expectations, except as otherwise required by law.

General

The Company, incorporated in 1979, is a leading rental provider of relocatable modular buildings for classroom and office space, electronic test equipment for general purpose and communications needs, and liquid and solid containment tanks and boxes. The Company s primary emphasis is on equipment rentals. The Company is comprised of four business segments: (1) its modular building rental division (Mobile Modular); (2) its electronic test equipment rental division (TRS-RenTelco); (3) its containment solutions for the storage of hazardous and non-hazardous liquids and solids division (Adler Tanks); and (4) its classroom manufacturing division selling modular buildings used primarily as classrooms in California (Enviroplex).

The Mobile Modular segment includes the results of operations of Mobile Modular Portable Storage, which represented less than 5% of the Company s total revenues in the nine months ended September 30, 2014. Mobile Modular Portable Storage commenced operations in 2008 and offers portable storage units and high security portable office units for rent, lease and purchase.

In the nine months ended September 30, 2014, Mobile Modular, TRS-RenTelco, Adler Tanks and Enviroplex contributed 18%, 47%, 34% and 1% of the Company s income before provision for taxes (the equivalent of pretax income), respectively, compared to 9%, 51%, 37% and 3% for the same period in 2013. Although managed as a separate business unit, Enviroplex s revenues, pretax income contribution and total assets are not significant relative to the Company s consolidated financial position. Accordingly, we have not presented a separate discussion of Enviroplex s results of operations in this MD&A.

The Company generates its revenues primarily from the rental of its equipment on operating leases and from sales of equipment occurring in the normal course of business. The Company requires significant capital outlay to purchase its rental inventory and recovers its investment through rental and sales revenues. Rental revenues and certain other service revenues negotiated as part of lease agreements with customers and related costs are recognized on a straight-line basis over the terms of the leases. Sales revenues and related costs are recognized upon delivery and installation of the equipment to customers. Sales revenues are less predictable and can fluctuate from quarter to quarter and year to year depending on customer demands and requirements. Generally, rental revenues recover the equipment s capitalized cost in a short period of time relative to the equipment s potential rental life and when sold, sale proceeds usually recover a high percentage of its capitalized cost.

The Company s modular revenues (consisting of revenues from Mobile Modular, Mobile Modular Portable Storage and Enviroplex) are derived from rentals and sales to education and commercial customers, with a majority of revenues generated by education customers. Modular revenues are primarily affected by demand for classrooms, which in turn is affected by shifting and fluctuating school populations, the levels of state funding to public schools, the need for temporary classroom space during reconstruction of older schools and changes in policies regarding class size. As a result of any reduced funding, lower expenditures by these schools may result in certain planned programs to increase the number of classrooms, such as those that the Company provides, to be postponed or terminated. However, reduced expenditures may also result in schools reducing their long-term facility construction projects in favor of using the Company s modular classroom solutions. At this time, the Company can provide no assurances as to whether public schools will either reduce or increase their demand for the Company s modular classrooms as a result of fluctuations in state funding of public schools. Looking forward, the Company believes that any interruption in the passage of facility bonds or contraction of class size reduction programs by public schools may have a material adverse effect on both rental and sales revenues of the Company. (For more information, see *Item 1. Business Relocatable Modular Buildings Classroom Rentals and Sales to Public Schools (K-12)* in the Company s 2013 Annual Report and *Item 1A. Risk Factors Significant reductions of, or delays in, funding to public schools have caused the demand and pricing for our modular classroom units to decline, which has in the past caused, and may cause in the future, a reduction in our revenues and profitability* in Part II Other Information of this Form 10-Q.)

Revenues of TRS-RenTelco are derived from the rental and sale of general purpose and communications test equipment to a broad range of companies, from Fortune 500 to middle and smaller market companies primarily in the electronics, communications, aerospace and defense industries. Electronic test equipment revenues are primarily affected by the business activity within these industries related to research and development, manufacturing, and communication infrastructure installation and maintenance.

Revenues of Adler Tanks are derived from the rental and sale of fixed axle tanks (tanks) and vacuum containers, dewatering containers and roll-off containers (collectively referred to as boxes). These tanks and boxes are rented to a broad range of industries and applications including oil and gas exploration and field services, refinery, chemical and industrial plant maintenance, environmental remediation and field services, infrastructure building construction, marine services, pipeline construction and maintenance, tank terminals services, wastewater treatment, and waste management and landfill services for the containment of hazardous and non-hazardous liquids and solids. The liquid and solid containment tanks and boxes rental business was acquired through the acquisition of Adler Tank Rentals, LLC on December 11, 2008.

The Company s rental operations include rental and rental related service revenues which comprised approximately 82% and 80% of consolidated revenues in the nine months ended September 30, 2014 and 2013, respectively. Of the total rental operations revenues for the nine months ended September 30, 2014, Mobile Modular, TRS-RenTelco and Adler Tanks comprised 39%, 31% and 30%, respectively, compared to 36%, 34% and 30%, respectively, in the same period of 2013. The Company s direct costs of rental operations include depreciation of rental equipment, rental related service costs, impairment of rental equipment (if any), and other direct costs of rental operations, which include direct labor, supplies, repairs, insurance, property taxes, license fees, cost of sub-rentals and amortization of certain lease costs.

The Company s Mobile Modular, TRS-RenTelco and Adler Tanks business segments sell modular units, electronic test equipment and liquid and solid containment tanks and boxes, respectively, which are either new or previously rented. In addition, Enviroplex sells new modular buildings used primarily as classrooms in California. For the nine months ended September 30, 2014 and 2013, sales and other revenues of modular, electronic test equipment and liquid and solid containment tanks and boxes comprised approximately 18% and 20%, respectively, of the Company s consolidated revenues. Of the total sales and other revenues for the nine months ended September 30, 2014 and 2013, Mobile Modular and Enviroplex together comprised 63% and 60%, respectively, and TRS-RenTelco comprised 35% and 38%, respectively. Adler Tanks sales and other revenues for the nine months ended September 30, 2014 and 2013 were 2% of the Company s total sales and other revenues. The Company s cost of sales includes the carrying value of the equipment sold and the direct costs associated with the equipment sold, such as delivery, installation, modifications and related site work.

Selling and administrative expenses primarily include personnel and benefit costs, which include share-based compensation, depreciation and amortization, bad debt expense, advertising costs, and professional service fees. The Company believes that sharing of common facilities, financing, senior management, and operating and accounting systems by all of the Company s operations results in an efficient use of overhead. Historically, the Company s operating margins have been impacted favorably to the extent its costs and expenses are leveraged over a large installed customer base. However, there can be no assurance as to the Company s ability to maintain a large installed customer base or ability to sustain its historical operating margins.

Adjusted EBITDA

To supplement the Company s financial data presented on a basis consistent with accounting principles generally accepted in the United States of America (GAAP), the Company presents Adjusted EBITDA , which is defined by the Company as net income before interest expense, provision for income taxes, depreciation, amortization, and share-based compensation. The Company presents Adjusted EBITDA as a financial measure as management believes it provides useful information to investors regarding the Company s liquidity and financial condition and because management, as well as the Company s lenders, use this measure in evaluating the performance of the Company.

Management uses Adjusted EBITDA as a supplement to GAAP measures to further evaluate period-to-period operating performance, compliance with financial covenants in the Company s revolving lines of credit and senior notes and the Company s ability to meet future capital expenditure and working capital requirements. Management believes the exclusion of non-cash charges, including share-based compensation, is useful in measuring the Company s cash available for operations and performance of the Company. Because management finds Adjusted EBITDA useful, the Company believes its investors will also find Adjusted EBITDA useful in evaluating the Company s performance.

Adjusted EBITDA should not be considered in isolation or 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 the Company s profitability or liquidity. Adjusted EBITDA is not in accordance with or an alternative for GAAP, and may be different from non GAAP measures used by other companies. Unlike EBITDA, which may be used by other companies or investors, Adjusted EBITDA does not include share-based compensation charges. The Company believes that Adjusted EBITDA is of limited use in that it does not reflect all of the amounts associated with the Company s results of operations as determined in accordance with GAAP and does not accurately reflect real cash flow. In addition, other companies may not use Adjusted EBITDA or may use other non-GAAP measures, limiting the usefulness of Adjusted EBITDA for purposes of comparison. The Company s presentation of Adjusted EBITDA should not be construed as an inference that the Company will not incur expenses that are the same as or similar to the adjustments in this presentation. Therefore, Adjusted EBITDA should only be used to evaluate the Company s results of operations in conjunction with the corresponding GAAP measures. The Company compensates for the limitations of Adjusted EBITDA by relying upon GAAP results to gain a complete picture of the Company s performance. Because Adjusted EBITDA is a non-GAAP financial measure, as defined by the SEC, the Company includes in the tables below reconciliations of Adjusted EBITDA to the most directly comparable financial measures calculated and presented in accordance with GAAP.

Reconciliation of Net Income to Adjusted EBITDA

(dollar amounts in thousands)	**Three Months Ended September 30,**		**Nine Months Ended September 30,**		**Twelve Months Ended September 30,**	
	2014	**2013**	**2014**	**2013**	**2014**	**2013**
Net Income	$ 13,746	$ 12,573	$ 31,822	$ 31,636	$ 43,583	$ 43,572
Provision for Income Taxes	8,863	8,106	20,517	20,397	28,097	27,312
Interest	2,386	2,148	6,924	6,508	9,103	8,790
Depreciation and Amortization	20,401	19,452	60,383	57,097	80,135	75,908
EBITDA	45,396	42,279	119,646	115,638	160,918	155,582
Share-Based Compensation	1,026	1,127	3,010	3,382	3,308	4,068
Adjusted EBITDA [1]	$ 46,422	$ 43,406	$ 122,656	$ 119,020	$ 164,226	$ 159,650

Adjusted EBITDA Margin [2]	41%	40%	41%	42%	42%	41%

Reconciliation of Adjusted EBITDA to Net Cash Provided by Operating Activities

(dollar amounts in thousands)	**Three Months Ended September 30, 2014**	**2013**	**Nine Months Ended September 30, 2014**	**2013**	**Twelve Months Ended September 30, 2014**	**2013**
Adjusted EBITDA [1]	$ 46,422	$ 43,406	$ 122,656	$ 119,020	$ 164,226	$ 159,650
Interest Paid	(2,118)	(1,276)	(6,316)	(5,607)	(9,522)	(8,860)
Net Income Taxes Paid	(7,168)	(1,151)	(15,694)	(7,930)	(18,838)	(9,139)
Gain on Sale of Used Rental Equipment	(4,333)	(3,672)	(10,777)	(9,928)	(13,940)	(12,936)
Gain on Sale of Property, Plant and Equipment			(812)		(812)	
Foreign Currency Loss (Gain)	103	(21)	113	31	271	36
Change in Certain Assets and Liabilities:						
Accounts Receivable, net	(14,486)	(5,533)	(15,920)	(563)	(10,751)	7,399
Prepaid Expenses and Other Assets	(6)	(935)	(2,293)	(1,103)	(1,401)	7,288
Accounts Payable and Other Liabilities	4,685	1,652	5,234	5,777	3,824	351
Deferred Income	6,692	1,207	8,772	219	5,632	(8,499)
Net Cash Provided by Operating Activities	$ 29,791	$ 33,677	$ 84,963	$ 99,916	$ 118,689	$ 135,290

1. Adjusted EBITDA is defined as net income before interest expense, provision for income taxes, depreciation, amortization, and share-based compensation.
2. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total revenues for the period.

Adjusted EBITDA is a component of two restrictive financial covenants for the Company s unsecured Amended Credit Facility, and Series A Senior Notes and Series B Senior Notes (both as defined and more fully described under the heading Liquidity and Capital Resources in this MD&A). These instruments contain financial covenants requiring the Company to not:

- Permit the Consolidated Fixed Charge Coverage Ratio (as defined in the Amended Credit Facility and the Note Purchase Agreement (as defined and more fully described under the heading Liquidity and Capital Resources in this MD&A)) of Adjusted EBITDA (as defined in the Amended Credit Facility and the Note Purchase Agreement) to fixed charges as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2014, the actual ratio was 3.95 to 1.

- Permit the Consolidated Leverage Ratio of funded debt (as defined in the Amended Credit Facility and the Note Purchase Agreement) to Adjusted EBITDA at any time during any period of four consecutive quarters to be greater than 2.75 to 1. At September 30, 2014, the actual ratio was 1.96 to 1.

At September 30, 2014, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although, significant deterioration in our financial performance could impact the Company s ability to comply with these covenants.

Recent Developments

On September 18, 2014, the Company announced that the Board of Directors declared a quarterly cash dividend of $0.245 per common share for the quarter ended September 30, 2014, an increase of 2% over the prior year s comparable quarter.

Results of Operations

Three Months Ended September 30, 2014 Compared to

Three Months Ended September 30, 2013

Overview

Consolidated revenues for the three months ended September 30, 2014 increased 4% to $113.0 million, from $108.8 million for the same period in 2013. Consolidated net income for the three months ended September 30, 2014 increased 9% to $13.7 million, from $12.6 million for the same period in 2013. Earnings per diluted share for the three months ended September 30, 2014 increased 10% to $0.53 from $0.48 for the same period in 2013.

For the three months ended September 30, 2014, on a consolidated basis:

Gross profit increased 9%, to $49.3 million from $45.2 million for the same period in 2013. Mobile Modular gross profit increased $5.5 million, or 46%, due to higher gross profit on rental, sales and rental related services revenues. TRS-RenTelco gross profit increased $0.5 million, or 3%, primarily due to higher gross profit on sales and rental revenues. Enviroplex gross profit decreased $0.8 million, primarily due to lower sales revenues. Adler Tanks gross profit decreased $1.2 million, or 8%, due to lower gross profit on rental and rental related services revenues.

Selling and administrative expenses increased 8% to $24.2 million from $22.4 million in the same period in 2013, primarily due to increased employee headcount, salaries and benefit costs.

Interest expense increased 11% to $2.4 million from $2.1 million in the same period in 2013, due to 13% higher average debt levels of the Company, partly offset by 2% lower net average interest rates of 2.99% in 2014 compared to 3.04% in 2013.

Pre-tax income contribution by Mobile Modular, TRS-RenTelco and Adler Tanks was 24%, 41% and 29%, respectively, compared to 7%, 44% and 38%, respectively, for the comparable 2013 period. These results are discussed on a segment basis below. Enviroplex pre-tax income contribution was 6% in 2014 compared to 11% in 2013.

Adjusted EBITDA increased $3.0 million, or 7%, to $46.4 million, compared to $43.4 million in 2013.

Mobile Modular

For the three months ended September 30, 2014, Mobile Modular s total revenues increased $6.6 million, or 17%, to $46.2 million compared to the same period in 2013, primarily due to higher rental, rental related services and sales revenues. The revenue increase together with lower other direct costs, partly offset by higher selling and administrative expenses, resulted in a $3.9 million increase in pre-tax income to $5.3 million for the three months ended September 30, 2014, from the same period in 2013.

The following table summarizes quarterly results for each revenue and gross profit category, income from operations, pre-tax income and other selected information.

Mobile Modular Three Months Ended 9/30/14 compared to Three Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	Three Months Ended September 30, 2014	2013	Increase (Decrease) $	%
Revenues				
Rental	$ 25,432	$ 21,079	$ 4,353	21%
Rental Related Services	10,165	8,518	1,647	19%
Rental Operations	35,597	29,597	6,000	20%
Sales	10,555	10,000	555	6%
Other	87	91	(4)	-4%
Total Revenues	46,239	39,688	6,551	17%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	4,272	3,651	621	17%
Rental Related Services	7,355	5,815	1,540	26%
Other	9,242	10,232	(990)	-10%
Total Direct Costs of Rental Operations	20,869	19,698	1,171	6%
Costs of Sales	7,848	8,003	(155)	-2%
Total Costs of Revenues	28,717	27,701	1,016	4%
Gross Profit				
Rental	11,918	7,196	4,722	66%
Rental Related Services	2,810	2,703	107	4%
Rental Operations	14,728	9,899	4,829	49%
Sales	2,707	1,997	710	36%
Other	87	91	(4)	-4%
Total Gross Profit	17,522	11,987	5,535	46%
Selling and Administrative Expenses	10,956	9,438	1,518	16%

Income from Operations	6,566	2,549	4,017	158%
Interest Expense Allocation	(1,234)	(1,080)	154	14%
Pre-tax Income	$ 5,332	$ 1,469	$ 3,863	263%
Other Information				
Average Rental Equipment [1]	$ 607,725	$ 549,398	$ 58,327	11%
Average Rental Equipment on Rent	$ 445,527	$ 379,595	$ 65,932	17%
Average Monthly Total Yield [2]	1.39%	1.28%		9%
Average Utilization [3]	73.3%	69.1%		6%
Average Monthly Rental Rate [4]	1.90%	1.85%		3%
Period End Rental Equipment [1]	$ 618,533	$ 554,804	$ 63,729	11%
Period End Utilization [3]	74.2%	70.4%		5%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average utilization for the period is calculated using the average cost of rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

Mobile Modular s gross profit for the three months ended September 30, 2014 increased 46% to $17.5 million from $12.0 million for the same period in 2013. For the three months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues Rental revenues increased $4.4 million, or 21%, compared to 2013, primarily due to 17% higher average rental equipment on rent and 3% higher average rental rates. As a percentage of rental revenues, depreciation was 17% in 2014 and 2013, and other direct costs were 36% in 2014 compared to 49% in 2013, which resulted in gross margin percentages of 47% in 2014 and 34% in 2013. The higher rental revenues and higher rental margins resulted in gross profit on rental revenues increasing $4.7 million, or 66%, to $11.9 million in 2014.

Gross Profit on Rental Related Services Rental related services revenues increased $1.6 million, or 19%, compared to 2013. Most of these service revenues are negotiated with the initial modular building lease and are recognized on a straight-line basis with the associated costs over the initial term of the lease. The increase in rental related services revenues was primarily attributable to higher amortization of delivery and return delivery and dismantle revenues, and higher delivery and return delivery revenues at Mobile Modular Portable Storage. The higher revenues, partly offset by lower gross margin percentage of 28% in 2014 compared to 32% in 2013, resulted in rental related services gross profit increasing $0.1 million to $2.8 million in 2014.

Gross Profit on Sales Sales revenues increased $0.6 million, or 6%, compared to 2013, primarily due to higher new equipment sales. Gross profit on sales increased $0.7 million to $2.7 million with gross margin percentage of 26% compared with 20% in 2013, primarily due to higher margins on new and used equipment sales in 2014. Sales occur routinely as a normal part of Mobile Modular s rental business; however, these sales and related gross margins can fluctuate from quarter to quarter and year to year depending on customer requirements, equipment availability and funding.

For the three months ended September 30, 2014, selling and administrative expenses increased 16%, to $11.0 million from $9.4 million in the same period in 2013, primarily due to increased employee headcount, salaries and benefit costs.

TRS-RenTelco

For the three months ended September 30, 2014, TRS-RenTelco s total revenues decreased $1.2 million, or 3%, to $32.8 million compared to the same period in 2013, primarily due to lower sales and rental revenues. Pre-tax income increased 3% to $9.3 million for the three months ended September 30, 2014 compared to the same period in 2013, primarily due to higher gross profit on sales and rental revenues, partly offset by higher selling and administrative expenses.

The following table summarizes quarterly results for each revenue and gross profit category, income from operations, pre-tax income and other selected information.

TRS-RenTelco Three Months Ended 9/30/14 compared to Three Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	Three Months Ended September 30,		Increase (Decrease)	
	2014	2013	$	%
Revenues				
Rental	$ 25,481	$ 25,718	$ (237)	-1%
Rental Related Services	846	873	(27)	-3%
Rental Operations	26,327	26,591	(264)	-1%
Sales	5,965	6,894	(929)	-13%
Other	427	401	26	6%
Total Revenues	32,719	33,886	(1,167)	-3%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	10,170	10,064	106	1%
Rental Related Services	702	752	(50)	-7%
Other	3,078	3,592	(514)	-14%
Total Direct Costs of Rental Operations	13,950	14,408	(458)	-3%
Costs of Sales	2,991	4,232	(1,241)	-29%
Total Costs of Revenues	16,941	18,640	(1,699)	-9%
Gross Profit				
Rental	12,233	12,062	171	1%
Rental Related Services	144	121	23	19%
Rental Operations	12,377	12,183	194	2%
Sales	2,974	2,662	312	12%
Other	427	401	26	6%
Total Gross Profit	15,778	15,246	532	3%
Selling and Administrative Expenses	5,844	5,723	121	2%

Income from Operations	9,934	9,523	411	4%
Interest Expense Allocation	(531)	(530)	1	0%
Foreign Currency Exchange Gain (Loss)	(103)	21	(124)	*nm*
Pre-tax Income	$ 9,300	$ 9,014	$ 286	3%
Other Information				
Average Rental Equipment [1]	$ 261,077	$ 266,480	$ (5,403)	-2%
Average Rental Equipment on Rent	$ 163,170	$ 166,468	$ (3,298)	-2%
Average Monthly Total Yield [2]	3.25%	3.22%		1%
Average Utilization [3]	62.5%	62.5%		0%
Average Monthly Rental Rate [4]	5.20%	5.15%		1%
Period End Rental Equipment [1]	$ 262,413	$ 269,307	$ (6,894)	-3%
Period End Utilization [3]	64.2%	62.3%		3%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding accessory equipment. Average utilization for the period is calculated using the average cost of rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

nm = not meaningful

TRS-RenTelco s gross profit for the three months ended September 30, 2014 increased 3% to $15.8 million from $15.2 million in 2013. For the three months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues Rental revenues decreased $0.2 million, or 1%, as compared to 2013, with depreciation expense increasing $0.1 million, or 1%, and other direct cost decreasing $0.5 million, or 14%, resulting in increased gross profit on rental revenues of $0.2 million, or 1%, to $12.2 million as compared to 2013. As a percentage of rental revenues, depreciation was 40% in 2014 compared to 39% in 2013 and other direct costs were 12% in 2014 compared to 14% in 2013, which resulted in a gross margin percentage of 48% in 2014 compared to 47% in 2013. The rental revenues decrease was due to 2% lower average rental equipment on rent, partly offset by 1% higher average monthly rental rates in 2014 as compared to 2013.

Gross Profit on Sales Sales revenues decreased 13% to $6.0 million in 2014. Gross profit on sales increased 12% to $3.0 million, with gross margin percentage increasing to 50% from 39% in 2013, primarily due to higher margins on used equipment sales. Sales occur as a normal part of TRS-RenTelco s rental business; however, these sales and related gross margins can fluctuate from quarter to quarter depending on customer requirements and related mix of equipment sold, equipment availability and funding.

For the three months ended September 30, 2014, selling and administrative expenses increased 2%, to $5.8 million from $5.7 million in the same period in 2013.

Adler Tanks

For the three months ended September 30, 2014, Adler Tanks total revenues decreased $0.1 million to $25.7 million compared to the same period in 2013, due to lower rental revenues, partly offset by higher rental related services revenues. The revenue decrease, together with higher selling and administrative expenses and lower gross margin on rental and rental related services, resulted in a $1.4 million, or 17%, decrease in pre-tax income to $6.6 million for the three months ended September 30, 2014, compared to the same period in 2013.

The following table summarizes quarterly results for each revenue and gross profit category, income from operations, pre-tax income and other selected information.

Adler Tanks Three Months Ended 9/30/14 compared to Three Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	Three Months Ended September 30,		Increase (Decrease)	
	2014	**2013**	**$**	**%**
Revenues				
Rental	$ 18,729	$ 19,144	$ (415)	-2%
Rental Related Services	6,860	6,467	393	6%
Rental Operations	25,589	25,611	(22)	0%
Sales	124	122	2	2%
Other		33	(33)	-100%
Total Revenues	25,713	25,766	(53)	0%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	3,856	3,518	338	10%
Rental Related Services	5,449	4,711	738	16%
Other	2,635	2,537	98	4%
Total Direct Costs of Rental Operations	11,940	10,766	1,174	11%
Costs of Sales	54	115	(61)	-53%
Total Costs of Revenues	11,994	10,881	1,113	10%
Gross Profit				
Rental	12,238	13,089	(851)	-7%
Rental Related Services	1,411	1,756	(345)	-20%
Rental Operations	13,649	14,845	(1,196)	-8%
Sales	70	7	63	*nm*
Other		33	(33)	-100%
Total Gross Profit	13,719	14,885	(1,166)	-8%
Selling and Administrative Expenses	6,502	6,378	124	2%

Income from Operations	7,217	8,507	(1,290)	-15%
Interest Expense Allocation	(666)	(586)	80	14%
Pre-tax Income	$ 6,551	$ 7,921	$ (1,370)	-17%
Other Information				
Average Rental Equipment [1]	$ 294,125	$ 268,449	$ 25,676	10%
Average Rental Equipment on Rent	$ 184,310	$ 179,418	$ 4,892	3%
Average Monthly Total Yield [2]	2.12%	2.38%		-11%
Average Utilization [3]	62.7%	66.8%		-6%
Average Monthly Rental Rate [4]	3.39%	3.56%		-5%
Period End Rental Equipment [1]	$ 296,834	$ 272,952	$ 23,882	9%
Period End Utilization [3]	65.1%	64.6%		1%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average Utilization for the period is calculated using the average cost of rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

nm = not meaningful

Adler Tanks gross profit for the three months ended September 30, 2014 decreased 8% to $13.7 million from $14.9 million for the same period in 2013. For the three months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues Rental revenues decreased $0.4 million, or 2%, compared to 2013, due to 5% lower average rental rates, partly offset by 3% higher rental equipment on rent. As a percentage of rental revenues, depreciation was 21% and 18% in 2014 and 2013, respectively, and other direct costs were 14% in 2014 and 13% in 2013, which resulted in gross margin percentages of 65% and 68% in 2014 and 2013, respectively. The lower rental revenues, together with lower rental margins resulted in gross profit on rental revenues decreasing $0.9 million, or 7%, to $12.2 million in 2014.

Gross Profit on Rental Related Services Rental related services revenues increased $0.4 million, or 6%, compared to 2013. Lower gross margin percentage of 21% in 2014 compared to 27% in 2013, partly offset by higher rental related services revenues, resulted in rental related services gross profit decreasing 20% to $1.4 million in 2014.

For the three months ended September 30, 2014, selling and administrative expenses increased 2% to $6.5 million from $6.4 million in the same period in 2013.

Nine Months Ended September 30, 2014 Compared to

Nine Months Ended September 30, 2013

Overview

Consolidated revenues for the nine months ended September 30, 2014 increased 4%, to $296.3 million from $284.7 million for the same period in 2013. Consolidated net income for the nine months ended September 30, 2014 increased 1% to $31.8 million, from $31.6 million for the same period in 2013. Earnings per diluted share for the nine months ended September 30, 2014 decreased 1% to $1.22 from $1.23 for the same period in 2013.

For the nine months ended September 30, 2014, on a consolidated basis:

Gross profit increased $5.6 million, or 5%, to $130.0 million from $124.4 million for the same period in 2013. Gross profit of Mobile Modular increased $8.4 million, or 24%, primarily due to higher gross profit on rental, sales and rental related services revenues. Adler Tanks gross profit increased $0.3 million, or 1%, primarily due to higher gross profit on rental revenues. Enviroplex gross profit decreased $0.8 million, or 21% to $3.0 million. TRS-RenTelco gross profit decreased $2.3 million, or 5%, primarily due to lower gross profit on rental and sales revenues.

Selling and administrative expenses increased 9% to $71.5 million from $65.8 million for the same period in 2013, primarily due to increased employee headcount, salaries and employee benefit costs.

Interest expense increased 6% to $6.9 million, due to 6% higher average debt levels of the Company and 1% higher net average interest rates of 3.04% in 2014 compared to 3.02% in 2013.

In 2014, other non-operating income included the Company s sale of an excess property in June 2014 for net proceeds of $2.5 million resulting in a gain on sale of $0.8 million, which was allocated to Mobile Modular, TRS-RenTelco and Adler Tanks based on their pro-rata share of direct revenues. This property was previously used as one of the Company s branch sales and inventory centers prior to the TRS acquisition in 2004. Since 2004, the property has not been used in support of rental operations.

Pre-tax income contribution by Mobile Modular, TRS-RenTelco and Adler Tanks was 18%, 47% and 34%, respectively, compared to 9%, 51% and 37%, respectively, for the comparable 2013 period. These results are discussed on a segment basis below. Pre-tax income contribution by Enviroplex was 1% in 2014 compared to 3% in 2013.

Adjusted EBITDA increased $3.6 million, or 3.1%, to $122.7 million compared to $119.0 million in 2013.

Mobile Modular

For the nine months ended September 30, 2014, Mobile Modular s total revenues increased $19.0 million, or 19%, to $117.2 million compared to the same period in 2013, primarily due to higher rental, sales and rental related services revenues during the period. The revenue increase, together with higher gross margin on rental and sales and the allocated gain on sale of the Company s non-operating property, partly offset by higher selling and administrative expenses, resulted in a 93% increase in pre-tax income to $9.3 million for the nine months ended September 30, 2014, from $4.8 million for the same period in 2013.

The following table summarizes quarterly results for each revenue and gross profit category, income from operations, pre-tax income, and other selected information.

Mobile Modular Nine Months Ended 9/30/14 compared to Nine Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	Nine Months Ended September 30,		Increase (Decrease)	
	2014	2013	$	%
Revenues				
Rental	$ 69,644	$ 60,367	$ 9,277	15%
Rental Related Services	25,493	21,009	4,484	21%
Rental Operations	95,137	81,376	13,761	17%
Sales	21,716	16,483	5,233	32%
Other	341	323	18	6%
Total Revenues	117,194	98,182	19,012	19%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	12,114	10,740	1,374	13%
Rental Related Services	18,458	15,386	3,072	20%
Other	27,156	24,275	2,881	12%
Total Direct Costs of Rental Operations	57,728	50,401	7,327	15%
Costs of Sales	16,170	12,900	3,270	25%
Total Costs of Revenues	73,898	63,301	10,597	17%
Gross Profit				
Rental	30,374	25,352	5,022	20%
Rental Related Services	7,035	5,623	1,412	25%
Rental Operations	37,409	30,975	6,434	21%
Sales	5,546	3,583	1,963	55%
Other	341	323	18	6%
Total Gross Profit	43,296	34,881	8,415	24%
Selling and Administrative Expenses	30,786	26,809	3,977	15%

Income from Operations	12,510	8,072	4,438	55%
Interest Expense Allocation	(3,524)	(3,238)	286	9%
Gain on Sale of Property, Plant and Equipment	341		341	*nm*
Pre-tax Income	$ 9,327	$ 4,834	$ 4,493	93%
Other Information				
Average Rental Equipment [1]	$ 588,157	$ 541,835	$ 46,322	9%
Average Rental Equipment on Rent	$ 419,649	$ 366,108	$ 53,541	15%
Average Monthly Total Yield [2]	1.32%	1.24%		6%
Average Utilization [3]	71.4%	67.6%		6%
Average Monthly Rental Rate [4]	1.84%	1.83%		1%
Period End Rental Equipment [1]	$ 618,533	$ 554,804	$ 63,729	11%
Period End Utilization [3]	74.2%	70.4%		5%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average utilization for the period is calculated using the average costs of the rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent for the period.

nm = not meaningful

Mobile Modular s gross profit for the nine months ended September 30, 2014 increased $8.4 million, or 24%, to $43.3 million compared to the same period in 2013. For the nine months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues - Rental revenues increased $9.3 million, primarily due to 15% higher average rental equipment on rent and 1% higher average monthly rental rates of 1.84% in 2014 compared to 1.83% in 2013. As a percentage of rental revenues, depreciation was 17% in 2014 compared to 18% in 2013 and other direct costs were 39% in 2014 and 40% in 2013, which resulted in gross margin percentage of 44% in 2014 and 42% in 2013. The higher rental revenues, together with higher rental margins, resulted in gross profit on rental revenues increasing $5.0 million, or 20%, to $30.4 million in 2014.

Gross Profit on Rental Related Services Rental related services revenues increased $4.5 million, or 21%, compared to 2013. Most of these service revenues are negotiated with the initial lease and are recognized on a straight-line basis with the associated costs over the initial term of the lease. The increase in rental related services revenues was primarily attributable to higher amortization of delivery and return delivery and dismantle revenues, and higher delivery and return delivery revenues at Mobile Modular Portable Storage. The higher revenues, together with higher gross margin percentage of 28% in 2014 compared to 27% in 2013, resulted in rental related services gross profit increasing 25% to $7.0 million from $5.6 million in 2013.

Gross Profit on Sales Sales revenues increased $5.2 million, or 32%, compared to 2013, which resulted in sales gross profit increasing 55% to $5.5 million from $3.6 million in 2013. Sales occur routinely as a normal part of Mobile Modular s rental business; however, these sales and related gross margins can fluctuate from quarter to quarter and year to year depending on customer requirements, equipment availability and funding.

For the nine months ended September 30, 2014, selling and administrative expenses increased $4.0 million, or 15%, to $30.8 million from $26.8 million in the same period in 2013, primarily due to increased employee headcount, salaries and benefit costs.

TRS-RenTelco

For the nine months ended September 30, 2014, TRS-RenTelco s total revenues decreased $5.2 million, or 5%, to $94.5 million compared to the same period in 2013, due to lower sales and rental revenues, partly offset by higher rental related services revenues. Pre-tax income decreased 7%, to $24.6 million for the nine months ended September 30, 2014 compared to $26.5 million for the same period in 2013, primarily due to lower gross profit on rental and sales revenues, partly offset by lower selling and administrative expenses and the allocated gain on sale of the Company s non-operating property.

The following table summarizes quarterly results for each revenue and gross profit category, income from operations, pre-tax income, and other selected information.

TRS-RenTelco Nine Months Ended 9/30/14 compared to Nine Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	**Nine Months Ended September 30,**		**Increase (Decrease)**	
	2014	**2013**	**$**	**%**
Revenues				
Rental	$ 73,665	$ 75,897	$ (2,232)	-3%
Rental Related Services	2,463	2,285	178	8%
Rental Operations	76,128	78,182	(2,054)	-3%
Sales	17,074	20,370	(3,296)	-16%
Other	1,295	1,177	118	10%
Total Revenues	94,497	99,729	(5,232)	-5%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	30,709	29,538	1,171	4%
Rental Related Services	2,084	2,080	4	0%
Other	8,956	10,072	(1,116)	-11%
Total Direct Costs of Rental Operations	41,749	41,690	59	0%
Costs of Sales	8,832	11,783	(2,951)	-25%
Total Costs of Revenues	50,581	53,473	(2,892)	-5%
Gross Profit				
Rental	34,000	36,287	(2,287)	-6%
Rental Related Services	379	205	174	85%
Rental Operations	34,379	36,492	(2,113)	-6%
Sales	8,242	8,587	(345)	-4%
Other	1,295	1,177	118	10%
Total Gross Profit	43,916	46,256	(2,340)	-5%
Selling and Administrative Expenses	17,848	18,123	(275)	-2%

Income from Operations	26,068	28,133	(2,065)	-7%
Interest Expense Allocation	(1,584)	(1,619)	(35)	-2%
Gain on Sale of Property, Plant and Equipment	276		276	*nm*
Foreign Currency Exchange Loss	(113)	(31)	82	265%
Pre-tax Income	$ 24,647	$ 26,483	$ (1,836)	-7%
Other Information				
Average Rental Equipment [1]	$ 263,476	$ 265,767	$ (2,291)	-1%
Average Rental Equipment on Rent	$ 157,027	$ 168,111	$ (11,084)	-7%
Average Monthly Total Yield [2]	3.10%	3.17%		-2%
Average Utilization [3]	59.6%	63.3%		-6%
Average Monthly Rental Rate [4]	5.21%	5.02%		4%
Period End Rental Equipment [1]	$ 262,413	$ 269,307	$ (6,894)	-3%
Period End Utilization [3]	64.2%	62.3%		3%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding accessory equipment. Average Utilization for the period is calculated using the average costs of the rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent for the period.

nm = not meaningful

TRS-RenTelco s gross profit for the nine months ended September 30, 2014 decreased 5% to $43.9 million from $46.3 million for the same period in 2013. For the nine months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues Rental revenues decreased $2.2 million, or 3%, with depreciation expenses increasing $1.2 million, or 4%, and other direct costs decreasing $1.1 million, or 11%, to $9.0 million, resulting in decreased gross profit on rental revenues of $2.3 million, or 6%, to $34.0 million. As a percentage of rental revenues, depreciation was 42% and 39% in 2014 and 2013, respectively, and other direct costs were 12% and 13% in 2014 and 2013, respectively, which resulted in a gross margin percentage of 46% and 48% in 2014 and 2013, respectively. The rental revenues decrease was due to 7% lower average rental equipment on rent, partly offset by 4% higher average monthly rental rates compared to 2013.

Gross Profit on Sales Sales revenues decreased $3.3 million, or 16%, to $17.1 million in 2014, compared to $20.4 million in 2013. Lower sales revenues, partly offset by higher gross margin percentage of 48% in 2014 compared to 42% in 2013, primarily due to higher gross margin on used equipment sales, resulted in gross profit on sales decreasing 4%, to $8.2 million from $8.6 million in 2013. Sales occur routinely as a normal part of TRS-RenTelco s rental business; however, these sales and related gross margins can fluctuate from quarter to quarter depending on customer requirements, equipment availability and funding.

For the nine months ended September 30, 2014, selling and administrative expenses decreased $0.3 million, or 2%, to $17.8 million from $18.1 million in the same period in 2013, primarily due to decreased marketing and administrative costs.

Adler Tanks

For the nine months ended September 30, 2014, Adler Tanks total revenues increased $3.1 million, or 4%, to $74.0 million compared to the same period in 2013, primarily due to higher rental related services and rental revenues during the period. Higher selling and administrative expenses, partly offset by the revenue increase and the allocated gain on sale of the Company s non-operating property, resulted in pre-tax income of $17.7 million for the nine months ended September 30, 2014, a decrease of 8% compared to 2013.

The following table summarizes quarter results for each revenue and gross profit category, income from operations, pre-tax income, and other selected information.

Adler Tanks Nine Months Ended 9/30/14 compared to Nine Months Ended 9/30/13 (Unaudited)

(dollar amounts in thousands)	Nine Months Ended September 30, 2014	2013	Increase (Decrease) $	%
Revenues				
Rental	$ 54,572	$ 53,321	$ 1,251	2%
Rental Related Services	18,573	16,070	2,503	16%
Rental Operations	73,145	69,391	3,754	5%
Sales	815	1,407	(592)	-42%
Other	78	102	(24)	-24%
Total Revenues	74,038	70,900	3,138	4%
Costs and Expenses				
Direct Costs of Rental Operations:				
Depreciation of Rental Equipment	11,296	10,183	1,113	11%
Rental Related Services	14,637	12,125	2,512	21%
Other	7,581	7,855	(274)	-3%
Total Direct Costs of Rental Operations	33,514	30,163	3,351	11%
Costs of Sales	745	1,295	(550)	-42%
Total Costs of Revenues	34,259	31,458	2,801	9%
Gross Profit				
Rental	35,695	35,283	412	1%
Rental Related Services	3,936	3,945	(9)	0%
Rental Operations	39,631	39,228	403	1%
Sales	70	112	(42)	-38%
Other	78	102	(24)	-24%
Total Gross Profit	39,779	39,442	337	1%
Selling and Administrative Expenses	20,338	18,475	1,863	10%

Income from Operations	19,441	20,967	(1,526)	-7%
Interest Expense Allocation	(1,950)	(1,799)	(151)	8%
Gain on Sale of Property, Plant and Equipment	195		195	*nm*
Pre-tax Income	$ 17,686	$ 19,168	$ (1,482)	-8%
Other Information				
Average Rental Equipment [1]	$ 287,196	$ 260,385	$ 26,811	10%
Average Rental Equipment on Rent	$ 178,561	$ 171,153	$ 7,408	4%
Average Monthly Total Yield [2]	2.11%	2.28%		-7%
Average Utilization [3]	62.2%	65.7%		-5%
Average Monthly Rental Rate [4]	3.40%	3.47%		-2%
Period End Rental Equipment [1]	$ 296,834	$ 272,952	$ 23,882	9%
Period End Utilization [3]	65.1%	64.6%		1%

1. Average and Period End Rental Equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average Monthly Total Yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment for the period.
3. Period End Utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average Utilization for the period is calculated using the average costs of the rental equipment.
4. Average Monthly Rental Rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent for the period.

nm = not meaningful

Adler Tanks gross profit for the nine months ended September 30, 2014 increased 1% to $39.8 million from $39.4 million for the same period in 2013. For the nine months ended September 30, 2014 compared to the same period in 2013:

Gross Profit on Rental Revenues Rental revenues increased $1.3 million, or 2%, due to 4% higher average rental equipment on rent, partly offset by 2% lower average rental rates in 2014 as compared to 2013. As a percentage of rental revenues, depreciation was 21% and 19% in 2014 and 2013, respectively, and other direct costs were 14% and 15%, respectively, in 2014 and 2013, which resulted in gross margin percentages of 65% in 2014 compared to 66% in 2013. The higher rental revenues, partly offset by lower rental margins resulted in gross profit on rental revenues increasing $0.4 million, or 1%, to $35.7 million in 2014.

Gross Profit on Rental Related Services Rental related services revenues increased $2.5 million, or 16%, compared to 2013. The higher revenues, offset by lower gross margin percentage of 21% in 2014 compared to 25% in 2013, resulted in a flat rental related services gross profit of $3.9 million in 2014 and 2013.

For the nine months ended September 30, 2014, selling and administrative expenses increased 10% to $20.3 million from $18.5 million in the same period in 2013, primarily due to increased employee headcount, salaries and benefit costs.

Liquidity and Capital Resources

The Company s rental businesses are capital intensive and generate significant cash flows. Cash flows for the Company for the nine months ended September 30, 2014 compared to the same period in 2013 are summarized as follows:

Cash Flows from Operating Activities: The Company s operations provided net cash of $85.0 million in 2014 compared to $99.9 million in 2013. The 15% decrease in net cash provided by operating activities was primarily attributable to a higher increase in accounts receivable and other balance sheet changes.

Cash Flows from Investing Activities: Net cash used in investing activities was $96.7 million in 2014, compared to $76.0 million in 2013. The increase was primarily due to $19.6 million higher purchases of rental equipment of $113.0 million in 2014, compared to $93.4 million in 2013.

Cash Flows from Financing Activities: Net cash provided by financing activities was $10.9 million in 2014, compared to net cash used in financing of $24.8 million in 2013. The $35.7 million change in net cash flows from financing activities was primarily due to $20.0 million net borrowings under the Company s senior notes and $33.4 million higher borrowings under the Company s bank lines of credit, partly offset by $13.9 million lower proceeds and excess tax benefit from the exercise of stock options and $2.8 million higher taxes paid related to net share settlement of stock awards.

Significant capital expenditures are required to maintain and grow the Company s rental assets. During the last three years, the Company has financed its working capital and capital expenditure requirements through cash flow from operations, proceeds from the sale of rental equipment and from borrowings. Sales occur routinely as a normal part of the Company s rental business. However, these sales can fluctuate from period to period depending on customer requirements and funding. Although the net proceeds received from sales may fluctuate from period to period, the Company believes its liquidity will not be adversely impacted from lower sales in any given year because it believes it has the ability to increase its bank borrowings and conserve its cash in the future by reducing the amount of cash it uses to purchase rental equipment, pay dividends, or repurchase the Company s common stock.

Unsecured Revolving Lines of Credit

In June 2012, the Company entered into an amended and restated credit agreement with a syndicate of banks (the Amended Credit Facility). The five-year facility matures on June 15, 2017 and replaced the Company s prior $350.0 million unsecured revolving credit facility. The Amended Credit Facility provides for a $420.0 million unsecured revolving credit facility (which may be increased to $450.0 million with $30.0 million of additional commitments), which includes a $25.0 million sublimit for the issuance of standby letters of credit and a $10.0 million sublimit for swingline loans.

In June 2012, the Company entered into a Credit Facility Letter Agreement and a Credit Line Note in favor of Union Bank, N.A., extending its line of credit facility related to its cash management services (Sweep Service Facility) and increasing the facility size from $5.0 million to $10.0 million. The Sweep Service Facility matures on the earlier of June 15, 2017, or the date the Company ceases to utilize Union Bank, N.A. for its cash management services.

At September 30, 2014, under the Amended Credit Facility and Sweep Service Facility, the Company had unsecured lines of credit that permit it to borrow up to $430.0 million of which $202.3 million was outstanding, and had capacity to borrow up to an additional $227.7 million. The Amended Credit Facility contains financial covenants requiring the Company to not (all defined terms used below not otherwise defined herein have the meaning assigned to such terms in the Amended Credit Facility):

Permit the Consolidated Fixed Charge Coverage Ratio as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2014, the actual ratio was 3.95 to 1.

Permit the Consolidated Leverage Ratio at any time during any period of four consecutive fiscal quarters to be greater than 2.75 to 1. At September 30, 2014, the actual ratio was 1.96 to 1.

Permit Tangible Net Worth as of the end of any fiscal quarter of the Company to be less than the sum of (i) $246.1 million plus (ii) 25% of the Company s Consolidated Net Income (as defined in the Amended Credit Facility) (but only if a positive number) for each fiscal quarter ended subsequent to December 31, 2011 plus (iii) 90% of the net cash proceeds from the issuance of the Company s capital stock after December 31, 2011. At September 30, 2014, such sum was $289.7 million and the actual Tangible Net Worth of the Company was $376.6 million.

At September 30, 2014, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although significant deterioration in our financial performance could impact the Company s ability to comply with these covenants.

4.03% Senior Notes Due in 2018

On April 21, 2011, the Company entered into a Note Purchase and Private Shelf Agreement (the Note Purchase Agreement) with Prudential Investment Management, Inc. (PIM), The Prudential Insurance Company of America and Prudential Retirement Insurance and Annuity Company (collectively, the Purchaser), pursuant to which the Company agreed to sell an aggregate principal amount of $100.0 million of its 4.03% Series A Senior Notes (the Series A Senior Notes) to the Purchaser. The Series A Senior Notes are an unsecured obligation of the Company, due on April 21, 2018. Interest on these notes is due semi-annually in arrears and the principal is due in five equal annual installments, with the first payment due on April 21, 2014. In addition, the Note Purchase Agreement allows for the issuance and sale of additional senior notes to the Purchaser (the Shelf Notes) in the aggregate principal amount of $100.0 million, to mature no more than 12 years after the date of original issuance thereof, to have an average life of no more than 10 years and to bear interest on the unpaid balance. At September 30, 2014, the principal balance outstanding under the Series A Senior Notes was $80.0 million.

On March 17, 2014, the Company entered into an Amendment to the Note Purchase Agreement (Amendment) with the Purchasers. The Amendment amended certain terms of the Note Purchase Agreement. Pursuant to the Amendment, among other things, the issuance period for the Shelf Notes to be issued and sold pursuant to the Note Purchase Agreement is extended until the earlier of March 17, 2017 or the termination of the issuance and sale of the Shelf Notes upon the 30 days prior notice of either PIM or the Company.

3.68% Senior Notes Due in 2021

On March 17, 2014, the Company issued and sold to the Purchasers a $40.0 million aggregate principal amount of its 3.68% Series B Senior Notes (the Series B Senior Notes) pursuant to the terms of the Note Purchase Agreement, as amended. The Series B Senior Notes are an unsecured obligation of the Company and bear interest at a rate of 3.68% per annum and mature on March 17, 2021. Interest on the Series B Senior Notes is payable semi-annually beginning on September 17, 2014 and continuing thereafter on March 17 and September 17 of each year until maturity. The full net proceeds from the Series B Senior Notes will be used for working capital and other general corporate purposes. At September 30, 2014, the principal balance outstanding under the Series B Senior Notes was $40.0 million.

Among other restrictions, the Note Purchase Agreement, under which the Series A Senior Notes and the Series B Senior Notes were sold, contains financial covenants requiring the Company to not (all defined terms used below not otherwise defined herein have the meaning assigned to such terms in the Note Purchase Agreement):

Permit the Consolidated Fixed Charge Coverage Ratio of EBITDA (as defined in the Note Purchase Agreement) to fixed charges as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2014, the actual ratio was 3.95 to 1.

Permit the Consolidated Leverage Ratio of funded debt to EBITDA (as defined in the Note Purchase Agreement) at any time during any period of four consecutive quarters to be greater than 2.75 to 1. At September 30, 2014, the actual ratio was 1.96 to 1.

Permit tangible net worth, calculated as of the last day of each fiscal quarter, to be less than the sum of (i) $229.0 million, plus (ii) 25% of net income for such fiscal quarter subsequent to December 31, 2010, plus (iii) 90% of the net cash proceeds from the issuance of the Company s capital stock after December 31, 2010. At September 30, 2014, such sum was $289.7 million and the actual tangible net worth of the Company was $376.6 million.

At September 30, 2014, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although significant deterioration in our financial performance could impact the Company s ability to comply with these covenants.

Although no assurance can be given, the Company believes it will continue to be able to negotiate general bank lines of credit and issue senior notes adequate to meet capital requirements not otherwise met by operational cash flows and proceeds from sales of rental equipment.

Common Stock Purchase

The Company has in the past made purchases of shares of its common stock from time to time on the NASDAQ and/or through privately negotiated, large block transactions under an authorization of the Company s Board of Directors. Shares repurchased by the Company are cancelled and returned to the status of authorized but unissued stock. On May 14, 2008, the Company s Board of Directors authorized the Company to repurchase an aggregate of 2,000,000 shares of the Company s outstanding common stock. There were no repurchases of common stock during the nine months ended September 30, 2014 and 2013. As of September 30, 2014, 2,000,000 shares remain authorized for repurchase.

Contractual Obligations

We believe that our contractual obligations have not changed materially from those included in our 2013 Annual Report.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of September 30, 2014.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the Company s market risk exposures from those reported in our 2013 Annual Report.

ITEM 4. CONTROLS AND PROCEDURES

The Company s management, under the supervision and with the participation of the Company s Chief Executive Officer (the CEO) and Chief Financial Officer (the CFO), the Company s principal executive officer and principal financial officer, respectively, performed an evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures as of September 30, 2014. Based on that evaluation, the CEO and CFO concluded that the Company s disclosure controls and procedures were effective. There have been no significant changes in the Company s internal controls or in other factors that have materially affected, or would reasonably be likely to materially affect, the Company s internal control over financial reporting.

PART II -OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is subject to various legal proceedings and claims arising in the ordinary course of business. The Company s management does not expect that the outcome in the current proceedings, individually or collectively, will have a material adverse effect on the Company s financial condition, operating results or cash flows.

ITEM 1A. RISK FACTORS

You should carefully consider the following discussion of various risks and uncertainties. We believe these risk factors are the most relevant to our business and could cause our results to differ materially from the forward-looking statements made by us. Our business, financial condition, and results of operations could be seriously harmed if any of these risks or uncertainties actually occur or materialize. In that event, the market price for our common stock could decline, and you may lose all or part of your investment.

The effects of a recession and tightened credit markets in the U.S. and other countries may adversely impact our business and financial condition and may negatively impact our ability to access financing.

Demand for our rental products depends on continued industrial and business activity and state government funding. The effects of the recent credit crisis and economic recession in the U.S. and general global economic downturn have had and may continue to have an adverse effect on our customers, including local school districts that are subject to budgetary constraints, which has resulted and could continue to result in decreased demand for the products we rent. The U.S. economy continues to experience some weakness following a severe credit crisis and recession. While the U.S. economy has emerged from the recession, if the economy experiences another recession, reduced demand for our rental products and deflation could increase price competition and could have a material adverse effect on our revenue and profitability.

Instability in the global financial system may also have an impact on our business and our financial condition. In recent years, general economic conditions and the tightening credit markets have significantly affected the ability of many companies to raise new capital or refinance existing indebtedness. While we intend to finance expansion with cash flow from operations and borrowing under our unsecured revolving line of credit under our Amended Credit Facility (as defined and more fully described under the heading Liquidity and Capital Resources Unsecured Revolving Lines of Credit), we may require additional financing to support our continued growth. Due to constriction in the capital markets, should we need to access the market for additional funds or to refinance our existing indebtedness, we may not be able to obtain such additional funds on terms acceptable to the Company or at all. All of these factors could impact our business, resulting in lower revenues and lower levels of earnings in future periods. At the current time we are uncertain as to the magnitude, or duration, of such changes in our business.

Our stock price has fluctuated and may continue to fluctuate in the future, which may result in a decline in the value of your investment in our common stock.

The market price of our common stock fluctuates on the NASDAQ Global Select Market and is likely to be affected by a number of factors including but not limited to:

- our operating performance and the performance of our competitors, and in particular any variations in our operating results or dividend rate from our stated guidance or from investors expectations;

any changes in general conditions in the global economy, the industries in which we operate or the global financial markets;

investors reaction to our press releases, public announcements or filings with the SEC;

the stock price performance of our competitors or other comparable companies;

any changes in research analysts coverage, recommendations or earnings estimates for us or for the stocks of other companies in our industry;

any sales of common stock by our directors, executive officers and our other large shareholders, particularly in light of the limited trading volume of our stock;

any merger and acquisition activity that involves us or our competitors; and

other announcements or developments affecting us, our industry, customers, suppliers or competitors.

In addition, in recent years the U.S. stock market has experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. More recently, the global credit crisis adversely affected the prices of publicly traded stocks across the board as many stockholders have become more willing to divest their stock holdings at lower values to increase their cash flow and reduce exposure to such fluctuations. These broad market fluctuations and any other negative economic trends may cause declines in the market price of our common stock and may be based upon factors that have little or nothing to do with our Company or its performance, and these fluctuations and trends could materially reduce our stock price.

Our future operating results may fluctuate, fail to match past performance or fail to meet expectations, which may result in a decrease in our stock price.

Our operating results may fluctuate in the future, may fail to match our past performance or fail to meet the expectations of analysts and investors. Our results and related ratios, such as gross margin, operating income percentage and effective tax rate may fluctuate as a result of a number of factors, some of which are beyond our control including but not limited to:

- general economic conditions in the geographies and industries where we rent and sell our products;
- legislative and educational policies where we rent and sell our products;
- the budgetary constraints of our customers;
- seasonality of our rental businesses and our end-markets;
- success of our strategic growth initiatives;
- costs associated with the launching or integration of new or acquired businesses;
- the timing and type of equipment purchases, rentals and sales;
- the nature and duration of the equipment needs of our customers;
- the timing of new product introductions by us, our suppliers and our competitors;
- the volume, timing and mix of maintenance and repair work on our rental equipment;
- our equipment mix, availability, utilization and pricing;

the mix, by state and country, of our revenues, personnel and assets;

rental equipment impairment from excess, obsolete or damaged equipment;

movements in interest rates or tax rates;

changes in, and application of, accounting rules;

changes in the regulations applicable to us; and

litigation matters.

As a result of these factors, our historical financial results are not necessarily indicative of our future results or stock price.

Our ability to retain our executive management and to recruit, retain and motivate key employees is critical to the success of our business.

If we cannot successfully recruit and retain qualified personnel, our operating results and stock price may suffer. We believe that our success is directly linked to the competent people in our organization, including our executive officers, senior managers and other key personnel, and in particular, Dennis Kakures, our Chief Executive Officer. Personnel turnover can be costly and could materially and adversely impact our operating results and can potentially jeopardize the success of our current strategic initiatives. We need to attract and retain highly qualified personnel to replace personnel when turnover occurs, as well as add to our staff levels as growth occurs. Our business and stock price likely will suffer if we are unable to fill, or experience delays in filling open positions, or fail to retain key personnel.

Failure by third parties to manufacture and deliver our products to our specifications or on a timely basis may harm our reputation and financial condition.

We depend on third parties to manufacture our products even though we are able to purchase products from a variety of third-party suppliers. In the future, we may be limited as to the number of third-party suppliers for some of our products. Although in general we make advance purchases of some products to help ensure an adequate supply, currently we do not have any long-term purchase contracts with any third-party supplier. We may experience supply problems as a result of financial or operating difficulties or failure of our suppliers, or shortages and discontinuations resulting from product obsolescence or other shortages or allocations by our suppliers. Unfavorable economic conditions may also adversely affect our suppliers or the terms on which we purchase products. In the future, we may not be able to negotiate arrangements with third parties to secure products that we require in sufficient quantities or on reasonable terms. If we cannot negotiate arrangements with third parties to produce our products or if the third parties fail to produce our products to our specifications or in a timely manner, our reputation and financial condition could be harmed.

Disruptions in our information technology systems or failure to protect these systems against security breaches could adversely affect our business and results of operations. Additionally, if these systems fail, become unavailable for any period of time or are not upgraded, this could limit our ability to effectively monitor and control our operations and adversely affect our operations.

Our information technology systems facilitate our ability to transact business, monitor and control our operations and adjust to changing market conditions. Any disruption in our information technology systems or the failure of these systems to operate as expected could, depending on the magnitude of the problem, adversely affect our operating results by limiting our capacity to effectively transact business, monitor and control our operations and adjust to changing market conditions in a timely manner.

In addition, because of recent advances in technology and well-known efforts on the part of computer hackers and cyber terrorists to breach data security of companies, we face risks associated with potential failure to adequately protect critical corporate, client and employee data, which, if released, could adversely impact our client relationships, our reputation, and even violate privacy laws. As part of our business, we develop, receive and retain confidential data about our company and our customers.

Further, the delay or failure to implement information system upgrades and new systems effectively could disrupt our business, distract management s focus and attention from our business operations and growth initiatives, and increase our implementation and operating costs, any of which could negatively impact our operations and operating results.

We have engaged in acquisitions and may engage in future acquisitions that could negatively impact our results of operations, financial condition and business.

In 2004, we acquired TRS, an electronic test equipment rental business and in 2008 we acquired Adler Tanks, a liquid and solid containment rental business. We anticipate that we will continue to consider acquisitions in the future that meet our strategic growth plans. We are unable to predict whether or when any prospective acquisition will be completed. Acquisitions involve numerous risks, including the following:

- difficulties in integrating the operations, technologies, products and personnel of the acquired companies;
- diversion of management s attention from normal daily operations of our business;
- difficulties in entering markets in which we have no or limited direct prior experience and where competitors in such markets may have stronger market positions;

- difficulties in complying with regulations applicable to any acquired business, such as environmental regulations, and managing risks related to an acquired business;
- timely completion of necessary financing and required amendments, if any, to existing agreements;
- an inability to implement uniform standards, controls, procedures and policies;
- undiscovered and unknown problems, defects, damaged assets liabilities, or other issues related to any acquisition that become known to us only after the acquisition;
- negative reactions from our customers to an acquisition;
- disruptions among employees related to any acquisition which may erode employee morale;
- loss of key employees, including costly litigation resulting from the termination of those employees;
- an inability to realize cost efficiencies or synergies that we may anticipate when selecting acquisition candidates;
- recording of goodwill and non-amortizable intangible assets that will be subject to future impairment testing and potential periodic impairment charges;
- incurring amortization expenses related to certain intangible assets; and
- becoming subject to litigation.

Acquisitions are inherently risky, and no assurance can be given that our future acquisitions will be successful or will not adversely affect our business, operating results, or financial condition. The success of our acquisition strategy depends upon our ability to successfully complete acquisitions and integrate any businesses that we acquire into our existing business. The difficulties of integration could be increased by the necessity of coordinating geographically dispersed organizations; maintaining acceptable standards, controls, procedures and policies; integrating personnel with disparate business backgrounds; combining different corporate cultures; and the impairment of relationships with employees and customers as a result of any integration of new management and other personnel. In addition, if we consummate one or more significant future acquisitions in which the consideration consists of stock or other securities, our existing shareholders ownership could be diluted significantly. If we were to proceed with one or more significant future acquisitions in which the consideration included cash, we could be required to use, to the extent available, a substantial portion of our Amended Credit Facility. If we increase the amount borrowed against our available credit line, we would increase the risk of breaching the covenants under our credit facilities with our lenders. In addition, it would limit our ability to make other investments, or we may be required to seek additional debt or equity financing. Any of these items could adversely affect our results of operations.

If we determine that our goodwill and intangible assets have become impaired, we may incur impairment charges, which would negatively impact our operating results.

At September 30, 2014, we had $37.9 million of goodwill and intangible assets, net, on our consolidated balance sheets. Goodwill represents the excess of cost over the fair value of net assets acquired in business combinations. Under accounting principles generally accepted in the United States of America, we assess potential impairment of our goodwill and intangible assets at least annually, as well as on an interim basis to the extent that factors or indicators become apparent that could reduce the fair value of any of our businesses below book value. Impairment may result from significant changes in the manner of use of the acquired asset, negative industry or economic trends and significant underperformance relative to historic or projected operating results.

Our rental equipment is subject to residual value risk upon disposition, and may not sell at the prices or in the quantities we expect.

The market value of any given piece of rental equipment could be less than its depreciated value at the time it is sold. The market value of used rental equipment depends on several factors, including:

- the market price for new equipment of a like kind;
- the age of the equipment at the time it is sold, as well as wear and tear on the equipment relative to its age;
- the supply of used equipment on the market;
- technological advances relating to the equipment;
- worldwide and domestic demand for used equipment; and
- general economic conditions.

We include in income from operations the difference between the sales price and the depreciated value of an item of equipment sold. Changes in our assumptions regarding depreciation could change our depreciation expense, as well as the gain or loss realized upon disposal of equipment. Sales of our used rental equipment at prices that fall significantly below our projections or in lesser quantities than we anticipate will have a negative impact on our results of operations and cash flows.

If we do not effectively manage our credit risk, collect on our accounts receivable or recover our rental equipment from our customers sites, it could have a material adverse effect on our operating results.

We generally rent and sell to customers on 30 day payment terms, individually perform credit evaluation procedures on our customers for each transaction and require security deposits or other forms of security from our customers when a significant credit risk is identified. Historically, accounts receivable write-offs and write-offs related to equipment not returned by customers have not been significant and have averaged less than 1% of total revenues over the last five years. If economic conditions deteriorate, we may see an increase in bad debt relative to historical levels, which may materially and adversely affect our operations. Our fastest growing business segments, notably Adler Tanks, may have increased credit risks as we increase the number of new customers and markets served. Failure to manage our credit risk and receive timely payments on our customer accounts receivable may result in write-offs and/or loss of equipment, particularly electronic test equipment. If we are not able to effectively manage credit risk issues, or if a large number of our customers should have financial difficulties at the same time, our receivables and equipment losses could increase above historical levels. If this should occur, our results of operations may be materially and adversely affected.

Effective management of our rental assets is vital to our business. If we are not successful in these efforts, it could have a material adverse impact on our result of operations.

Our modular, electronics and liquid and solid containment rental products have long useful lives and managing those assets is a critical element to each of our rental businesses. Generally, we design units and find manufacturers to build them to our specifications for our modular and liquid and solid containment tanks and boxes. Modular asset management requires designing and building the product for a long life that anticipates the needs of our customers, including anticipating potential changes in legislation, regulations, building codes and local permitting in the various markets in which the Company operates. Electronic test equipment asset management requires understanding, selecting and investing in equipment technologies that support market demand, including anticipating technological advances and changes in manufacturers selling prices. Liquid and solid containment asset management requires designing and building the product for a long life, using quality components and repairing and maintaining the products to prevent leaks. For each of our modular, electronic test equipment and liquid and solid containment assets, we must successfully maintain and repair this equipment cost-effectively to maximize the useful life of the products and the level of proceeds from the sale of such products. To the extent that we are unable to do so, our result of operations could be materially adversely affected.

The nature of our businesses, including the ownership of industrial property, exposes us to the risk of litigation and liability under environmental, health and safety and products liability laws. Violations of environmental or health and safety related laws or associated liability could have a material adverse effect on our business, financial condition and results of operations.

We are subject to national, state, provincial and local environmental laws and regulations concerning, among other things, solid and liquid waste and hazardous substances handling, storage and disposal and employee health and safety. These laws and regulations are complex and frequently change. We could incur unexpected costs, penalties and other civil and criminal liability if we fail to comply with applicable environmental or health and safety laws. We also could incur costs or liabilities related to waste disposal or remediating soil or groundwater contamination at our properties, at our customers properties or at third party landfill and disposal sites. These liabilities can be imposed on the parties generating, transporting or disposing of such substances or on the owner or operator of any affected property, often without regard to whether the owner or operator knew of, or was responsible for, the presence of hazardous substances.

Several aspects of our businesses involve risks of environmental and health and safety liability. For example, our operations involve the use of petroleum products, solvents and other hazardous substances in the construction and maintaining of modular buildings and for fueling and maintaining our delivery trucks and vehicles. We also own, transport and rent tanks and boxes in which waste materials are placed by our customers. The historical operations at some of our previously or currently owned or leased and newly acquired or leased properties may have resulted in undiscovered soil or groundwater contamination or historical non-compliance by third parties for which we could be held liable. Future events, such as changes in existing laws or policies or their enforcement, or the discovery of currently unknown contamination or non-compliance, may also give rise to liabilities or other claims based on these operations that may be material. In addition, compliance with future environmental or health and safety laws and regulations may require significant capital or operational expenditures or changes to our operations.

Accordingly, in addition to potential penalties for non-compliance, we may become liable, either contractually or by operation of law, for investigation, remediation and monitoring costs even if the contaminated property is not presently owned or operated by us, or if the contamination was caused by third parties during or prior to our ownership or operation of the property. In addition, certain parties may be held liable for more than their fair share of environmental investigation and cleanup costs. Contamination and exposure to hazardous substances or other contaminants such as mold can also result in claims for remediation or damages, including personal injury, property damage, and natural resources damage claims. Although expenses related to environmental compliance, health and safety issues, and related matters have not been material to date, we cannot assure that we will not have to make significant expenditures in the future in order to comply with applicable laws and regulations. Violations of environmental or health and safety related laws or associated liability could have a material adverse effect on our business, financial condition and results of operations.

In general, litigation in the industries in which we operate, including class actions that seek substantial damages, arises with increasing frequency. Enforcement of environmental and health and safety requirements is also frequent. Such proceedings are invariably expensive, regardless of the merit of the plaintiffs or prosecutors claims. We may be named as a defendant in the future, and there can be no assurance, irrespective of the merit of such future actions, that we will not be required to make substantial settlement payments in the future. Further, a significant portion of our business is conducted in California which is one of the most highly regulated and litigious states in the country. Therefore, our potential exposure to losses and expenses due to new laws, regulations or litigation may be greater than companies with a less significant California presence.

The nature of our business also subjects us to property damage and product liability claims, especially in connection with our modular buildings and tank and box rental businesses. Although we maintain liability coverage that we believe is commercially reasonable, an unusually large property damage or product liability claim or a series of claims could exceed our insurance coverage or result in damage to our reputation.

Our routine business activities expose us to risk of litigation from employees, vendors and other third parties, which could have a material adverse effect on our results of operations.

We may be subject to claims arising from disputes with employees, vendors and other third parties in the normal course of our business; these risks may be difficult to assess or quantify and their existence and magnitude may remain unknown for substantial periods of time. If the plaintiffs in any suits against us were to successfully prosecute their claims, or if we were to settle any such suits by making significant payments to the plaintiffs, our operating results and financial condition would be harmed. Even if the outcome of a claim proves favorable to us, litigation can be time consuming and costly and may divert management resources. In addition, our organizational documents require us to indemnify our senior executives to the maximum extent permitted by California law. We maintain directors and officers liability insurance that we believe is commercially reasonable in connection with such obligations, but if our senior executives were named in any lawsuit, our indemnification obligations could magnify the costs of these suits and/or exceed the coverage of such policies.

If we suffer loss to our facilities, equipment or distribution system due to catastrophe, our insurance policies could be inadequate or depleted, our operations could be seriously harmed, which could negatively affect our operating results.

Our facilities, rental equipment and distribution systems may be subject to catastrophic loss due to fire, flood, hurricane, earthquake, terrorism or other natural or man-made disasters. In particular, our headquarters, three operating facilities, and certain of our rental equipment are located in areas of California, with above average seismic activity and could be subject to catastrophic loss caused by an earthquake. Our rental equipment and facilities in Texas, Florida, North Carolina and Georgia are located in areas subject to hurricanes and other tropical storms. In addition to customers insurance on rented equipment, we carry property insurance on our rental equipment in inventory and operating facilities as well as business interruption insurance. We believe our insurance policies have adequate limits and deductibles to mitigate the potential loss exposure of our business. We do not maintain financial reserves for policy deductibles and our insurance policies contain exclusions that are customary for our industry, including exclusions for earthquakes, flood and terrorism. If any of our facilities or a significant amount of our rental equipment were to experience a catastrophic loss, it could disrupt our operations, delay orders, shipments and revenue recognition and result in expenses to repair or replace the damaged rental equipment and facility not covered by insurance, which could have a material adverse effect on our results of operations.

Our debt instruments contain covenants that restrict or prohibit our ability to enter into a variety of transactions and may limit our ability to finance future operations or capital needs. If we have an event of default under these instruments, our indebtedness could be accelerated and we may not be able to refinance such indebtedness or make the required accelerated payments.

The agreements governing our Series A Senior Notes and Series B Senior Notes (both as defined and more fully described under the heading Liquidity and Capital Resources) and our Amended Credit Facility contain various covenants that limit our discretion in operating our business. In particular, we are limited in our ability to merge, consolidate, reorganize or transfer substantially all of our assets, make investments, pay dividends or distributions, redeem or repurchase stock, change the nature of our business, enter into transactions with affiliates, incur indebtedness and create liens on our assets to secure debt. In addition, we are required to meet certain financial covenants under these instruments. These restrictions could limit our ability to obtain future financing, make strategic acquisitions or needed capital expenditures, withstand economic downturns in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise.

A failure to comply with the restrictions contained in these agreements could lead to an event of default, which could result in an acceleration of our indebtedness. In the event of an acceleration, we may not have or be able to obtain sufficient funds to refinance our indebtedness or make any required accelerated payments. If we default on our indebtedness, our business financial condition and results of operations could be materially and adversely affected.

The majority of our indebtedness is subject to variable interest rates, which makes us vulnerable to increases in interest rates, which could negatively affect our net income.

Our indebtedness exposes us to interest rate increases because the majority of our indebtedness is subject to variable rates. At present, we do not have any derivative financial instruments such as interest rate swaps or hedges to mitigate interest rate variability. The interest rates under our credit facilities are reset at varying periods. These interest rate adjustments could cause periodic fluctuations in our operating results and cash flows. Our annual debt service obligations increase by approximately $2.0 million per year for each 1% increase in the average interest rate we pay, based on the $202.3 million balance of variable rate debt outstanding at September 30, 2014. If interest rates rise in the future, and, particularly if they rise significantly, interest expense will increase and our net income will be negatively affected.

Our effective tax rate may change and become less predictable as our business expands, making our future earnings less predictable.

We continue to consider expansion opportunities domestically and internationally for our rental businesses, such as the organic expansion of our modular business in North Carolina, Georgia, Maryland, Virginia and Washington, D.C., expansion into the portable storage business and our expansion in 2008 into the liquid and solid containment business. Since the Company s effective tax rate depends on business levels, personnel and assets located in various jurisdictions, further expansion into new markets or acquisitions may change the effective tax rate in the future and may make it, and consequently our earnings, less predictable going forward. In addition, the enactment of future tax law changes by federal and state taxing authorities may impact the Company s current period tax provision and its deferred tax liabilities.

Changes in financial accounting standards may cause lower than expected operating results and affect our reported results of operations.

Changes in accounting standards and their application may have a significant effect on our reported results on a going-forward basis and may also affect the recording and disclosure of previously reported transactions. New accounting pronouncements and varying interpretations of accounting pronouncements have occurred in the past and may occur in the future. Changes to existing rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

Failure to comply with internal control attestation requirements could lead to loss of public confidence in our financial statements and negatively impact our stock price.

As a public reporting company, we are required to comply with the Sarbanes-Oxley Act of 2002, including Section 404, and the related rules and regulations of the SEC, including expanded disclosures and accelerated reporting requirements. Compliance with Section 404 and other related requirements has increased our costs and will continue to require additional management resources. We may need to continue to implement additional finance and accounting systems, procedures and controls to satisfy new reporting requirements. While our management concluded that our internal control over financial reporting as of December 31, 2013 was effective, there is no assurance that future assessments of the adequacy of our internal controls over financial reporting will be favorable. If we are unable to obtain future unqualified reports as to the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our internal control over financial reporting, which could adversely affect our stock price.

SPECIFIC RISKS RELATED TO OUR RELOCATABLE MODULAR BUILDINGS BUSINESS SEGMENT:

Significant reductions of, or delays in, funding to public schools have caused the demand and pricing for our modular classroom units to decline, which has in the past caused, and may cause in the future, a reduction in our revenues and profitability.

Rentals and sales of modular buildings to public school districts for use as classrooms, restroom buildings, and administrative offices for K-12 represent a significant portion of Mobile Modular s rental and sales revenues. Funding for public school facilities is derived from a variety of sources including the passage of both statewide and local facility bond measures, developer fees and various taxes levied to support school operating budgets. Many of these funding sources are subject to financial and political considerations, which vary from district to district and are not tied to demand. Historically, we have benefited from the passage of statewide and local facility bond measures and believe these are essential to our business.

The state of California is our largest market for classroom rentals. The strength of this market depends heavily on public funding from voter passage of both state and local facility bond measures, and the ability of the state to sell such bonds in the public market. A lack of passage of state and local facility bond measures, or the inability to sell bonds in the public markets in the future could reduce our revenues and operating income, and consequently have a material adverse effect on the Company s financial condition. Furthermore, even if voters have approved facility bond measures and the state has raised bond funds, there is no guarantee that individual school projects will be funded in a timely manner.

As a consequence of the recent economic recession, many states and local governments have experienced large budget deficits resulting in severe budgetary constraints among public school districts. To the extent public school districts funding is reduced for the rental and purchase of modular buildings, our business could be harmed and our results of operations negatively impacted. We believe that interruptions or delays in the passage of facility bond measures or completion of state budgets, an insufficient amount of state funding, a significant reduction of funding to public schools, or changes negatively impacting enrollment may reduce the rental and sale demand for our educational products. Any reductions in funding available to the school districts from the states in which we do business may cause school districts to experience budget shortfalls and to reduce their demand for our products despite growing student populations, class size reduction initiatives and modernization and reconstruction project needs, which could reduce our revenues and operating income and consequently have a material adverse effect on the Company s financial condition.

Public policies that create demand for our products and services may change, resulting in decreased demand for or the pricing of our products and services, which could negatively affect our revenues and operating income.

In California a law was enacted in 1996 to provide funding for school districts for the reduction of class sizes for kindergarten through third grade. In Florida, a state constitutional amendment was passed in 2002 to limit the number of students that may be grouped in a single classroom for pre-kindergarten through grade twelve. School districts with class sizes in excess of state limits have been and continue to be a significant source of our demand for modular classrooms. Further, in California, efforts to address aging infrastructure and deferred maintenance have resulted in modernization and reconstruction projects by public school districts including seismic retrofitting, asbestos abatement and various building repairs and upgrades, which has been another source of demand for our modular classrooms. The recent economic recession has caused state and local budget shortfalls, which have reduced school districts funding and their ability to comply with state class size reduction requirements in California and Florida. If educational priorities and policies shift away from class-size reduction or modernization and reconstruction projects, demand and pricing for our products and services may decline, not grow as quickly as, or reach the levels that we anticipate. Significant equipment returns may result in lower utilization until equipment can be redeployed or sold, which may cause rental rates to decline and negatively affect our revenues and operating income.

Failure to comply with applicable regulations could harm our business and financial condition, resulting in lower operating results and cash flows.

Similar to conventionally constructed buildings, the modular building industry, including the manufacturers and lessors of portable classrooms, are subject to regulations by multiple governmental agencies at the federal, state and local level relating to environmental, zoning, health, safety and transportation matters, among other matters. Failure to comply with these laws or regulations could impact our business or harm our reputation and result in higher capital or operating expenditures or the imposition of penalties or restrictions on our operations.

As with conventional construction, typically new codes and regulations are not retroactively applied. Nonetheless, new governmental regulations in these or other areas may increase our acquisition cost of new rental equipment, limit the use of or make obsolete some of our existing equipment, or increase our costs of rental operations.

Building codes are generally reviewed every three years. All aspects of a given code are subject to change including, but not limited to, such items as structural specifications for earthquake safety, energy efficiency and environmental standards, fire and life safety, transportation, lighting and noise limits. On occasion, state agencies have undertaken studies of indoor air quality and noise levels with a focus on permanent and modular classrooms. These results could impact our existing modular equipment and affect the future construction of our modular product.

Compliance with building codes and regulations entails a certain amount of risk as state and local government authorities do not necessarily interpret building codes and regulations in a consistent manner, particularly where applicable regulations may be unclear and subject to interpretation. These regulations often provide broad discretion to governmental authorities that oversee these matters, which can result in unanticipated delays or increases in the cost of compliance in particular markets. The construction and modular industries have developed many best practices which are constantly evolving. Some of our peers and competitors may adopt practices that are more or less stringent than the Company s. When, and if, regulatory standards are clarified, the effect of the clarification may be to impose rules on our business and practices retroactively, at which time, we may not be in compliance with such regulations and we may be required to incur costly remediation. If we are unable to pass these increased costs on to our customers, our profitability, operating cash flows and financial condition could be negatively impacted.

Expansions of our modular operations into new markets may negatively affect our operating results.

Over the past several years, we have expanded our modular operations in North Carolina, Georgia, Maryland, Virginia and Washington, D.C. There are risks inherent in the undertaking of such expansion, including the risk of revenue from the business in any new markets not meeting our expectations, higher than expected costs in entering these new markets, risk associated with compliance with applicable state and local laws and regulations, response by competitors and unanticipated consequences of expansion. In addition, expansion into new markets may be affected by local economic and market conditions. Expansion of our operations into new markets will require a significant amount of attention from our management, a commitment of financial resources and will require us to add qualified management in these markets, which may negatively impact our operating results.

We are subject to laws and regulations governing government contracts. These laws and regulations make these government contracts more favorable to government entities than other third parties and any changes in these laws and regulations, or our failure to comply with these laws and regulations could harm our business.

We have agreements relating to the sale of our products to government entities and, as a result, we are subject to various statutes and regulations that apply to companies doing business with the government. The laws governing government contracts differ from the laws governing private contracts. For example, many government contracts contain pricing terms and conditions that are not applicable to private contracts such as clauses that allow government entities not to perform on contractual obligations in the case of a lack of fiscal funding. Also, in the educational markets we serve, we are able to utilize piggyback contracts in marketing our products and services and ultimately to book business. The term piggyback contract refers to contracts for portable classrooms or other products entered into by public school districts following a formal bid process that allows for the use of the same contract terms and conditions with the successful vendor by other public school districts. As a result, piggyback contracts allow us to more readily book orders from our government customers, primarily public school districts, and to reduce the administrative expense associated with booking these orders. The governmental statutes and regulations that allow for use of piggyback contracts are subject to change or elimination in their entirety. A change in the manner of use or the elimination of piggyback contracts would likely negatively impact our ability to book new business from these government customers and could cause our administrative expenses related to processing these orders to increase significantly. In addition, any failure to comply with these laws and regulations might result in administrative penalties or even in the suspension of these contracts and as a result, the loss of the related revenues which would harm our business and results from operations.

Seasonality of our educational business may have adverse consequences for our business.

A significant portion of the modular sale and rental revenues is derived from the educational market. Typically, during each calendar year, our highest numbers of classrooms are shipped for rental and sale orders during the second and third quarters for delivery and installation prior to the start of the upcoming school year. The majority of classrooms shipped in the second and third quarters have rental start dates during the third quarter, thereby making the fourth quarter the first full quarter of rental revenues recognized for these transactions. Although this is the historical seasonality of our business, it is subject to change or may not meet our expectations, which may have adverse consequences for our business.

We face strong competition in our modular building markets and we may not be able to effectively compete.

The modular building leasing industry is highly competitive in our states of operation and we expect it to remain so. The competitive market in which we operate may prevent us from raising rental fees or sales prices to pass any increased costs on to our customers. We compete on the basis of a number of factors, including equipment availability, quality, price, service, reliability, appearance, functionality and delivery terms. We may experience pricing pressures in our areas of operation in the future as some of our competitors seek to obtain market share by reducing prices.

Some of our larger national competitors in the modular building leasing industry, notably Williams Scotsman International, Inc. and Modspace, have a greater range of products and services, greater financial and marketing resources, larger customer bases, and greater name recognition than we have. These larger competitors may be better able to respond to changes in the relocatable modular building market, to finance acquisitions, to fund internal growth and to compete for market share, any of which could harm our business.

We may not be able to quickly redeploy modular units returning from leases, which could negatively affect our financial performance and our ability to expand, or utilize, our rental fleet.

As of September 30, 2014, 56% of our modular portfolio had equipment on rent for periods exceeding the original committed term. Generally, when a customer continues to rent the modular units beyond the contractual term, the equipment rents on a month-to-month basis. If a significant number of our rented modular units were returned during a short period of time, particularly those units that are rented on a month-to-month basis, a large supply of units would need to be remarketed. Our failure to effectively remarket a large influx of units returning from leases could negatively affect our financial performance and our ability to continue expanding our rental fleet. In addition, if returned units stay off rent for an extended period of time, we may incur additional costs to securely store and maintain them.

Significant increases in raw material and labor costs could increase our acquisition cost of new modular rental units and repair and maintenance costs of our fleet, which would increase our operating costs and harm our profitability.

We incur labor costs and purchase raw materials, including lumber, siding and roofing and other products to perform periodic repairs, modifications and refurbishments to maintain physical conditions of our modular units. The volume, timing and mix of maintenance and repair work on our rental equipment may vary quarter-to-quarter and year-to-year. Generally, increases in labor and raw material costs will also increase the acquisition cost of new modular units and increase the repair and maintenance costs of our fleet. We also maintain a fleet of service trucks and use subcontractor companies for the delivery, set-up, return delivery and dismantle of modulars for our customers. We rely on our subcontractor service companies to meet customer demands for timely shipment and return, and the loss or inadequate number of subcontractor service companies may cause prices to increase, while negatively impacting our reputation and operating performance. During periods of rising prices for labor, raw materials or fuel, and in particular, when the prices increase rapidly or to levels significantly higher than normal, we may incur significant increases in our acquisition costs for new modular units and incur higher operating costs that we may not be able to recoup from our customers, which would reduce our profitability.

Failure by third parties to manufacture our products timely or properly may harm our reputation and financial condition.

We are dependent on third parties to manufacture our products even though we are able to purchase products from a variety of third-party suppliers. Mobile Modular purchases new modulars from various manufacturers who build to Mobile Modular s design specifications. With the exception of Enviroplex, none of the principal suppliers are affiliated with the Company. During 2013, Mobile Modular purchased 28% of its modular product from one manufacturer. The Company believes that the loss of any of its primary manufacturers of modulars could have an adverse effect on its operations since Mobile Modular could experience higher prices and longer delivery lead times for modular product until other manufacturers were able to increase their production capacity.

Failure to properly design, manufacture, repair and maintain the modular product may result in impairment charges, potential litigation and reduction of our operating results and cash flows.

We estimate the useful life of the modular product to be 18 years with a residual value of 50%. However, proper design, manufacture, repairs and maintenance of the modular product during our ownership is required for the product to reach the estimated useful life of 18 years with a residual value of 50%. If we do not appropriately manage the design, manufacture, repair and maintenance of our modular product, or otherwise delay or defer such repair or maintenance, we may be required to incur impairment charges for equipment that is beyond economic repair costs or incur significant capital expenditures to acquire new modular product to serve demand. In addition, such failures may result in personal injury or property damage claims, including claims based on presence of mold, and termination of leases or contracts by customers. Costs of contract performance, potential litigation, and profits lost from termination could accordingly reduce our future operating results and cash flows.

Our warranty costs may increase and warranty claims could damage our reputation and negatively impact our revenues and operating income.

Sales of new relocatable modular buildings not manufactured by us are typically covered by warranties provided by the manufacturer of the products sold. We provide ninety-day warranties on certain modular sales of used rental units and one-year warranties on equipment manufactured by our Enviroplex subsidiary. Historically, our warranty costs have not been significant, and we monitor the quality of our products closely. If a defect were to arise in the installation of our equipment at the customer s facilities or in the equipment acquired from our suppliers or by our Enviroplex subsidiary, we may experience increased warranty claims. Such claims could disrupt our sales operations, damage our reputation and require costly repairs or other remedies, negatively impacting revenues and operating income.

<u>SPECIFIC RISKS RELATED TO OUR ELECTRONIC TEST EQUIPMENT BUSINESS SEGMENT:</u>

Market risk and cyclical downturns in the industries using test equipment may result in periods of low demand for our product resulting in excess inventory, impairment charges and reduction of our operating results and cash flows.

TRS-RenTelco s revenues are derived from the rental and sale of general purpose and communications test equipment to a broad range of companies, from Fortune 500 to middle and smaller market companies, in the aerospace, defense, communications, manufacturing and semiconductor industries. Electronic test equipment rental and sales revenues are primarily affected by the business activity within these industries related to research and development, manufacturing, and communication infrastructure installation and maintenance. Historically, these industries have been cyclical and have experienced periodic downturns, which can have a material adverse impact on the industry s demand for equipment, including our rental electronic test equipment. In addition, the severity and length of any downturn in an industry may also affect overall access to capital, which could adversely affect our customers and result in excess inventory and impairment charges. During periods of reduced and declining demand for test equipment, we are exposed to additional receivable risk from non-payment and may need to rapidly align our cost structure with prevailing market conditions, which may negatively impact our operating results and cash flows.

Seasonality of our electronic test equipment business may impact quarterly results.

Generally, rental activity declines in the fourth quarter month of December and the first quarter months of January and February. These months may have lower rental activity due to holiday closures, particularly by larger companies, inclement weather and its impact on various field related communications equipment rentals, and companies operational recovery from holiday closures which may impact the start-up of new projects coming online in the first quarter. These seasonal factors historically have impacted quarterly results in each year s first and fourth quarter, but we are unable to predict how such factors may impact future periods.

Our rental test equipment may become obsolete or may no longer be supported by a manufacturer, which could result in an impairment charge.

Electronic test equipment is characterized by changing technology and evolving industry standards that may render our existing equipment obsolete through new product introductions, or enhancements, before the end of its anticipated useful life, causing us to incur impairment charges. We must anticipate and keep pace with the introduction of new hardware, software and networking technologies and acquire equipment that will be marketable to our current and prospective customers.

Additionally, some manufacturers of our equipment may be acquired or cease to exist, resulting in a future lack of support for equipment purchased from those manufacturers. This could result in the remaining useful life becoming shorter, causing us to incur an impairment charge. We monitor our manufacturers capacity to support their products and the introduction of new technologies, and we acquire equipment that will be marketable to our current and prospective customers. However, any prolonged economic downturn could result in unexpected bankruptcies or reduced support from our manufacturers. Failure to properly select, manage and respond to the technological needs of our customers and changes to our products through their technology life cycle may cause certain electronic test equipment to become obsolete, resulting in impairment charges, which may negatively impact operating results and cash flows.

If we do not effectively compete in the rental equipment market, our operating results will be materially and adversely affected.

The electronic test equipment rental business is characterized by intense competition from several competitors, including Electro Rent Corporation, Microlease, Continental Resources and TestEquity, some of which may have access to greater financial and other resources than we do. Although no single competitor holds a dominant market share, we face competition from these established entities and new entrants in the market. We believe that we anticipate and keep pace with the introduction of new products and acquire equipment that will be marketable to our current and prospective customers. We compete on the basis of a number of factors, including product availability, price, service and reliability. Some of our competitors may offer similar equipment for lease, rental or sale at lower prices and may offer more extensive servicing, or financing options. Failure to adequately forecast the adoption of, and demand for, new or existing products may cause us not to meet our customers equipment requirements and may materially and adversely affect our operating results.

If we are not able to obtain equipment at favorable rates, there could be a material adverse effect on our operating results and reputation.

The majority of our rental equipment portfolio is comprised of general purpose test and measurement instruments purchased from leading manufacturers such as Agilent Technologies and Tektronix, a division of Danaher Corporation. We depend on purchasing equipment from these manufacturers and suppliers for use as our rental equipment. If, in the future, we are not able to purchase necessary equipment from one or more of these suppliers on favorable terms, we may not be able to meet our customers demands in a timely manner or for a rental rate that generates a profit. If this should occur, we may not be able to secure necessary equipment from an alternative source on acceptable terms and our business and reputation may be materially and adversely affected.

If we are not able to anticipate and mitigate the risks associated with operating internationally, there could be a material adverse effect on our operating results.

Currently, total foreign country customers and operations account for less than 10% of the Company s revenues and long-lived assets. In recent years some of our customers have expanded their international operations faster than domestic operations, and this trend may continue. Over time, we anticipate the amount of our international business may increase if our focus on international market opportunities continues. Operating in foreign countries subjects the Company to additional risks, any of which may adversely impact our future operating results, including:

- international political, economic and legal conditions including tariffs and trade barriers;

our ability to comply with customs, anti-corruption, import/export and other trade compliance regulations, together with any unexpected changes in such regulations;

greater difficulty in our ability to recover rental equipment and obtain payment of the related trade receivables;

additional costs to establish and maintain international subsidiaries and related operations;

difficulties in attracting and retaining staff and business partners to operate internationally;

language and cultural barriers;

seasonal reductions in business activities in the countries where our international customers are located;

difficulty with the integration of foreign operations;

longer payment cycles;

currency fluctuations; and

potential adverse tax consequences.

Unfavorable currency exchange rates may negatively impact our financial results in U.S. dollar terms.

We receive revenues in Canadian dollars from our business activities in Canada and Indian Rupees from our business activities in India. Conducting business in currencies other than U.S. dollars subjects us to fluctuations in currency exchange rates. If the currency exchange rates change unfavorably, the value of net receivables we receive in foreign currencies and later convert to U.S. dollars after the unfavorable change would be diminished. This could have a negative impact on our reported operating results. We currently do not engage in hedging strategies to mitigate this risk.

SPECIFIC RISKS RELATED TO OUR LIQUID AND SOLID CONTAINMENT TANKS AND BOXES BUSINESS SEGMENT:

We may be brought into tort or environmental litigation or held responsible for cleanup of spills if the customer fails to perform, or an accident occurs in the use of our rental products, which could materially adversely affect our business, future operating results or financial position.

Our rental tanks and boxes are used by our customers to store non-hazardous and certain hazardous liquids on the customer s site. Our customers are generally responsible for proper operation of our tank and box rental equipment while on rent and returning a cleaned and undamaged container upon completion of use, but exceptions may be granted and we cannot always assure that these responsibilities are fully met in all cases. Although we require the customer to carry commercial general liability insurance in a minimum amount of $5,000,000, such policies often contain pollution exclusions and other exceptions. Furthermore, we cannot be certain our liability insurance will always be sufficient. In addition, if an accident were to occur involving our rental equipment or a spill of substances were to occur when the tank or box was in transport or on rent with our customer, a claim could be made against us as owner of the rental equipment.

In the event of a spill or accident, we may be brought into a lawsuit or enforcement action by either our customer or a third party on numerous potential grounds, including an allegation that an inherent flaw in a tank or box contributed to an accident or that the tank had suffered some undiscovered harm from a previous customer s prior use. In the event of a spill caused by our customers, we may be held responsible for cleanup under environmental laws and regulations concerning obligations of suppliers of rental products to effect remediation. In addition, applicable environmental laws and regulations may impose liability on us for the conduct of third parties, or for actions that complied with applicable regulations when taken, regardless of negligence or fault. Substantial damage awards have also been made in certain jurisdictions against lessors of industrial equipment based upon claims of personal injury, property damage, and resource damage caused by the use of various products. While we take what we believe are reasonable precautions that our rental equipment is in good and safe condition prior to rental and carry insurance to protect against certain risks of loss or accidents, such liability could adversely impact our profitability.

The liquid and solid storage and containment rental industry is highly competitive, and competitive pressures could lead to a decrease in our market share or in rental rates and our ability to rent, or sell, equipment at favorable prices, which could adversely affect our operating results.

The liquid and solid storage and containment rental industry is highly competitive. We compete against national, regional and local companies, including BakerCorp and Rain For Rent, both of which are significantly larger than we are and both of which may have greater financial and marketing resources than we have. Some of our competitors also have longer operating histories, lower cost basis of rental equipment, lower cost structures and more established relationships with equipment manufacturers than we have. In addition, certain of our competitors are more geographically diverse than we are and have greater name recognition among customers than we do. As a result, our competitors that have these advantages may be better able to attract customers and provide their products and services at lower rental rates. Some competitors offer different approaches to liquid storage, such as large-volume modular tanks that may have better economics and compete with conventional frac tanks in certain oil and gas field applications. We may in the future encounter increased competition in the markets that we serve from existing competitors or from new market entrants.

We believe that equipment quality, service levels, rental rates and fleet size are key competitive factors in the liquid and solid containment storage rental industry. From time to time, we or our competitors may attempt to compete aggressively by lowering rental rates or prices. Competitive pressures could adversely affect our revenues and operating results by decreasing our market share or depressing the rental rates. To the extent we lower rental rates or increase our fleet in order to retain or increase market share, our operating margins would be adversely impacted. In addition, we may not be able to match a larger competitor s price reductions or fleet investment because of its greater financial resources, all of which could adversely impact our operating results through a combination of a decrease in our market share, revenues and operating income.

Market risk, commodity price volatility, regulatory changes or interruptions and cyclical downturns in the industries using tanks and boxes may result in periods of low demand for our products resulting in excess inventory, impairment charges and reduction of our operating results and cash flows.

Adler Tanks revenues are derived from the rental of tanks and boxes to companies involved in oil and gas exploration, extraction and refinement, environmental remediation and wastewater/groundwater treatment, infrastructure construction and various industrial services, among others. We expect tank and box rental revenues will primarily be affected by the business activity within these industries. Historically, these industries have been cyclical and have experienced periodic downturns, which have a material adverse impact on the industry s demand for equipment, including the tanks and boxes rented by us. Lower oil or gas prices may have an adverse effect on our liquid and solid containment tank and boxes business if the price reduction causes customers to limit or stop exploration, extraction or refinement activities, resulting in lower demand and pricing for renting Adler Tank s products. Also, a weak U.S. economy may negatively impact infrastructure construction and industrial activity. Any of these factors may result in excess inventory or impairment charges and reduce our operating results and cash flows.

Changes in regulatory, or governmental, oversight of hydraulic fracturing could materially adversely affect the demand for our rental products and reduce our operating results and cash flows.

We believe that growing demand related to hydraulic fracturing has increased the total market size and accounted for approximately one third or more of total market rental revenue in recent years. Oil and gas exploration and extraction (including use of tanks for hydraulic fracturing to obtain shale oil and shale gas) are subject to numerous local, state and federal regulations. The hydraulic fracturing method of extraction has come under scrutiny in several states and by the Federal government due to the potential adverse effects that hydraulic fracturing, and the liquids and chemicals used, may have on water quality and public health. In addition, the disposal of wastewater from the hydraulic fracturing process into injection wells may increase the rate of seismic activity near drill sites and could result in regulatory changes, delays or interruption of future activity. Changes in these regulations could limit, interrupt, or stop exploration and extraction activities, which would negatively impact the demand for our rental products. Finally, it is possible that changes in the technology utilized in hydraulic fracturing could make it less dependent on liquids and therefore lower the related requirements for the use of our rental products, which would reduce our operating results and cash flows.

Seasonality of the liquid and solid storage and containment rental industry may impact quarterly results.

Rental activity may decline in the fourth quarter month of December and the first quarter months of January and February. These months may have lower rental activity in parts of the country where inclement weather may delay, or suspend, a company s project. The impact of these delays may be to decrease the number of tanks, or boxes, on rent until companies are able to resume their projects when weather improves. These seasonal factors historically have impacted quarterly results in each year s first and fourth quarter, but we are unable to predict how such factors may impact future periods.

Significant increases in raw material, fuel and labor costs could increase our acquisition and operating costs of rental equipment, which would increase operating costs and decrease profitability.

Increases in raw material costs such as steel and labor to manufacture liquid and solid storage containment tanks and boxes would increase the cost of acquiring new equipment. These price increases could materially and adversely impact our financial condition and results of operations if we are not able to recoup these increases through higher rental revenues. In addition, a significant amount of revenues are generated from the transport of rental equipment to and from customers. We own delivery trucks, employ drivers and utilize subcontractors to provide these services. The price of fuel can be unpredictable and beyond our control. During periods of rising fuel and labor costs, and in particular when prices increase rapidly, we may not be able recoup these costs from our customers, which would reduce our profitability.

Failure by third parties to manufacture our products timely or properly may harm our ability to meet customer demand and harm our financial condition.

We are dependent on a variety of third party companies to manufacture equipment to be used in our rental fleet. Following the sale of Sabre Manufacturing, LLC to an unrelated party on August 16, 2013, none of the manufacturers are affiliated with the Company. In some cases, we may not be able to procure equipment on a timely basis to the extent that manufacturers for the quantities of equipment we need are not able to produce sufficient inventory on schedules that meet our delivery requirements. If demand for new equipment increases significantly, especially during a seasonal slowdown, manufacturers may not be able to meet customer orders on a timely basis. As a result, we at times may experience long lead-times for certain types of new equipment and we cannot assure that we will be able to acquire the types or sufficient numbers of the equipment we need to grow our rental fleet as quickly as we would like and this could harm our ability to meet customer demand and harm our financial condition.

We derive a significant amount of our revenue in our liquid and solid containment tank and boxes business from a limited number of customers, the loss of one or more of which could have an adverse effect on our business.

Periodically, a significant portion of our revenue in our liquid and solid containment tank and boxes business may be generated from a few major customers. Although we have some long-term relationships with our major customers, we cannot be assured that our customers will continue to use our products or services or that they will continue to do so at historical levels. The loss of any significant customer, the failure to collect a significant receivable from a significant customer, any material reduction in orders by a significant customer or the cancellation of a significant customer order could significantly reduce our revenues and consequently harm our financial condition and our ability to fund our operations.

We may not be able to quickly redeploy equipment returning from leases at equivalent prices.

Many of our rental transactions are short-term in nature with pricing established on a daily basis. The length of time that a customer needs equipment can often be difficult to determine and can be impacted by a number of factors such as weather, customer funding and project delays. In addition, our equipment is primarily used in the oil and gas, industrial plant services, environmental remediation and infrastructure construction industries. Changes in the economic conditions facing any of those industries could result in a significant number of units returning off rent, both for us and our competitors.

If the supply of rental equipment available on the market significantly increases due to units coming off rent, demand for and pricing of our rental products could be adversely impacted. We may experience delays in remarketing our off-rent units to new customers and incur cost to move the units to other regions where demand is stronger. Actions in these circumstances by our competitors may also depress the market price for rental units. These delays and price pressures would adversely affect equipment utilization levels and total revenues, which would reduce our profitability.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

15.1	Awareness Letter From Grant Thornton LLP.
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from McGrath RentCorp s Quarterly report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Statement of Income, (ii) the Condensed Consolidated Balance Sheet, (iii) the Condensed Consolidated Statement of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.

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.

Date: October 29, 2014

MCGRATH RENTCORP

By: /s/ Keith E. Pratt
Keith E. Pratt
Senior Vice President and Chief Financial Officer

By: /s/ David M. Whitney
David M. Whitney
Vice President, Controller and Principal Accounting Officer