

General Finance CORP  
Form 10-Q  
November 09, 2015  
**Table of Contents**

U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
**For the quarterly period ended September 30, 2015**

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 001-32845

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**32-0163571**  
(I.R.S. Employer  
Identification No.)

**39 East Union Street**

**Pasadena, CA 91103**

(Address of Principal Executive Offices)

**(626) 584-9722**

(Registrant's Telephone Number, Including Area Code)

Indicate by check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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:

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Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
(Do not check if a 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 ☒

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
26,008,878 shares outstanding as of November 6, 2015.

**Table of Contents**

**GENERAL FINANCE CORPORATION**

**INDEX TO FORM 10-Q**

**PART I. FINANCIAL INFORMATION**

Item 1.	<u>Financial Statements</u>	3
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	23
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	31
Item 4.	<u>Controls and Procedures</u>	31

**PART II. OTHER INFORMATION**

Item 1.	<u>Legal Proceedings</u>	32
Item 1A.	<u>Risk Factors</u>	32
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	32
Item 3.	<u>Defaults Upon Senior Securities</u>	32
Item 4.	<u>Mine Safety Disclosures</u>	32
Item 5.	<u>Other Information</u>	32
Item 6.	<u>Exhibits</u>	32

<u>SIGNATURES</u>	33
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Table of Contents**Part I. FINANCIAL INFORMATION****Item 1. Financial Statements****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except share and per share data)****(Unaudited)**

	June 30, 2015	September 30, 2015
<b>Assets</b>		
Cash and cash equivalents	\$ 3,716	\$ 8,717
Trade and other receivables, net of allowance for doubtful accounts of \$6,663 and \$7,036 at June 30, 2015 and September 30, 2015	47,641	44,514
Inventories	36,875	43,963
Prepaid expenses and other	7,763	10,136
Property, plant and equipment, net	39,452	37,609
Lease fleet, net	410,985	401,234
Goodwill	99,344	96,975
Other intangible assets, net	41,394	38,982
<b>Total assets</b>	<b>\$ 687,170</b>	<b>\$ 682,130</b>
<b>Liabilities</b>		
Trade payables and accrued liabilities	\$ 37,590	\$ 47,827
Income taxes payable	1,291	784
Unearned revenue and advance payments	13,958	19,422
Senior and other debt	356,733	350,942
Deferred tax liabilities	43,242	42,169
<b>Total liabilities</b>	<b>452,814</b>	<b>461,144</b>
<b>Equity</b>		
Cumulative preferred stock, \$.0001 par value: 1,000,000 shares authorized; 400,100 shares issued and outstanding (in series) and liquidation value of \$40,722 at June 30, 2015 and September 30, 2015	40,100	40,100

Commitments and contingencies (Note 9)

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Common stock, \$.0001 par value: 100,000,000 shares authorized; 26,008,878 shares issued and outstanding at June 30, 2015 and September 30, 2015	3	3
Additional paid-in capital	124,288	123,924
Accumulated other comprehensive loss	(12,873)	(18,454)
Accumulated deficit	(4,653)	(5,751)
<b>Total General Finance Corporation stockholders' equity</b>	<b>146,865</b>	<b>139,822</b>
Equity of noncontrolling interests	87,491	81,164
<b>Total equity</b>	<b>234,356</b>	<b>220,986</b>
<b>Total liabilities and equity</b>	<b>\$ 687,170</b>	<b>\$ 682,130</b>

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

[Table of Contents](#)

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except share and per share data)

(Unaudited)

	Quarter Ended September 30,	
	2014	2015
<b>Revenues</b>		
Sales:		
Lease inventories and fleet	\$ 22,793	\$ 20,321
Manufactured units	1,975	2,137
	24,768	22,458
Leasing	55,674	41,328
	80,442	63,786
<b>Costs and expenses</b>		
Cost of Sales:		
Lease inventories and fleet (exclusive of the items shown separately below)	16,491	14,545
Manufactured units	1,091	2,824
Direct costs of leasing operations	19,141	16,575
Selling and general expenses	18,974	16,764
Depreciation and amortization	9,277	9,079
<b>Operating income</b>	<b>15,468</b>	<b>3,999</b>
Interest income	14	17
Interest expense (includes ineffective portion of cash flow hedge reclassification from AOCI of an unrealized loss of \$(6) in the quarter ended September 30, 2014)	(5,326)	(5,015)
Foreign currency exchange gain (loss) and other	512	108
	(4,800)	(4,890)
<b>Income (loss) before provision for income taxes</b>	<b>10,668</b>	<b>(891)</b>

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Provision (benefit) for income taxes (includes benefit from AOCI reclassification of \$(2) in the quarter ended September 30, 2014)	4,267	(356)
<b>Net income (loss)</b>	6,401	(535)
Preferred stock dividends	(922)	(922)
Noncontrolling interest	(1,761)	(563)
<b>Net income (loss) attributable to common stockholders</b>	<b>\$ 3,718</b>	<b>\$ (2,020)</b>
Net income (loss) per common share:		
Basic	\$ 0.14	\$ (0.08)
Diluted	0.14	(0.08)
Weighted average shares outstanding:		
Basic	25,677,389	26,008,878
Diluted	26,592,963	26,008,878

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

Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/LOSS****(In thousands, except share and per share data)****(Unaudited)**

	<b>Quarter Ended September 30,</b>	
	<b>2014</b>	<b>2015</b>
<b>Net income (loss)</b>	<b>\$ 6,401</b>	<b>\$ (535)</b>
Other comprehensive income (loss):		
Change in fair value change, net of ineffective cash flow hedge reclassification to the statement of operations of an unrealized loss of \$(6) in the quarter ended September 30, 2014 (which includes reclassification of the related income tax benefit of \$(2) in the quarter ended September 30, 2014); and net of income tax effect of \$54 and \$24 in the quarter ended September 30, 2014 and 2015, respectively	(127)	30
Cumulative translation adjustment	(11,606)	(10,620)
<b>Total comprehensive loss</b>	<b>(5,332)</b>	<b>(11,125)</b>
Allocated to noncontrolling interests	4,089	4,446
Comprehensive loss allocable to General Finance Corporation stockholders	<b>\$ (1,243)</b>	<b>\$ (6,679)</b>

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



Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**

(In thousands, except share and share data)

(Unaudited)

					Accumulated	Retained	Total		
	Cumulative		Additional		Other Comprehensive	Earnings	General Finance Corporation	Equity of	
	Preferred	Common	Paid-In		Income	(Accumulated	Stockholders	Noncontrolling	Total
	Stock	Stock	Capital		(Loss)	Deficit)	Equity	Interests	Equity
Balance at July 1, 2015	\$ 40,100	\$ 3	\$ 124,288	\$	(12,873)	\$ (4,653)	\$ 146,865	\$ 87,491	\$ 234,356
Share-based compensation			558				558	68	626
Preferred stock dividends			(922)				(922)		(922)
Dividends and distributions by subsidiaries								(1,949)	(1,949)
Purchases of subsidiary capital stock									
Net income (loss)						(1,098)	(1,098)	563	(535)
Fair value change in derivative, net of related tax effect					15		15	15	30
Cumulative translation					(5,596)		(5,596)	(5,024)	(10,620)

Balance at September 30, 2015	\$	40,100	\$	3	\$	123,924	\$	(18,454)	\$	(5,751)	\$	139,822	\$	81,164	\$	220,986
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6

Table of Contents

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

	<b>Quarter Ended September 30,</b>	
	<b>2014</b>	<b>2015</b>
Net cash provided by (used in) operating activities (Note 10)	\$ 12,045	\$ 14,102
<b>Cash flows from investing activities:</b>		
Business acquisitions, net of cash acquired	(3,237)	(745)
Proceeds from sales of property, plant and equipment	145	295
Purchases of property, plant and equipment	(1,811)	(1,145)
Proceeds from sales of lease fleet	5,776	7,005
Purchases of lease fleet	(31,467)	(14,617)
Other intangible assets	(184)	(104)
Net cash used in investing activities	(30,778)	(9,311)
<b>Cash flows from financing activities:</b>		
Net proceeds from (repayments of) equipment financing activities	418	(131)
Proceeds from senior and other debt borrowings, net	23,409	2,657
Deferred financing costs		(54)
Proceeds from issuances of common stock	28	
Purchases of subsidiary capital stock	(852)	
Dividends and distributions by subsidiaries		(233)
Preferred stock dividends	(922)	(922)
Net cash provided by financing activities	22,081	1,317
Net increase (decrease) in cash	3,348	6,108
<b>Cash and equivalents at beginning of period</b>	<b>5,846</b>	<b>3,716</b>
The effect of foreign currency translation on cash	196	(1,107)
<b>Cash and equivalents at end of period</b>	<b>\$ 9,390</b>	<b>\$ 8,717</b>

**Non-cash investing and financing activities:**

On August 12, 2014 and August 12, 2015, the Board of Directors of Royal Wolf declared a dividend of AUS\$0.055 and AUS\$0.05 per RWH share payable on October 3, 2014 and October 2, 2015 to shareholders of record on September 18, 2014 and September 17, 2015, respectively. The condensed consolidated financial statements accrued the amount of the dividend pertaining to the noncontrolling interest, which totaled \$2,409 (AUS\$2,760) and \$1,716 (AUS\$2,459), as a charge directly to the equity of noncontrolling interests at September 30, 2014 and 2015, respectively (see Note 3).

The Company issued common stock of \$156 as a part of the consideration for a business acquisition during the quarter ended September 30, 2014 and included holdback amounts totaling \$1,468 and \$752 as part of the consideration for business acquisitions during the quarter ended September 30, 2014 and 2015, respectively (see Note 4).

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

**Table of Contents**

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**Note 1. Organization and Business Operations**

General Finance Corporation ( GFN ) was incorporated in Delaware in October 2005. References to the Company in these Notes are to GFN and its consolidated subsidiaries. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation ( GFN U.S. ); GFN North America Leasing Corporation, a Delaware corporation ( GFNNA Leasing ); GFN North America Corp., a Delaware corporation ( GFNNA ); GFN Realty Company, LLC, a Delaware limited liability company ( GFNRC ); GFN Manufacturing Corporation, a Delaware corporation ( GFNMC ), and its 90%-owned subsidiary, Southern Frac, LLC, a Texas limited liability company (collectively Southern Frac ); over 50%-owned Royal Wolf Holdings Limited, an Australian corporation publicly traded on the Australian Securities Exchange ( RWH ), and its Australian and New Zealand subsidiaries (collectively, Royal Wolf ); Pac-Van, Inc., an Indiana corporation, and its Canadian subsidiary, PV Acquisition Corp., an Alberta corporation (collectively Pac-Van ); and Lone Star Tank Rental Inc., a Delaware corporation ( Lone Star ).

The Company does business in three distinct, but related industries, mobile storage, modular space and liquid containment (which are collectively referred to as the portable services industry ), in two geographic areas; the Asia-Pacific (or Pan-Pacific) area, consisting of Royal Wolf (which leases and sells storage containers, portable container buildings and freight containers in Australia and New Zealand) and North America, consisting of Pac-Van (which leases and sells storage, office and portable liquid storage tank containers, modular buildings and mobile offices) and Lone Star (which leases portable liquid storage tank containers and containment products, as well as provides certain fluid management services, to the oil and gas industry in the Permian and Eagle Ford basins of Texas), which are combined to form our North American leasing operations, and Southern Frac (which manufactures portable liquid storage tank containers).

**Note 2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with United States generally accepted accounting principles ( U.S. GAAP ) applicable to interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements, although the Condensed Consolidated Balance Sheet at June 30, 2015 was derived from the audited Consolidated Balance Sheet at that date. In the opinion of management, all adjustments (which include all significant normal and recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made. The accompanying results of operations are not necessarily indicative of the operating results that may be expected for the entire fiscal year ending June 30, 2016. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes thereto of the Company, which are included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015 filed with the Securities and Exchange Commission ( SEC ).

Unless otherwise indicated, references to FY 2015 and FY 2016 are to the quarter ended September 30, 2014 and 2015, respectively.

### Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

### Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes include assumptions used in assigning value to identifiable intangible assets at the acquisition date, the assessment for impairment of goodwill, the assessment for impairment of other intangible assets, the allowance for doubtful accounts, share-based compensation expense, residual value of the lease fleet and deferred tax assets and liabilities. Assumptions and factors used in the estimates are evaluated on an annual basis or whenever events or changes in circumstances indicate that the previous assumptions and factors have changed. The results of the analysis could result in adjustments to estimates.

Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**Inventories

Inventories are comprised of the following (in thousands):

	<b>June 30,</b>	<b>September 30,</b>
	<b>2015</b>	<b>2015</b>
Finished goods	\$ 30,428	\$ 36,808
Work in progress	3,678	4,406
Raw materials	2,769	2,749
	\$ 36,875	\$ 43,963

Property, Plant and Equipment

Property, plant and equipment consist of the following (in thousands):

	<b>Estimated</b>		<b>June 30,</b>	<b>September 30,</b>
	<b>Useful Life</b>		<b>2015</b>	<b>2015</b>
Land			\$ 9,656	\$ 9,118
Building and improvements	10 40 years		6,580	6,836
Transportation and plant equipment (including capital lease assets)	3 20 years		37,362	36,284
Furniture, fixtures and office equipment	3 10 years		8,613	8,655
Construction in-process			4	
			62,215	60,893
Less accumulated depreciation and amortization			(22,763)	(23,284)
			\$ 39,452	\$ 37,609

### Lease Fleet

The Company has a fleet of storage, portable building, office and portable liquid storage tank containers, mobile offices, modular buildings and steps that it primarily leases to customers under operating lease agreements with varying terms. Units in the lease fleet are also available for sale. The cost of sales of a unit in the lease fleet is recognized at the carrying amount at the date of sale. At June 30, 2015 and September 30, 2015, the gross costs of the lease fleet were \$478,416,000 and \$470,226,000, respectively.

### Goodwill and Other Intangible Assets

The purchase consideration of acquired businesses have been allocated to the assets and liabilities acquired based on the estimated fair values on the respective acquisition dates (see Note 4). Based on these values, the excess purchase consideration over the fair value of the net assets acquired was allocated to goodwill. The Company accounts for goodwill and other intangible assets in accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC )Topic 350, *Intangibles – Goodwill and Other*. FASB ASC Topic 350 prohibits the amortization of goodwill and intangible assets with indefinite lives and requires these assets be reviewed for impairment. The Company assesses the potential impairment of goodwill and intangible assets with indefinite lives on an annual basis by reporting unit (see Note 11) or if a determination is made based on a qualitative assessment that it is more likely than not (i.e., greater than 50%) that the fair value of a reporting unit is less than its carrying amount. The Company conducted its annual impairment analysis at June 30, 2015 and concluded that goodwill and intangible assets with indefinite lives were not impaired as of that date. In particular, the step one impairment analysis performed on the North American reporting units, Pac-Van, Lone Star and Southern Frac, calculated that the amount by which the excess of the estimated fair values exceeded their respective carrying value of invested capital was approximately 29%, 31% and 33%, respectively, of their respective book value (carrying value of net assets) as of June 30, 2015. However, determining the fair value of a reporting unit is judgmental 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.



Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

Other intangible assets include those with indefinite (trademark and trade name) and finite (primarily customer base and lists, non-compete agreements and deferred financing costs), as follows (in thousands):

	<b>June 30,</b>	<b>September 30,</b>
	<b>2015</b>	<b>2015</b>
Trademark and trade name	\$ 5,875	\$ 5,871
Customer base and lists	49,141	47,198
Non-compete agreements	13,902	13,455
Deferred financing costs	7,305	7,277
Other	2,839	2,693
	79,062	76,494
Less accumulated amortization	(37,668)	(37,512)
	\$ 41,394	\$ 38,982

Net Income per Common Share

Basic net income per common share is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the periods. Diluted net income per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. The potential dilutive securities (common stock equivalents) the Company had outstanding were stock options. The following is a reconciliation of weighted average shares outstanding used in calculating earnings per common share:

	<b>Quarter Ended September 30,</b>	
	<b>2014</b>	<b>2015</b>
Basic	25,677,389	26,008,878
Assumed exercise of stock options	915,574	
Diluted	26,592,963	26,008,878

Potential common stock equivalents totaling 1,210,646 and 2,110,191 for FY 2015 and FY 2016, respectively, have been excluded from the computation of diluted earnings per share because the effect is anti-dilutive.

#### Recently Issued Accounting Pronouncements

Previously, in August 2010, the FASB, as result of a joint project with the International Accounting Standards Board ( IASB ) to simplify lease accounting and improve the quality of and comparability of financial information for users, published proposed standards that would change the accounting and financial reporting for both lessee and lessor under ASC Topic 840, *Leases*. Since then, the FASB and IASB have been deliberating submitted comments about their 2010 proposals and other feedback from constituents. On May 16, 2013, both the FASB and the IASB issued nearly identical exposure drafts that retained the most significant change to lease accounting rules from the 2010 proposed standards, the elimination of the concept of off-balance sheet treatment for operating leases for lessees for the vast majority of lease contracts. However, the 2013 exposure drafts include significant modifications, among them the establishment of two types of lease contracts for both lessees and lessors. Instead of capital and operating leases, the proposed rules create two types of leases (both similar to capital leases for lessees), which the FASB and IASB refer to as Type A and Type B. In addition, the revised exposure drafts seek to correct issues, noted by many commenters, related to the pattern and classification of expense recognition as well as the definition of lease term and the treatment of variable lease payments under the 2010 proposed standards. The Company believes that the final standards, if issued in substantially the same form as the revised exposure drafts, would have a material effect in the presentation of its consolidated financial position and results of operations.

In May 2014, the FASB issued Accounting Standards Update ( ASU ) No. 2014-09, *Revenue from Contracts with Customers: Topic 606*. ASU 2014-09 completes the joint effort by the FASB and IASB to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards ( IFRS ). ASU 2014-09 applies to all companies that enter into contracts with customers to transfer goods or services. ASU 2014-09 is effective for public entities for interim and annual reporting periods beginning after December 15, 2017. Early application is permitted for annual reporting periods beginning after December 15, 2016, and public entities have the choice to apply ASU 2014-09 either retrospectively to each reporting period presented or by recognizing the cumulative effect of applying ASU 2014-09 at the date of initial application and not adjusting comparative information. The Company is evaluating the requirements of ASU 2014-09 and has not determined the effect of this ASU

**Table of Contents**

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

in the presentation of its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Imputation of Interest (Subtopic 835-30)*. The amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with the presentation of debt discounts. In August 2015, the FASB issued ASU No. 2015-15 which added SEC guidance that stated in the absence of authoritative guidance within ASU 2015-03 of debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU No. 2015-03 is effective for fiscal years beginning after December 15, 2015, and interim periods within those years, and the Company does not expect the adoption of this update to have a significant impact on its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, *Inventory (Topic 330)*. The amendments in this update simplifies the measurement of inventory, not on a last-in, first-out (LIFO) or retail basis, at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This update is effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017, and the Company does not expect the adoption of this update to have a significant impact on its consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, *Business Combinations (Topic 805)*. The amendments in this update simplify the accounting for adjustments made to provisional amounts recognized in a business combination by eliminating the requirement to retrospectively account for those adjustments. This update is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments in this update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this update with earlier application permitted for financial statements that have not been issued. The Company does not expect the adoption of this update to have a significant impact on its consolidated financial statements.

**Note 3. Equity Transactions**

**Preferred Stock**

Upon issuance of shares of preferred stock, the Company records the liquidation value as the preferred equity in the consolidated balance sheet, with any underwriting discount and issuance or offering costs recorded as a reduction in additional paid-in capital.

*Series B Preferred Stock*

The Company has outstanding privately-placed 8.00 % Series B Cumulative Preferred Stock, par value of \$0.0001 per share and liquidation value of \$1,000 per share ( Series B Preferred Stock ). The Series B Preferred Stock is offered

primarily in connection with business combinations. At June 30, 2015 and September 30, 2015, the Company had outstanding 100 shares of Series B Preferred Stock totaling \$100,000.

The Series B Preferred Stock is not convertible into GFN common stock, has no voting rights, except as required by Delaware law, and is redeemable after February 1, 2014; at which time it may be redeemed at any time, in whole or in part, at the Company's option. Holders of the Series B Preferred Stock are entitled to receive, when declared by the Company's Board of Directors, annual dividends payable quarterly in arrears on the 31<sup>st</sup> day of January, July and October and on the 30<sup>th</sup> day of April of each year. In the event of any liquidation or winding up of the Company, the holders of the Series B Preferred Stock will have preference to holders of common stock.

#### *Series C Preferred Stock*

The Company has outstanding publicly-traded 9.00% Series C Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$100.00 per share (the "Series C Preferred Stock"). At June 30, 2015 and September 30, 2015, the Company had outstanding 400,000 shares of Series C Preferred Stock totaling \$40,000,000.

Dividends on the Series C Preferred Stock are cumulative from the date of original issue and will be payable on the 31<sup>st</sup> day of each January, July and October and on the 30<sup>th</sup> day of April commencing July 31, 2013 when, as and if declared by the Company's

**Table of Contents**

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

Board of Directors. Commencing on May 17, 2018, the Company may redeem, at its option, the Series C Preferred Shares, in whole or in part, at a cash redemption price of \$100.00 per share, plus any accrued and unpaid dividends to, but not including, the redemption date. Among other things, the Series C Preferred Shares have no stated maturity, are not subject to any sinking fund or other mandatory redemption, and are not convertible into or exchangeable for any of the Company's other securities. Holders of the Series C Preferred Shares generally will have no voting rights, except for limited voting rights if dividends payable on the outstanding Series C Preferred Shares are in arrears for six or more consecutive or non-consecutive quarters, and under certain other circumstances. If the Company fails to maintain the listing of the Series C Preferred Stock on the NASDAQ Stock Market ( "NASDAQ" ) for 30 days or more, the per annum dividend rate will increase by an additional 2.00% per \$100.00 stated liquidation value (\$2.00 per annum per share) so long as the listing failure continues. In addition, in the event of any liquidation or winding up of the Company, the holders of the Series C Preferred Stock will have preference to holders of common stock and are pair passu with the Series B Preferred Stock. The Series C Preferred Stock is listed on the NASDAQ under the symbol GFNCP.

*Dividends*

As of September 30, 2015, since issuance, dividends paid or payable totaled \$71,000 for the Series B Preferred Stock and dividends paid totaled \$8,050,000 for the Series C Preferred Stock.

The characterization of dividends to the recipients for Federal income tax purposes is made based upon the earnings and profits of the Company, as defined by the Internal Revenue Code.

**Royal Wolf Dividends**

On August 12, 2014, the Board of Directors of Royal Wolf declared a dividend of AUS\$0.055 per RWH share payable on October 3, 2014 to shareholders of record on September 18, 2014. On August 12, 2015, the Board of Directors of Royal Wolf declared a dividend of AUS\$0.05 per RWH share payable on October 2, 2015 to shareholders of record on September 17, 2015.

The consolidated financial statements reflect the amount of the dividends pertaining to the noncontrolling interest.

**Note 4. Acquisitions**

The Company can enhance its business and market share by entering into new markets in various ways, including starting up a new location or acquiring a business consisting of container, modular unit or mobile office assets of another entity. An acquisition generally provides the Company with operations that enables it to at least cover existing overhead costs and is preferable to a start-up or greenfield location. The businesses discussed below were acquired primarily to expand the Company's container lease fleet. The accompanying consolidated financial statements include the operations of the acquired businesses from the dates of acquisition.

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On August 28, 2015, the Company, through Pac-Van, purchased the business of Mobile Storage Solutions of Mo., LLC ( MSS ) for \$1,497,000, which included a deferred purchase price promissory note of \$613,000, bearing interest at 2.00% per annum and due in January 2016, and a holdback amount of \$139,000. MSS leases and sells storage and office containers and storage trailers in Springfield, Missouri.

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

The preliminary allocation for the acquisition in FY 2016 to tangible and intangible assets acquired and liabilities assumed based on their estimated fair market values was as follows (in thousands):

	<b>MSS</b>
	<b>August 28, 2015</b>
Fair value of the net tangible assets acquired and liabilities assumed:	
Trade and other receivables	\$
Inventories	
Prepaid expenses and other	
Property, plant and equipment	60
Lease fleet	933
Accounts payables and accrued liabilities	
Deferred income taxes	
Unearned revenue and advance payments	(27)
Total net tangible assets acquired and liabilities assumed	966
Fair value of intangible assets acquired:	
Non-compete agreement	132
Customer lists/relationships	226
Trade name	
Goodwill	173
Total intangible assets acquired	531
Total purchase consideration	\$ 1,497

Goodwill recognized is attributable primarily to expected corporate synergies, the assembled workforce and other factors. The goodwill recognized in the MSS acquisition is deductible for U.S. income tax purposes.

The Company incurred approximately \$56,000 during FY 2015 and \$44,000 during FY 2016 of incremental transaction costs associated with acquisition-related activity that were expensed as incurred and are included in selling and general expenses in the accompanying consolidated statements of operations.

## Note 5. Senior and Other Debt

### Asia-Pacific Leasing Senior Credit Facility

Royal Wolf has a \$122,115,000 (AUS\$175,000,000) secured senior credit facility, as amended, under a common terms deed arrangement with the Australia and New Zealand Banking Group Limited ( ANZ ) and Commonwealth Bank of Australia ( CBA ) (the ANZ/CBA Credit Facility ). Under the common deed arrangement of the ANZ/CBA Credit Facility, ANZ 's proportionate share of the borrowing capacity is \$73,269,000 (AUS\$105,000,000) and CBA 's proportionate share is \$48,846,000 (AUS\$70,000,000). The ANZ/CBA Credit Facility has \$87,225,000 (AUS\$125,000,000) maturing on July 31, 2017 (Facility A), and \$34,890,000 (AUS\$50,000,000) maturing on July 31, 2019 (Facility B).

Borrowings under the ANZ/CBA Credit Facility bear interest at the bank bill swap interest rate in Australia ( BBSY ) or New Zealand ( BKBM ), plus a margin of 1.10% - 2.10% per annum on the Facility A and 1.35% - 2.40% on the Facility B, depending on the net debt leverage ratio ( NDLR ), as defined. The CBA proportionate share has a minimum margin that is 0.10% higher than the ANZ proportionate share. At September 30, 2015, the 30-day and 90-day BBSY and BKBM was 2.10% and 2.23% and 2.905% and 2.89%, respectively.

The ANZ/CBA Credit Facility also includes a \$2,093,400 (AUS\$3,000,000) sub-facility to, among other things, facilitate direct and global payments using electronic banking services. The ANZ/CBA Credit Facility, as amended, is subject to certain financial and other customary covenants, including, among other things, compliance with specified interest coverage and net debt ratios based on earnings before interest, income taxes, impairment, depreciation and amortization and other non-operating costs and income ( EBITDA ) on a semi-annual basis and that borrowings may not exceed a multiple of 3.5 times EBITDA, as defined, through June 30, 2016, and 3.25 times EBITDA thereafter.

At September 30, 2015, total borrowings and availability under the ANZ/CBA Credit Facility totaled \$84,872,000



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**Table of Contents**

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

(AUS\$121,628,000) and \$25,097,000 (AUS\$35,966,000), respectively. Of the total borrowings, \$76,318,000 (AUS\$109,370,000) is drawn under Facility A and \$8,554,000 (AUS\$12,258,000) is drawn under Facility B.

The above amounts were translated based upon the exchange rate of one Australian dollar to \$0.6978 U.S. dollar at September 30, 2015.

**North America Senior Credit Facility**

The North America leasing (Pac-Van and Lone Star) and manufacturing operations (Southern Frac) have a combined \$232,000,000 senior secured revolving credit facility, as amended, with a syndicate led by Wells Fargo Bank, National Association ( Wells Fargo ) that also includes HSBC Bank USA, NA, the Private Bank and Trust Company, Capital One Business Credit Corp. and OneWest Bank N.A. (the Wells Fargo Credit Facility ). The Wells Fargo Credit Facility, which matures on September 7, 2017, effectively not only finances the Company s North American operations, but also the funding requirements for the Series C Preferred Stock (see Note 3), the term loan with Credit Suisse ( Credit Suisse ) and the publicly-traded unsecured senior notes (see below).

The Wells Fargo Credit Facility includes a \$20,000,000 real estate sub-facility to allow the borrowers (including GFNRC) to acquire real estate as collateral. In addition, subject to certain conditions, the amount that may be borrowed under the Wells Fargo Credit Facility may increase by \$20,000,000 to a maximum of \$252,000,000. The maximum amount of intercompany dividends that Pac-Van and Lone Star are allowed to pay in each fiscal year to GFN for the funding requirements of GFN s senior and other debt and the Series C Preferred Stock are (a) the lesser of \$5,000,000 for the Series C Preferred Stock or the amount equal to the dividend rate of the Series C Preferred Stock and its aggregate liquidation preference and the actual amount of dividends required to be paid to the Series C Preferred Stock; (b) the lesser of \$3,125,000 for the term loan with Credit Suisse or the actual annual interest to be paid; and (c) \$6,120,000 for the public offering of unsecured senior notes or the actual amount of annual interest required to be paid; provided that (i) the payment of such dividends does not cause a default or event of default; (ii) each of Pac-Van and Lone Star is solvent; (iii) excess availability, as defined, is \$5,000,000 or more under the Wells Fargo Credit Facility; (iv) the fixed charge coverage ratio, as defined, will be greater than 1.25 to 1.00; and (v) the dividends are paid no earlier than ten business days prior to the date they are due.

Borrowings under the Wells Fargo Credit Facility accrue interest, at the Company s option, either at the base rate, plus 0.5% and a range of 1.00% to 1.50%, or the LIBOR rate, plus 1.0% and a range of 2.50% to 3.00%. Borrowings under the \$20,000,000 real estate sub-facility accrue interest, at the Company s option, either at the base rate, plus a range of 1.50% to 2.00%, or the LIBOR rate, plus a range of 3.0% to 3.50%. The Wells Fargo Credit Facility contains, among other things, certain financial covenants, including fixed charge coverage ratios, and other covenants, representations, warranties, indemnification provisions, and events of default that are customary for senior secured credit facilities, including a change in control, as defined.

At September 30, 2015, borrowings and availability under the Wells Fargo Credit Facility totaled \$168,441,000 and \$42,697,000, respectively.

Credit Suisse Term Loan

On March 31, 2014, the Company, at the corporate level, entered into a \$25,000,000 facility agreement with Credit Suisse ( Credit Suisse Term Loan ) as part of the financing for the acquisition of Lone Star and, on April 3, 2014, the Company borrowed the \$25,000,000 available to it. The Credit Suisse Term Loan provides that the amount borrowed will bear interest at LIBOR plus 7.50% per year, will be payable quarterly and that all principal and interest will mature two years from the date that the Company borrowed the \$25,000,000. In addition, the Credit Suisse Term Loan is secured by a first ranking pledge over substantially all shares of RWH owned by GFN U.S., requires a certain coverage maintenance ratio in U.S. dollars based on the value of the RWH shares and, among other things, that an amount equal to six-months interest be deposited in an interest reserve account pledged to secure repayment of all amounts borrowed. The Company has repaid, prior to maturity, \$10,000,000 of the outstanding borrowings of the Credit Suisse Term Loan and, as of September 30, 2015, there remains \$15,000,000 outstanding.

Senior Notes

The Company has outstanding publicly-traded senior notes (the Senior Notes ) in an aggregate principal amount of \$72,000,000. The Senior Notes were issued in minimum denominations of \$25 and integral multiples of \$25 in excess thereof and pursuant to the First Supplemental Indenture (the First Supplemental Indenture ) dated as of June 18, 2014 by and between the Company and Wells Fargo, as trustee (the Trustee ). The First Supplemental Indenture supplements the Indenture entered into by and between the Company and the Trustee dated as of June 18, 2014 (the Base Indenture and, together with the First Supplemental Indenture, the Indenture ). The Senior Notes bear interest at the rate of 8.125% per annum, mature on July 31, 2021 and are not

**Table of Contents**

**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

subject to any sinking fund. Interest on the Senior Notes is payable quarterly in arrears on January 31, April 30, July 31 and October 31, commencing on July 31, 2014.

The Senior Notes rank equally in right of payment with all of the Company's existing and future unsecured senior debt and senior in right of payment to all of its existing and future subordinated debt. The Senior Notes are effectively subordinated to any of the Company's existing and future secured debt, to the extent of the value of the assets securing such debt. The Senior Notes are structurally subordinated to all existing and future liabilities of the Company's subsidiaries and are not guaranteed by any of the Company's subsidiaries.

The Company may, at its option, prior to July 31, 2017, redeem the Senior Notes in whole or in part upon the payment of 100% of the principal amount of the Senior Notes being redeemed plus any additional amount required by the Indenture. In addition, the Company may from time to time redeem up to 35% of the aggregate outstanding principal amount of the Senior Notes before July 31, 2017 with the net cash proceeds from certain equity offerings at a redemption price of 108.125% of the principal amount plus accrued and unpaid interest. If the Company sells certain of its assets or experiences specific kinds of changes in control, as defined, it must offer to redeem the Senior Notes. The Company may, at its option, at any time and from time to time, on or after July 31, 2017, redeem the Senior Notes in whole or in part. The Senior Notes will be redeemable at a redemption price initially equal to 106.094% of the principal amount of the Senior Notes (and which declines each year on July 31) plus accrued and unpaid interest to the date of redemption. On and after any redemption date, interest will cease to accrue on the redeemed Senior Notes.

The Indenture contains covenants which, among other things, limit the Company's ability to make certain payments, to pay dividends and to incur additional indebtedness if the incurrence of such indebtedness would cause the company's consolidated fixed charge coverage ratio, as defined in the Indenture, to be below 2.0 to 1.0. The Senior Notes are listed on the NASDAQ under the symbol GFNSL.

**Other**

At September 30, 2015, other debt totaled \$10,629,000.

The Company was in compliance with the financial covenants under all its credit facilities as of September 30, 2015.

The weighted-average interest rate in the Asia-Pacific area was 5.5% in both FY 2015 and FY 2016; which does not include the effect of translation, interest rate swap contracts and options and the amortization of deferred financing costs. The weighted-average interest rate in North America was 5.7% and 4.9% in FY 2015 and FY 2016, respectively, which does not include the effect of the amortization of deferred financing costs and accretion of interest.

**Note 6. Financial Instruments**

**Fair Value Measurements**

FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, FASB ASC Topic 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value, as follows:

Level 1 - Observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2 - Observable inputs, other than Level 1 inputs in active markets, that are observable either directly or indirectly; and

Level 3 - Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company's derivative instruments are not traded on a market exchange; therefore, the fair values are determined using valuation models that include assumptions about yield curve at the reporting dates as well as counter-party credit risk. The assumptions are generally derived from market-observable data. The Company has consistently applied these calculation techniques to all periods presented, which are considered Level 2.

Derivative instruments measured at fair value and their classification in the consolidated balances sheets and statements of operations are as follows (in thousands):

Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

		<b>Derivative - Fair Value (Level 2)</b>	
<b>Type of Derivative</b>	<b>Balance Sheet</b>		
<b>Contract</b>	<b>Classification</b>	<b>June 30, 2015</b>	<b>September 30, 2015</b>
Swap Contracts and Options			
(Caps and Collars)	Trade payables and accrued liabilities	\$ 1,429	\$ 1,271
Forward-Exchange Contracts	Trade and other receivables	120	835

<b>Type of Derivative</b>	<b>Statement of Operations</b>	<b>Quarter Ended</b>	<b>Quarter Ended</b>
<b>Contract</b>	<b>Classification</b>	<b>September 30, 2014</b>	<b>September 30, 2015</b>
Swap Contracts and Options			
(Caps and Collars)	Unrealized gain (loss) included in interest expense	\$ (6)	\$
Forward-Exchange Contracts	Unrealized foreign currency exchange gain (loss) and other	790	762

Interest Rate Swap Contracts

The Company's exposure to market risk for changes in interest rates relates primarily to its senior and other debt obligations. The Company's policy is to manage its interest expense by using a mix of fixed and variable rate debt.

To manage its exposure to variable interest rates in a cost-efficient manner, the Company enters into interest rate swaps and interest rate options, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps and options are designated to hedge changes in the interest rate of a portion of the outstanding borrowings in the Asia-Pacific area. The Company believes that financial instruments designated as interest rate hedges were highly effective; however, prior to August 2012, documentation of such, as required by FASB ASC

Topic 815, *Derivatives and Hedging*, did not exist. Therefore, all movements in the fair values of these hedges prior to August 2012 were reported in the consolidated statements of operations in the periods in which fair values change. In August 2012, the Company entered into an interest swap contract that met documentation requirements and, as such, it was designated as a cash flow hedge. This cash flow hedge was determined to be highly effective prior to FY 2015 and, therefore, changes in the fair value of the effective portion were recorded in accumulated other comprehensive income. The Company expects this derivative to remain effective during the remaining term of the swap; however, any changes in the portion of the hedge considered ineffective would be recorded in interest expense in the consolidated statement of operations. In FY 2015, the ineffective portion of this cash flow hedge recorded in interest expense was an unrealized loss of \$6,000. There was no ineffective portion recorded in FY 2016.

The Company's interest rate derivative instruments are not traded on a market exchange; therefore, the fair values are determined using valuation models which include assumptions about the interest rate yield curve at the reporting dates (Level 2 fair value measurement). As of June 30, 2015 and September 30, 2015, there was one open interest rate swap contract that was designated as a cash flow hedge and matures in June 2017, as follows (dollars in thousands):

	June 30, 2015		September 30, 2015	
	Swap	Option (Cap)	Swap	Option
Notional amounts	\$ 38,290	\$	\$ 34,890	\$
Fixed/Strike Rates	3.98%		3.98%	
Floating Rates	2.09%		2.09%	
Fair Value of Combined Contracts	\$ (1,429)	\$	\$ (1,271)	\$

#### Foreign Currency Risk

The Company has transactional currency exposures. Such exposure arises from sales or purchases in currencies other than the functional currency. The currency giving rise to this risk is primarily U.S. dollars. Royal Wolf has a bank account denominated in

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

U.S. dollars into which a small number of customers pay their debts. This is a natural hedge against fluctuations in the exchange rate. The funds are then used to pay suppliers, avoiding the need to convert to Australian dollars. Royal Wolf uses forward currency and participating forward contracts to eliminate the currency exposures on the majority of its transactions denominated in foreign currencies, either by transaction if the amount is significant, or on a general cash flow hedge basis. The forward currency and participating forward contracts are always in the same currency as the hedged item. The Company believes that financial instruments designated as foreign currency hedges are highly effective. However documentation of such as required by ASC Topic 815 does not exist. Therefore, all movements in the fair values of these hedges are reported in the statement of operations in the period in which fair values change. As of June 30, 2014, there were 27 open forward exchange contracts that mature between July 2015 and December 2015; and as of September 30, 2015, there were 51 open forward exchange contracts that mature between October 2015 and March 2016, as follows (dollars in thousands):

	<b>June 30, 2015</b>		<b>September 30, 2015</b>	
	<b>Participating</b>		<b>Participating</b>	
	<b>Forward Exchange</b>	<b>Forward</b>	<b>Forward Exchange</b>	<b>Forward</b>
Notional amounts	\$ 9,540	\$	\$ 17,530	\$
Exchange/Strike Rates (AUD to USD)	0.7506 - 1.0286		0.62623 - 1.11321	
Fair Value of Combined Contracts	\$ 120	\$	\$ 835	\$

In FY 2015 and FY 2016, net unrealized and realized foreign exchange gains (losses) totaled \$(328,000) and \$(29,000) and \$(654,000) and \$5,000, respectively.

**Fair Value of Other Financial Instruments**

The fair value of the Company's borrowings under the Senior Notes was determined based on a Level 1 input and for borrowings under its senior credit facilities and Credit Suisse Term Loan determined based on Level 3 inputs; including a comparison to a group of comparable industry debt issuances ( Industry Comparable Debt Issuances ) and a study of credit ( Credit Spread Analysis ). Under the Industry Comparable Debt Issuance method, the Company compared the debt facilities to several industry comparable debt issuances. This method consisted of an analysis of the offering yields compared to the current yields on publicly traded debt securities. Under the Credit Spread Analysis, the Company first examined the implied credit spreads of the United States Federal Reserve. Based on this analysis the Company was able to assess the credit market. The fair value of the Company's senior credit facilities as of June 30, 2015 was determined to be approximately \$345,534,000. The Company also determined that the fair value of its other debt of \$9,893,000 at June 30, 2015, approximated or would not vary significantly from their carrying values. The Company believes that market conditions at September 30, 2015 have not changed significantly from June 30, 2015.

Therefore, the proportion of the fair value to the carrying value of the Company's senior credit facilities and other debt at September 30, 2015 would not vary significantly from the proportion determined at June 30, 2015.

Under the provisions of FASB ASC Topic 825, *Financial Instruments*, the carrying value of the Company's other financial instruments (consisting primarily of cash and cash equivalents, net receivables, trade payables and accrued liabilities) approximate fair value.

#### **Note 7. Related-Party Transactions**

Effective January 31, 2008, the Company entered into a lease with an affiliate of Ronald F. Valenta for its corporate headquarters in Pasadena, California. The rent is \$7,393 per month, effective March 1, 2009, plus allocated charges for common area maintenance, real property taxes and insurance, for approximately 3,000 square feet of office space. The term of the lease is five years, with two five-year renewal options, and the rent is adjusted yearly based on the consumer price index. On October 11, 2012, the Company exercised its option to renew the lease for an additional five-year term commencing February 1, 2013. Rental payments were \$28,000 in both FY 2015 and FY 2016.

The premises of Pac-Van's Las Vegas branch is owned by and leased from the acting branch manager through December 31, 2014, with the right for an additional two-year extension through December 31, 2016. On December 29, 2014, the Company extended the lease for the additional two years. Rental payments on this lease totaled \$30,000 during both FY 2015 and FY 2016.

#### **Note 8. Equity Plans**

On September 11, 2014, the Board of Directors of the Company adopted the 2014 Stock Incentive Plan (the "2014 Plan"),



**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

which was approved by the stockholders at the Company's annual meeting on December 4, 2014. The 2014 Plan is an omnibus incentive plan permitting a variety of equity programs designed to provide flexibility in implementing equity and cash awards, including incentive stock options, nonqualified stock options, restricted stock grants ( non-vested equity shares ), restricted stock units, stock appreciation rights, performance stock, performance units and other stock-based awards. Participants in the 2014 Plan may be granted any one of the equity awards or any combination of them, as determined by the Board of Directors or the Compensation Committee. Upon the approval of the 2014 Plan by the stockholders, the Company suspended further grants under its previous equity plans, the General Finance Corporation 2006 Stock Option Plan (the 2006 Plan ) and the 2009 Stock Incentive Plan (the 2009 Plan ) (collectively the Predecessor Plans ), which had a total of 2,500,000 shares reserved for grant. Any stock options which are forfeited under the Predecessor Plans will become available for grant under the 2014 Plan, but the total number of shares available under the 2014 Plan will not exceed the 1,500,000 shares reserved for grant under the 2014 Plan, plus any options which were forfeited or are available for grant under the Predecessor Plans. If not sooner terminated by the Board of Directors, the 2014 Plan will expire on December 4, 2024, which is the tenth anniversary of the date it was approved by the Company's stockholders. The 2006 Plan will expire on June 30, 2016 and the 2009 Plan will expire on December 10, 2019.

The Predecessor Plans and the 2014 Plan are referred to collectively as the Stock Incentive Plan.

There have been no grants or awards of restricted stock units, stock appreciation rights, performance stock or performance units under the Stock Incentive Plan. All grants to-date consist of incentive and non-qualified stock options that vest over a period of up to five years ( time-based ), non-qualified stock options that vest over varying periods that are dependent on the attainment of certain defined EBITDA and other targets ( performance-based ) and non-vested equity shares. At September 30, 2015, 1,337,204 shares remain available for grant.

Since inception, the range of the fair value of the stock options granted (other than to non-employee consultants) and the assumptions used are as follows:

<b>Fair value of stock options</b>	<b>\$0.81 - \$6.35</b>
------------------------------------	------------------------

<b>Assumptions used:</b>	
Risk-free interest rate	1.19% - 4.8%
Expected life (in years)	7.5
Expected volatility	26.5% - 84.6%
Expected dividends	

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At September 30, 2015, the weighted-average fair value of the stock options granted to non-employee consultants not fully vested was \$3.48, determined using the Black-Scholes option-pricing model using the following assumptions: a risk-free interest rate of 1.60% - 1.74%, an expected life of 6.7 - 7.7 years, an expected volatility of 72.0% and no expected dividend.

A summary of the Company's stock option activity and related information for FY 2016 follows:

	<b>Number of Options (Shares)</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term (Years)</b>
Outstanding at June 30, 2015	2,110,191	\$ 5.35	
Granted			
Exercised			
Forfeited or expired	(8,334)	6.98	
Outstanding at September 30, 2015	2,101,857	\$ 5.35	5.1
Vested and expected to vest at September 30, 2015	2,101,857	\$ 5.35	5.1
Exercisable at September 30, 2015	1,435,553	\$ 5.58	3.7

At September 30, 2015, outstanding time-based options and performance-based options totaled 1,317,147 and 784,710, respectively. Also at that date, the Company's market price for its common stock was \$3.70 per share, which was below the exercise

Table of Contents**GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

prices of over 65% of the outstanding stock options. The intrinsic value of the outstanding stock options at that date was \$964,200. Share-based compensation of \$6,050,000 related to stock options has been recognized in the consolidated statements of operations, with a corresponding benefit to equity, from inception through September 30, 2015. At that date, there remains \$1,400,000 of unrecognized compensation expense to be recorded on a straight-line basis over the remaining weighted-average vesting period of 1.34 years.

A deduction is not allowed for U.S. income tax purposes with respect to non-qualified options granted in the United States until the stock options are exercised or, with respect to incentive stock options issued in the United States, unless the optionee makes a disqualifying disposition of the underlying shares. The amount of any deduction will be the difference between the fair value of the Company's common stock and the exercise price at the date of exercise. Accordingly, there is a deferred tax asset recorded for the U.S. tax effect of the financial statement expense recorded related to stock option grants in the United States. The tax effect of the U.S. income tax deduction in excess of the financial statement expense, if any, will be recorded as an increase to additional paid-in capital.

A summary of the Company's non-vested equity share activity follows:

	<b>Shares</b>	<b>Weighted-Average Grant Date Fair Value</b>
Nonvested at June 30, 2015	293,983	\$ 6.18
Granted		
Vested		
Forfeited		
Nonvested at September 30, 2015	293,983	\$ 6.18

Share-based compensation of \$1,126,000 related to non-vested equity shares has been recognized in the consolidated statements of operations, with a corresponding benefit to equity, from inception through September 30, 2015. At that date, there remains \$827,000 of unrecognized compensation expense to be recorded on a straight-line basis over the remaining vesting period of over approximately 0.24 years 1.25 years for the non-vested equity shares.

Royal Wolf Long Term Incentive Plan

Royal Wolf established the Royal Wolf Long Term Incentive Plan (the LTI Plan ) in conjunction with its initial public offering in May 2011. Under the LTI Plan, the RWH Board of Directors may grant, at its discretion, options, performance rights and/or restricted shares of RWH capital stock to Royal Wolf employees and executive directors. Vesting terms and conditions may be up to four years and, generally, will be subject to performance criteria based primarily on enhancing shareholder returns using a number of key financial benchmarks, including EBITDA. In addition, unless the RWH Board determines otherwise, if an option, performance right or restricted share has not lapsed or been forfeited earlier, it will terminate at the seventh anniversary from the date of grant.

It is intended that up to one percent of RWH s outstanding capital stock will be reserved for grant under the LTI Plan and a trust will be established to hold RWH shares for this purpose. However, so long as the Company holds more than 50% of the outstanding shares of RWH capital stock, RWH shares reserved for grant under the LTI Plan are required to be purchased in the open market unless the Company agrees otherwise. The LTI Plan, among other provisions, does not permit the transfer, sale, mortgage or encumbering of options, performance rights and restricted shares without the prior approval of the RWH Board. In the event of a change of control, the RWH Board, at its discretion, will determine whether, and how many, unvested options, performance rights and restricted shares will vest. In addition, if, in the RWH Board s opinion, a participant acts fraudulently or dishonestly or is in breach of his obligations to Royal Wolf, the RWH Board may deem any options, performance rights and restricted shares held by or reserved for the participant to have lapsed or been forfeited.

As of September 30, 2015, Royal Wolf has granted, net of forfeitures, 1,588,203 performance rights to key management personnel under the LTI Plan, which includes a special incentive grant of 106,112 performance rights to the RWH chief executive officer that generally will vest ratably each year over the three years commencing on July 1, 2016. Also, as of September 30, 2015, 601,901 of the performance rights have been converted into RWH capital stock through purchases in the open market. In FY 2015 and FY 2016, share-based compensation of \$196,000 and \$131,000, respectively, related to the LTI Plan has been recognized in the consolidated statements of operations, with a corresponding benefit to equity.

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 9. Commitments and Contingencies**

The Company is not involved in any material lawsuits or claims arising out of the normal course of business. The nature of its business is such that disputes can occasionally arise with employees, vendors (including suppliers and subcontractors) and customers over warranties, contract specifications and contract interpretations among other things. The Company assesses these matters on a case-by-case basis as they arise. Reserves are established, as required, based on its assessment of its exposure. The Company has insurance policies to cover general liability and workers compensation-related claims. In the opinion of management, the ultimate amount of liability not covered by insurance under pending litigation and claims, if any, will not have a material adverse effect on our financial position, operating results or cash flows.

In conjunction with the acquisition of Southern Frac on October 1, 2012, GFNMC entered into an agreement with the 10% noncontrolling interest holder for a call option that provides that for the period commencing on April 1, 2013 through October 1, 2017, GFNMC may purchase the noncontrolling interest for an initial price of \$1,500,000, with incremental increases of \$250,000 for each of the subsequent seven six-month periods.

**Note 10. Cash Flows from Operating Activities and Other Financial Information**

The following table provides a detail of cash flows from operating activities (in thousands):

	<b>Quarter Ended September 30,</b>	
	<b>2014</b>	<b>2015</b>
<b>Cash flows from operating activities</b>		
Net income (loss)	\$ 6,401	\$ (535)
Adjustments to reconcile net income to cash flows from operating activities:		
Gain on sales and disposals of property, plant and equipment	(80)	(14)
Gain on sales of lease fleet	(1,560)	(2,138)
Unrealized foreign exchange loss	328	654
Unrealized gain on forward exchange contracts	(790)	(762)
Unrealized loss on interest rate swaps and options	6	
Depreciation and amortization	9,495	9,286
Amortization of deferred financing costs	384	387
Accretion of interest	501	147
Share-based compensation expense	524	626
Deferred income taxes	3,231	(1,139)

Changes in operating assets and liabilities (excluding assets and liabilities from

acquisitions):

Trade and other receivables, net	7,372	1,969
Inventories	(10,593)	(7,763)
Prepaid expenses and other	(1,422)	(1,548)
Trade payables, accrued liabilities and unearned revenues	(1,783)	15,340
Income taxes	31	(408)

Net cash provided by operating activities	\$	12,045	\$	14,102
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## Note 11. Segment Reporting

We have two geographic areas that include four operating segments; the Asia-Pacific area, consisting of the leasing operations of Royal Wolf, and, as discussed above, North America, consisting of the combined leasing operations of Pac-Van and Lone Star, and the manufacturing operations of Southern Frac. Discrete financial data on each of the Company's products is not available and it would be impractical to collect and maintain financial data in such a manner. In managing the Company's business, senior management focuses on primarily growing its leasing revenues and operating cash flow (EBITDA), and investing in its lease fleet through capital purchases and acquisitions.

The tables below represent the Company's revenues from external customers, share-based compensation expense, depreciation and amortization, operating income, interest income and expense, expenditures for additions to long-lived assets (consisting of lease fleet and property, plant and equipment), long-lived assets and goodwill; as attributed to its geographic and operating segments (in thousands):

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)****Quarter Ended September 30, 2015****North America**

	Leasing			Corporate						
	Pac-Van	Lone Star	Combined	Manufacturing	and Intercompany Adjustments	Total	Asia Pacific Leasing	Consolidated		
Revenues:										
	\$ 9,253	\$ -	\$ 9,253	\$ 2,165	\$ (28)	\$ 11,390	\$ 11,068	\$ 22,458		
Leasing	20,794	6,965	27,759	-	(33)	27,726	13,602	41,327		
	\$ 30,047	\$ 6,965	\$ 37,012	\$ 2,165	\$ (61)	\$ 39,116	\$ 24,670	\$ 63,786		
Depreciation based on cost:										
Leasing	\$ 102	\$ 10	\$ 112	\$ 37	\$ 346	\$ 495	\$ 131	\$ 626		
Depreciation based on fair value:										
Leasing	\$ 3,064	\$ 2,672	\$ 5,736	\$ 266	\$ (187)	\$ 5,815	\$ 3,471	\$ 9,286		
Leasing	\$ 3,676	\$ 110	\$ 3,786	\$ (1,147)	\$ (1,336)	\$ 1,303	\$ 2,696	\$ 3,699		
Leasing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17	\$ 17		
Leasing	\$ 1,337	\$ 398	\$ 1,735	\$ 58	\$ 1,956	\$ 3,749	\$ 1,266	\$ 5,015		
Leasing	\$ 10,717	\$ 98	\$ 10,815	\$ 9	\$ 1	\$ 10,825	\$ 4,937	\$ 15,762		

ved

**At September 30, 2015**

lived

\$	227,290	\$	63,498	\$	290,788	\$	3,747	\$	(11,442)	\$	283,093	\$	155,750	\$	438,
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will

\$	48,558	\$	20,782	\$	69,340	\$	2,681	\$	-	\$	72,021	\$	24,954	\$	96,
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**At June 30, 2015**

lived

\$	222,445	\$	65,099	\$	287,544	\$	3,944	\$	(11,624)	\$	279,864	\$	170,573	\$	450,
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will

\$	48,484	\$	20,782	\$	69,266	\$	2,681	\$	-	\$	71,947	\$	27,397	\$	99,
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**Quarter Ended September 30, 2014**

North America

Leasing

Corporate

and  
Intercompany  
AdjustmentsAsia Pacific  
Leasing

Pac-Van

Lone Star

Combined

Manufacturing

Total

Consolida

ues:

\$	8,143	\$	-	\$	8,143	\$	14,767	\$	(12,792)	\$	10,118	\$	14,650	\$	24,
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g

	18,954		17,747		36,701		-		-		36,701		18,973		55,
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\$	27,097	\$	17,747	\$	44,844	\$	14,767	\$	(12,792)	\$	46,819	\$	33,623	\$	80,
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based

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\$	78	\$	5	\$	83	\$	28	\$	213	\$	324	\$	200	\$	
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**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

Depreciation and amortization	\$	2,448	\$	2,856	\$	5,304	\$	277	\$	(135)	\$	5,446	\$	4,049	\$	9,495
Operating income	\$	5,040	\$	6,539	\$	11,579	\$	2,811	\$	(3,929)	\$	10,461	\$	5,007	\$	15,468
Interest income	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	14	\$	14
Interest expense	\$	813	\$	688	\$	1,501	\$	97	\$	2,151	\$	3,749	\$	1,577	\$	5,326
Additions to long-lived assets	\$	17,440	\$	13,072	\$	30,512	\$	285	\$	(3,142)	\$	27,655	\$	5,623	\$	33,278

Intersegment net revenues related to the sales of portable liquid storage containers from Southern Frac to the North American leasing operations totaled \$12,792,000 and \$28,000 during FY 2015 and FY 2016, respectively.

**Note 12. Subsequent Events**

On October 16, 2015, the Company, through Pac-Van, purchased the container business of McKinney Trailer Rentals, Inc., d/b/a McKinney Container Rentals & Sales ( McKinney ), for approximately \$15,567,000, which included holdback and other adjustment amounts totaling approximately \$2,235,000. McKinney leases and sells storage (including refrigerated) containers and chassis and other units in the Seattle and Tacoma area.

On October 19, 2015, the Company announced that its Board of Directors declared a cash dividend of \$2.30 per share on the Series C Preferred Stock (see Note 3). The dividend is for the period commencing on July 31, 2015 through October 30, 2015, and is payable on November 2, 2015 to holders of record as of October 30, 2015.

On October 28, 2015, the Company repaid, prior to maturity, \$5,000,000 of the outstanding borrowings of the Credit Suisse Term Loan.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion of our financial condition and results of operations should be read together with the consolidated financial statements and the accompanying notes thereto, which are included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 (the "Annual Report") filed with the Securities and Exchange Commission (SEC), as well as the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, should, could, would, expect, plan, anticipate, believe, estimate, continue or the negative of such terms or other similar expressions. Risk factors that might cause or contribute to such discrepancies include, but are not limited to, those described in our Annual Report and other SEC filings. We maintain a web site at [www.generalfinance.com](http://www.generalfinance.com) that makes available, through a link to the SEC's EDGAR system website, our SEC filings.

References to we, us, our or the Company refer to General Finance Corporation, a Delaware corporation (GFN), its consolidated subsidiaries. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation (GFN U.S.); GFN North America Leasing Corporation, a Delaware corporation (GFNNA Leasing); GFN North America Corp., a Delaware corporation (GFNNA); GFN Realty Company, LLC, a Delaware limited liability company (GFNRC); GFN Manufacturing Corporation, a Delaware corporation (GFNMC), and its 90%-owned subsidiary, Southern Frac, LLC, a Texas limited liability company (collectively Southern Frac); over 50%-owned Royal Wolf Holdings Limited, an Australian corporation publicly traded on the Australian Securities Exchange (RWH), and its Australian and New Zealand subsidiaries (collectively, Royal Wolf); Pac-Van, Inc., an Indiana corporation, and its Canadian subsidiary, PV Acquisition Corp., an Alberta corporation (collectively Pac-Van); and Lone Star Tank Rental Inc., a Delaware corporation (Lone Star).

**Overview**

Founded in October 2005, we are a leading specialty rental services company offering portable (or mobile) storage, modular space and liquid containment solutions in these three distinct, but related industries, which we collectively refer to as the portable services industry.

We have two geographic areas that include four operating segments; the Asia-Pacific (or Pan-Pacific) area, consisting of Royal Wolf (which leases and sells storage containers, portable container buildings and freight containers in Australia and New Zealand) and North America, consisting of Pac-Van (which leases and sells storage, office and portable liquid storage tank containers, modular buildings and mobile offices), and Lone Star (see above), which are combined to form our North American Leasing operations, and Southern Frac (which manufactures portable liquid storage tank containers). As of September 30, 2015, our two geographic leasing operations lease and sell their products through twenty customer service centers (CSCs) in Australia, nine CSCs in New Zealand, forty-three branch locations in the United States and two branch locations in Canada. At that date, we had 266 and 556 employees and 41,484 and 32,517 lease fleet units in the Asia-Pacific area and North America, respectively.

Our lease fleet is comprised of three distinct specialty rental equipment categories that possess attractive asset characteristics and serve our customers on-site temporary needs and applications. These categories match the sectors comprising the portable services industry.

Our portable storage category is segmented into two products: (1) storage containers, which primarily consist of new and used steel shipping containers under International Organization for Standardization ( ISO ) standards, that provide a flexible, low cost alternative to warehousing, while offering greater security, convenience and immediate accessibility; and (2) freight containers, which are either designed for transport of products by road and rail and are only offered in our Asia-Pacific territory.

Our modular space category is segmented into three products: (1) office containers, which are referred to as portable container buildings in the Asia-Pacific, are either modified or specifically manufactured containers that provide self-contained office space with maximum design flexibility. Office containers in the United States are oftentimes referred to as ground level offices ( GLOs ); (2) modular buildings, which provide customers with flexible space solutions and are often modified to customer specifications and (3) mobile offices, which are re-locatable units with aluminum or wood exteriors and wood (or steel) frames on a steel carriage fitted with axles, and which allow for an assortment of add-ons to provide convenient temporary space solutions.

Our liquid containment category includes portable liquid storage tanks that are manufactured 500-barrel capacity steel containers with fixed axles for transport. These units are regularly utilized for a variety of applications across a

## **Table of Contents**

wide range of industries, including refinery, petrochemical and industrial plant maintenance, oil and gas services, environmental remediation and field services, infrastructure building construction, marine services, pipeline construction and maintenance, tank terminal services, waste management, wastewater treatment and landfill services.

## **Results of Operations**

### **Quarter Ended September 30, 2015 ( FY 2016 ) Compared to Quarter Ended September 30, 2014 ( FY 2015 )**

The following compares our FY 2016 results of operations with our FY 2015 results of operations.

*Revenues.* Revenues decreased \$16.6 million, or 21%, to \$63.8 million in FY 2016 from \$80.4 million in FY 2015. This consisted of a \$7.8 million decrease, or 17%, in revenues in our North American leasing operations, a decrease of \$8.9 million, or 26%, in revenues in the Asia-Pacific area and an increase of \$0.1 million, or 5%, in manufacturing revenues from Southern Frac. The average currency exchange rate of the weakening Australian dollar relative to the U.S. dollar in FY 2016 versus FY 2015 adversely effected the translation of revenues from the Asia-Pacific area. The average currency exchange rate of one Australian dollar during FY 2016 was \$0.7270 U.S. dollar compared to \$0.9261 U.S. dollar during FY 2015. In Australian dollars, total revenues in the Asia-Pacific area decreased by only 6%.

Excluding Lone Star (doing business in the oil and gas sector), North American leasing revenues increased by \$2.9 million in FY 2016 from FY 2015, mainly in the services, retail, construction, education and commercial sectors, where revenues increased between the periods by an aggregate of \$4.1 million. These revenue increases at Pac-Van were offset somewhat by decreases in the oil and gas, mining, government and industrial sectors, which totaled \$1.4 million. At Lone Star, revenues declined by \$10.7 million, or 60%, from \$17.7 million in FY 2015 to \$7.0 million in FY 2016. The revenue decrease in the Asia-Pacific area was primarily in the oil and gas, transport, mining and consumer sectors, where revenues decreased by \$5.9 million in FY 2016 from FY 2015.

Sales and leasing revenues represented 33% and 67% of total non-manufacturing revenues, respectively, in FY 2016 compared to 29% and 71%, respectively, in FY 2015.

Sales during FY 2016 amounted to \$22.5 million, compared to \$24.8 million during FY 2015; representing a decrease of \$2.3 million, or 9%. This consisted of a \$3.6 million decrease, or 24%, in sales in the Asia-Pacific area, an increase of \$1.2 million, or 15%, in our North American leasing operations and an increase in manufacturing sales of \$0.1 million, or 5%, at Southern Frac. Overall, non-manufacturing sales decreased by a net \$2.4 million, or 11%, in FY 2016 from FY 2015. The decrease in the Asia-Pacific area was comprised of a decrease of \$3.3 million (\$1.3 million decrease due to lower unit sales, \$0.8 million increase due to average price increases and \$2.8 million decrease due to foreign exchange movements) in the CSC operations and a decrease of \$0.3 million (\$0.1 million increase due to higher unit sales, a \$0.1 million decrease due to average price decreases and a \$0.3 million decrease due to foreign exchange movements) in the national accounts group. In our North American leasing operations, the higher sales in FY 2016 versus FY 2015 were generated from the services and education sectors, which increased by an aggregate of \$2.5 million. These increases were partially offset by decreases in most other sectors. At Southern Frac, sales in FY 2016 consisted of 132 units sold, 36 portable liquid storage tank containers at an average sales price of \$32,600 and 96 chassis units at an average sales price of approximately \$10,200. In FY 2015, Southern Frac sold 58 liquid storage container tanks at an average sales price of approximately \$34,100 per unit. The decrease in sales of tanks between the periods at Southern Frac was due to the decreased demand from weaker drilling activity, primarily in Texas, as a result of the softer oil and gas market. In response to weaker drilling activity in Texas, Southern Frac began manufacturing and selling other specialty steel products, including a chassis product line targeted to the North American transportation market.

Leasing revenues during FY 2016 totaled \$41.3 million, as compared to \$55.7 million during FY 2015, representing a decrease of \$14.4 million, or 26%. This consisted of a decrease of \$9.0 million, or 25%, in North America, and a decrease of \$5.4 million, or 28%, in the Asia-Pacific area. On a local currency basis, leasing revenues decreased by only 9% in the Asia-Pacific area.

In the Asia-Pacific area, average utilization in the retail and the national accounts group operations was 84% and 59%, respectively, during FY 2016 and 86% and 71% in FY 2015. The overall average utilization was 78% during FY 2016 and 82% during FY 2015. The overall average monthly lease rate decreased to AUS\$164 in FY 2016 from AUS\$180 in FY 2015. Leasing revenues in FY 2016 decreased in Australian dollars over FY 2015 due primarily to the combination of lower monthly lease rates, particularly for portable container buildings, and the average monthly number of units on lease being over 750 lower in FY 2016 as compared to FY 2015.

In our North American leasing operations, average utilization rates were 73%, 81%, 48%, 76% and 80% and average monthly lease rates were \$115, \$321, \$821, \$274 and \$783 for storage containers, office containers, frac tank containers, mobile offices and modular units, respectively, during FY 2016; as compared to 79%, 86%, 89%, 74% and

**Table of Contents**

78% and average monthly lease rates were \$114, \$294, \$847, \$251 and \$797 for storage containers, office containers, frac tank containers, mobile offices and modular units in FY 2015, respectively. The average composite utilization rate decreased to 73% in FY 2016 from 79% in FY 2015, and the composite average monthly number of units on lease was over 4,900 higher in FY 2016 as compared to FY 2015. The strong utilization, average monthly number of units on lease and generally higher monthly lease rates in other product lines has helped to mitigate the decline in demand for frac tanks from the oil and gas sector. Despite its own 60% decline in leasing revenue from the oil and gas sector, Pac-Van increased its overall leasing revenues by \$1.8 million, or 10%, from \$18.9 million in FY 2015 to \$20.7 million in FY 2016, mainly in the commercial, construction and retail sectors, which increased \$2.4 million in aggregate between the periods.

*Cost of Sales.* Cost of sales from our lease inventories and fleet (which is the cost related to our sales revenues only and exclusive of the line items discussed below) decreased by \$2.0 million from \$16.5 million during FY 2015 to \$14.5 million during FY 2016 as a result of the lower sales, as discussed above. However, our gross profit percentage from these non-manufacturing sales increased slightly to approximately 29% in FY 2016 from 28% in FY 2015. Cost of sales from our manufactured products totaled \$2.8 million in FY 2016, versus \$1.1 million in FY 2015, resulting in a gross margin loss of \$0.7 million, due primarily to the production inefficiencies of the start-up of new chassis product line.

*Direct Costs of Leasing Operations and Selling and General Expenses.* Direct costs of leasing operations and selling and general expenses decreased in absolute dollars by \$4.8 million, from \$38.1 million during FY 2015 to \$33.3 million during FY 2016. As a percentage of revenues, these costs increased to 52% during FY 2016 from 47% during FY 2015 due to operating expenses in our North American operations not proportionately decreasing with lower revenues, primarily as a result of the adverse effect from a softer oil and gas market between the periods.

*Depreciation and Amortization.* Depreciation and amortization decreased slightly by \$0.2 million to \$9.1 million in FY 2016 from \$9.3 million in FY 2015. The decrease was \$0.6 million in the Asia-Pacific, primarily as a result of the translation effect of a weaker Australian dollar to the U.S. dollar in FY 2016 versus FY 2015 (in Australian dollars, depreciation and amortization increased by A\$0.4 million); offset somewhat by a \$0.4 million increase in North America, primarily due to our increased investment in the lease fleet and business acquisitions.

*Interest Expense.* Interest expense of \$5.0 million in FY 2016 was \$0.3 million lower than the \$5.3 million in FY 2015. The reduction between the periods was all in the Asia-Pacific area, primarily as a result of the translation effect of a weaker Australian dollar to the U.S. dollar. The weighted-average interest rate in the Asia-Pacific area was 5.5% (which does not include the effect of translation, interest rate swap contracts and options and the amortization of deferred financing costs) in both FY 2016 and FY 2015. In North America, reduced interest expense in FY 2016 resulting from a lower weighted-average interest rate of 4.9% (which does not include the effect of the accretion of interest and amortization of deferred financing costs), as compared to 5.7% in FY 2015, was offset by higher average borrowings in FY 2016, as compared to FY 2015.

*Foreign Currency Exchange and Other.* The currency exchange rate of one Australian dollar to one U.S. dollar was \$0.9439 at June 30, 2014, \$0.8727 at September 30, 2014, \$0.7658 at June 30, 2015 and \$0.6978 at September 30, 2015. In FY 2015 and FY 2016, net unrealized and realized foreign exchange gains (losses) totaled \$(328,000) and \$(29,000) and \$(654,000) and \$5,000, respectively. Unrealized gains on forward-exchange contracts were \$790,000 in FY 2015 and \$762,000 in FY 2016.

*Income Taxes.* Our effective income tax rate was 40.0% in both FY 2016 and FY 2015. The effective rate is greater than the U.S. federal rate of 35% primarily because of state income taxes from the filing of tax returns in multiple U.S. states and the effect of doing business and filing income tax returns in foreign jurisdictions. In FY 2016 we had a

\$0.4 million income tax benefit, as compared to a \$4.3 million income tax expense in FY 2015, due to the pretax loss.

*Preferred Stock Dividends.* In both FY 2016 and FY 2015, we paid dividends of \$0.9 million for primarily our 9.00% Series C Cumulative Redeemable Perpetual Preferred Stock (the "Series C Preferred Stock").

*Noncontrolling Interests.* Noncontrolling interests in the Royal Wolf and Southern Frac results of operations were approximately \$0.6 million and \$1.8 million in FY 2016 and FY 2015, respectively. The decrease of \$1.2 million was due to the reduced profitability at both operating entities, which also included the translation effect at Royal Wolf of a weaker Australian dollar to the U.S. dollar in FY 2016 versus FY 2015.

*Net Income (Loss) Attributable to Common Stockholders.* Net loss attributable to common stockholders was \$2.0 million in FY 2016, as compared to net income of \$3.7 million in FY 2015. The decrease of \$5.7 million between the periods was substantially the result of the lower operating profit in both our Asia-Pacific (including the adverse effect of the weakening Australian dollar) and North American operations.



**Table of Contents****Measures not in Accordance with Generally Accepted Accounting Principles in the United States ( U.S. GAAP )**

Earnings before interest, income taxes, impairment, depreciation and amortization and other non-operating costs and income ( EBITDA ) and adjusted EBITDA are supplemental measures of our performance that are not required by, or presented in accordance with, U.S. GAAP. These measures are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income, income from operations or any other performance measures derived in accordance with U.S. GAAP or as an alternative to cash flow from operating, investing or financing activities as a measure of liquidity. Adjusted EBITDA is a non-U.S. GAAP measure. We calculate adjusted EBITDA to eliminate the impact of certain items we do not consider to be indicative of the performance of our ongoing operations. You are encouraged to evaluate each adjustment and whether you consider each to be appropriate. In addition, in evaluating adjusted EBITDA, you should be aware that in the future, we may incur expenses similar to the expenses excluded from our presentation of adjusted EBITDA. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. We present adjusted EBITDA because we consider it to be an important supplemental measure of our performance and because we believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry, many of which present EBITDA and a form of adjusted EBITDA when reporting their results. Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Because of these limitations, adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or to reduce our indebtedness. We compensate for these limitations by relying primarily on our U.S. GAAP results and using adjusted EBITDA only supplementally. The following table shows our adjusted EBITDA and the reconciliation from net income (in thousands):

	<b>Quarter Ended September 30,</b>	
	<b>2014</b>	<b>2015</b>
Net income (loss)	\$ 6,401	\$ (535)
Add (deduct)		
Provision (benefit) for income taxes	4,267	(356)
Foreign currency exchange loss (gain) and other	(512)	(108)
Interest expense	5,326	5,015
Interest income	(14)	(17)
Depreciation and amortization	9,495	9,286
Share-based compensation expense	524	626
<b>Adjusted EBITDA</b>	<b>\$ 25,487</b>	<b>\$ 13,911</b>

Our business is capital intensive, so from an operating level we focus primarily on EBITDA and adjusted EBITDA to measure our results. These measures provide us with a means to track internally generated cash from which we can fund our interest expense and fleet growth objectives. In managing our business, we regularly compare our adjusted EBITDA margins on a monthly basis. As capital is invested in our established branch (or CSC) locations, we achieve higher adjusted EBITDA margins on that capital than we achieve on capital invested to establish a new branch, because our fixed costs are already in place in connection with the established branches. The fixed costs are those associated with yard and delivery equipment, as well as advertising, sales, marketing and office expenses. With a new market or branch, we must first fund and absorb the start-up costs for setting up the new branch facility, hiring and developing the management and sales team and developing our marketing and advertising programs. A new branch

will have low adjusted EBITDA margins in its early years until the number of units on rent increases. Because of our higher operating margins on incremental lease revenue, which we realize on a branch-by-branch basis, when the branch achieves leasing revenues sufficient to cover the branch's fixed costs, leasing revenues in excess of the break-even amount produce large increases in profitability and adjusted EBITDA margins. Conversely, absent significant growth in leasing revenues, the adjusted EBITDA margin at a branch will remain relatively flat on a period by period comparative basis.

### **Liquidity and Financial Condition**

Though we have raised capital at the corporate level to primarily assist in the funding of acquisitions and lease fleet expenditures, as well as for general purposes, our operating units substantially fund their operations through secured bank credit facilities that require compliance with various covenants. These covenants require our operating units to, among other things, maintain certain levels of interest or fixed charge coverage, EBITDA (as defined), utilization rate and overall leverage.

#### Asia-Pacific Leasing Senior Credit Facility

Royal Wolf has a \$122,115,000 (AUS\$175,000,000) secured senior credit facility, as amended, under a common terms deed arrangement with the Australia and New Zealand Banking Group Limited ( ANZ ) and Commonwealth Bank of Australia ( CBA ) (the ANZ/CBA Credit Facility ). Under the common deed arrangement of the ANZ/CBA

## Table of Contents

Credit Facility, ANZ's proportionate share of the borrowing capacity is \$73,269,000 (AUS\$105,000,000) and CBA's proportionate share is \$48,846,000 (AUS\$70,000,000). The ANZ/CBA Credit Facility has \$87,225,000 (AUS\$125,000,000) maturing on July 31, 2017 (Facility A), and \$34,890,000 (AUS\$50,000,000) maturing on July 31, 2019 (Facility B).

### North America Senior Credit Facility

Our North America leasing (Pac-Van and Lone Star) and manufacturing operations (Southern Frac) have a combined \$232,000,000 senior secured revolving credit facility, as amended, with a syndicate led by Wells Fargo Bank, National Association (Wells Fargo) that also includes HSBC Bank USA, NA, the Private Bank and Trust Company, Capital One Business Credit Corp. and OneWest Bank N.A. (the Wells Fargo Credit Facility). The Wells Fargo Credit Facility, which matures on September 7, 2017, effectively not only finances the Company's North American operations, but also the funding requirements for the Series C Preferred Stock, the term loan with Credit Suisse AG, Singapore Branch (Credit Suisse) and the publicly-traded unsecured senior notes (see below).

The Wells Fargo Credit Facility includes a \$20,000,000 real estate sub-facility to allow the borrowers (including GFNRC) to acquire real estate as collateral. In addition, subject to certain conditions, the amount that may be borrowed under the Wells Fargo Credit Facility may increase by \$20,000,000 to a maximum of \$252,000,000. The maximum amount of intercompany dividends that Pac-Van and Lone Star are allowed to pay in each fiscal year to GFN for the funding requirements of GFN's senior and other debt and the Series C Preferred Stock are (a) the lesser of \$5,000,000 for the Series C Preferred Stock or the amount equal to the dividend rate of the Series C Preferred Stock and its aggregate liquidation preference and the actual amount of dividends required to be paid to the Series C Preferred Stock; (b) the lesser of \$3,125,000 for the term loan with Credit Suisse or the actual annual interest to be paid; and (c) \$6,120,000 for the public offering of unsecured senior notes or the actual amount of annual interest required to be paid; provided that (i) the payment of such dividends does not cause a default or event of default; (ii) each of Pac-Van and Lone Star is solvent; (iii) excess availability, as defined, is \$5,000,000 or more under the Wells Fargo Credit Facility; (iv) the fixed charge coverage ratio, as defined, will be greater than 1.25 to 1.00; and (v) the dividends are paid no earlier than ten business days prior to the date they are due.

### Corporate Senior and Other Debt

#### Credit Suisse Term Loan

On March 31, 2014, we entered into a \$25,000,000 facility agreement with Credit Suisse (Credit Suisse Term Loan) as part of the financing for the acquisition of Lone Star and, on April 3, 2014, we borrowed the \$25,000,000 available to it. The Credit Suisse Term Loan provides that the amount borrowed will bear interest at LIBOR plus 7.50% per year, will be payable quarterly and that all principal and interest will mature two years from the date that we borrowed the \$25,000,000. In addition, the Credit Suisse Term Loan is secured by a first ranking pledge over substantially all shares of RWH owned by GFN U.S., requires a certain coverage maintenance ratio in U.S. dollars based on the value of the RWH shares and, among other things, that an amount equal to six-months interest be deposited in an interest reserve account pledged to secure repayment of all amounts borrowed. We have repaid, prior to maturity, \$10,000,000 of the outstanding borrowings of the Credit Suisse Term Loan and, as of September 30, 2015, there remains \$15,000,000 outstanding.

#### Senior Notes

We have outstanding publicly-traded senior notes (the Senior Notes) in an aggregate principal amount of \$72,000,000. The Senior Notes were issued in minimum denominations of \$25 and integral multiples of \$25 in excess thereof and

pursuant to the First Supplemental Indenture (the "First Supplemental Indenture") dated as of June 18, 2014 by and between us and Wells Fargo, as trustee (the "Trustee"). The First Supplemental Indenture supplements the Indenture entered into by and between us and the Trustee dated as of June 18, 2014 (the "Base Indenture" and, together with the First Supplemental Indenture, the "Indenture"). The Senior Notes bear interest at the rate of 8.125% per annum, mature on July 31, 2021 and are not subject to any sinking fund. Interest on the Senior Notes is payable quarterly in arrears on January 31, April 30, July 31 and October 31, commencing on July 31, 2014.

The Senior Notes rank equally in right of payment with all of our existing and future unsecured senior debt and senior in right of payment to all of its existing and future subordinated debt. The Senior Notes are effectively subordinated to any of our existing and future secured debt, to the extent of the value of the assets securing such debt. The Senior Notes are structurally subordinated to all existing and future liabilities of our subsidiaries and are not guaranteed by any of our subsidiaries.

As of September 30, 2015, our required principal and other obligations payments for the twelve months ending September 30, 2016 and the subsequent three twelve-month periods are as follows (in thousands):

**Table of Contents**

	<b>Twelve Months Ending September 30,</b>			
	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
ANZ/CBA Credit Facility	\$	\$ 76,318	\$	\$ 8,554
Wells Fargo Credit Facility		168,441		
Credit Suisse Term Loan	15,000			
Senior Notes				
Other	5,080	1,450	1,556	1,562
	\$ 20,080	\$ 246,209	\$ 1,556	\$ 10,116

Reference is made to Note 5 of Notes to Condensed Consolidated Financial Statements for further discussion of our senior and other debt.

We currently do not pay a dividend on our common stock and do not intend on doing so in the foreseeable future.

**Capital Deployment and Cash Management**

Our business is capital intensive, and we acquire leasing assets before they generate revenues, cash flow and earnings. These leasing assets have long useful lives and require relatively minimal maintenance expenditures. Most of the capital we deploy into our leasing business historically has been used to expand our operations geographically, to increase the number of units available for lease at our branch and CSC locations and to add to the breadth of our product mix. Our operations have generally generated annual cash flow which would include, even in profitable periods, the deferral of income taxes caused by accelerated depreciation that is used for tax accounting.

As we discussed above, our principal source of capital for operations consists of funds available from the senior secured credit facilities at our operating units. We also finance a smaller portion of capital requirements through finance leases and lease-purchase contracts. We intend to continue utilizing our operating cash flow and net borrowing capacity primarily to expanding our container sale inventory and lease fleet through both capital expenditures and accretive acquisitions; as well as paying dividends on the Series C Preferred Stock and 8.00% Series B Cumulative Preferred Stock ( Series B Preferred Stock ), if and when declared by our Board of Directors.

Reference is made to Note 12 of Notes to Condensed Consolidated Financial Statements for a discussion of recent developments.

Supplemental information pertaining to our consolidated sources and uses of cash is presented in the table below (in thousands):

	<b>Quarter Ended September 30,</b>	
	<b>2015</b>	<b>2016</b>
Net cash provided by operating activities	\$ 12,045	\$ 14,102
Net cash used in investing activities	\$ (30,778)	\$ (9,311)

Net cash provided by financing activities	\$	22,081	\$	1,317
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#### Cash Flow for FY 2016 Compared to FY 2015

*Operating activities.* Our operations provided net cash flow of \$14.1 million during FY 2016, an increase of \$2.1 million from the \$12.0 million of operating cash flow provided during FY 2015. While the net loss of \$0.5 million in FY 2016 was \$6.9 million lower than the net income of \$6.4 million in FY 2015, our management of operating assets and liabilities in FY 2016, when compared to FY 2015, enhanced operating cash flows by \$14.0 million. In FY 2016, our management of operating assets and liabilities increased operating cash flows by \$7.6 million, whereas in FY 2015 operating cash flows were reduced by \$6.4 million. In addition, net unrealized gains and losses from foreign exchange and derivative instruments (see Note 6 of Notes to Condensed Consolidated Financial Statements), which affect operating results but are non-cash add-backs for cash flow purposes, caused only a relatively small net decrease of 0.1 million to operating cash flows in FY 2016 versus a net decrease of \$0.5 million in FY 2015. However, our operating cash flows from non-cash adjustments in FY 2016 decreased by approximately \$0.6 million over FY 2015 as a result of lower depreciation and amortization (including amortization of deferred financing costs and accretion of interest). Depreciation, amortization and accretion of interest totaled \$9.8 million in FY 2016 versus \$10.4 million in FY 2015. Additionally, operating cash flows in FY 2016 were further reduced by \$1.1 million from the add-back of a deferred income tax benefit, as compared to an increase of \$3.2 million for the add-back of deferred income taxes in FY 2015. Typically, our operating cash flows are enhanced by the deferral of most income taxes due to the rapid tax depreciation rate of our fixed assets and available net operating loss carryforwards. In both FY 2016 and FY 2015, operating cash

## **Table of Contents**

flows were reduced by gains on the sales of lease fleet of \$2.1 million and \$1.6 million, respectively, and enhanced by non-cash share-based compensation charges of \$0.6 million and 0.5 million, respectively.

*Investing Activities.* Net cash used in investing activities was \$9.3 million during FY 2016, as compared to \$30.8 million used during FY 2015, a decrease of \$21.5 million. Purchases of property, plant and equipment (or rolling stock) were \$1.1 million in FY 2016 and \$1.8 million FY 2015, a decrease of \$0.7 million; and net capital expenditures of lease fleet (purchases, net of proceeds from sales of lease fleet) were \$7.6 million in FY 2016 as compared to \$25.7 million in FY 2014, a decrease of \$18.1 million. In FY 2016, net capital expenditures of lease fleet were approximately \$5.9 million in North America, as compared to \$24.4 million in FY 2015, a substantial decrease of \$18.5 million due primarily to reduced demand in our liquid containment business; and net capital expenditures of lease fleet in the Pan Pacific totaled \$1.7 million in FY 2016, versus \$1.3 million in FY 2015, an increase of \$0.4 million. The amount of cash that we use during any period in investing activities is almost entirely within management's discretion and we have no significant long-term contracts or other arrangements pursuant to which we may be required to purchase at a certain price or a minimum amount of goods or services. In both FY 2016 and FY 2015, we made one business acquisition in North America for cash of \$0.7 million and \$3.2 million, respectively, a decrease of \$2.5 million between the periods (see Note 4 of Notes to Condensed Consolidated Financial Statements).

*Financing Activities.* Net cash provided by financing activities was \$1.3 million during FY 2016, as compared to \$22.1 million provided during FY 2015, a decrease of \$20.8 million. In FY 2016 and FY 2015, cash provided from financing activities included net borrowings of \$2.5 million and \$23.8 million, respectively, on existing credit facilities to primarily fund our investment in the container lease fleet and business acquisitions. However, cash was used in both FY 2016 and FY 2015 to pay preferred stock dividends of \$0.9 million on primarily our Series C Preferred Stock. Additionally, in FY 2016, \$0.2 million of cash was used to make a distribution to the noncontrolling interest of Southern Frac and, in FY 2015, cash was used to purchase \$0.9 million of RWH capital stock in the open market for eventual issuance to key employees under its Long Term Incentive Plan (see Note 8 of Notes to Condensed Consolidated Financial Statements).

## **Asset Management**

Receivables and inventories were \$44.5 million and \$44.0 million at September 30, 2015 and \$47.6 million and \$36.9 million at June 30, 2015, respectively. At September 30, 2015, days sales outstanding (DSO) in trade receivables were 38 days and 59 days in the Asia-Pacific area and in our North American leasing operations, as compared to 40 days and 66 days at June 30, 2015, respectively. The higher DSO in our North American leasing operations was primarily due to the longer payment lag by our oil and gas customers. Effective asset management is always a significant focus as we strive to apply appropriate credit and collection controls and maintain proper inventory levels to enhance cash flow and profitability.

The net book value of our total lease fleet was \$401.2 million at September 30, 2015, as compared to \$411.0 million at June 30, 2015. At September 30, 2015, we had 74,001 units (21,356 units in retail operations in Australia, 10,071 units in national account group operations in Australia, 10,057 units in New Zealand, which are considered retail; and 32,517 units in North America) in our lease fleet, as compared to 72,856 units (21,301 units in retail operations in Australia, 10,263 units in national account group operations in Australia, 10,178 units in New Zealand, which are considered retail; and 31,114 units in North America) at June 30, 2015. At those dates, 56,665 units (17,695 units in retail operations in Australia, 6,009 units in national account group operations in Australia, 8,621 units in New Zealand, which are considered retail; and 24,340 units in North America); and 54,730 units (17,851 units in retail operations in Australia, 6,391 units in national account group operations in Australia, 8,762 units in New Zealand, which are considered retail; and 21,726 units in North America) were on lease, respectively.

In the Asia-Pacific area, the lease fleet was comprised of 35,703 storage and freight containers and 5,781 portable building containers at September 30, 2015; and 36,177 storage and freight containers and 5,565 portable building containers at June 30, 2015. At those dates, units on lease were comprised of 28,288 storage and freight containers and 4,037 portable building containers; and 29,178 storage and freight containers and 3,826 portable building containers, respectively.

In North America, the lease fleet was comprised of 19,947 storage containers, 2,730 office containers (GLOs), 4,034 portable liquid storage tank containers, 4,666 mobile offices and 1,140 modular units at September 30, 2015; and 18,708 storage containers, 2,550 office containers (GLOs), 4,027 portable liquid storage tank containers, 4,690 mobile offices and 1,139 modular units at June 30, 2015. At those dates, units on lease were comprised of 15,693 storage containers, 2,211 office containers, 1,924 portable liquid storage tank containers, 3,594 mobile offices and 918 modular units; 13,225 storage containers, 2,062 office containers, 1,980 portable liquid storage tank containers, 3,548 mobile offices and 911 modular units, respectively.



## **Table of Contents**

### **Contractual Obligations and Commitments**

Our material contractual obligations and commitments consist of outstanding borrowings under our credit facilities discussed above and operating leases for facilities and office equipment. We believe that our contractual obligations have not changed significantly from those included in our Annual Report.

### **Off-Balance Sheet Arrangements**

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

### **Seasonality**

Although demand from certain customer segments can be seasonal, our operations as a whole are not seasonal to any significant extent. We experience a reduction in sales volumes at Royal Wolf during Australia's summer holiday break from mid-December to the end of January, followed by February being a short working day month. However, this reduction in sales typically is counterbalanced by the increased lease revenues derived from the removals or moving and storage industry, which experiences its seasonal peak of personnel relocations during this same summer holiday break. Demand from some of Pac-Van's customers can be seasonal, such as in the construction industry, which tends to increase leasing activity in the first and fourth quarters; while customers in the retail industry tend to lease more units in the second quarter. Our business at Lone Star and Southern Frac, which is significantly derived from the oil and gas industry, may decline in our second quarter months of November and December and our third quarter months of January and February. These months may have lower activity in parts of the country where inclement weather may delay, or suspend, customer projects. The impact of these delays may be to decrease the number of frac tank containers on lease until companies are able to resume their projects when weather improves.

### **Environmental and Safety**

Our operations, and the operations of many of our customers, are subject to numerous federal and local laws and regulations governing environmental protection and transportation. These laws regulate such issues as wastewater, storm water and the management, storage and disposal of, or exposure to, hazardous substances. We are not aware of any pending environmental compliance or remediation matters that are reasonably likely to have a material adverse effect on our business, financial position or results of operations. However, the failure by us to comply with applicable environmental and other requirements could result in fines, penalties, enforcement actions, third party claims, remediation actions, and could negatively impact our reputation with customers. We have a company-wide focus on safety and have implemented a number of measures to promote workplace safety.

### **Impact of Inflation**

We believe that inflation has not had a material effect on our business. However, during periods of rising prices and, in particular when the prices increase rapidly or to levels significantly higher than normal, we may incur significant increases in our operating costs and may not be able to pass price increases through to our customers in a timely manner, which could harm our future results of operations.

### **Critical Accounting Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we re-evaluate all of our estimates. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may materially differ from these estimates under different assumptions or conditions as additional information becomes available in future periods.

A comprehensive discussion of our critical and significant accounting policies and management estimates are included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and in Note 2 of Notes to Consolidated Financial Statements in our Annual Report. Reference is also made to Note 2 of Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for a further discussion of our significant accounting policies. We believe there have been no significant changes in our critical accounting policies, estimates and judgments during FY 2016.

**Table of Contents**

**Impact of Recently Issued Accounting Pronouncements**

Reference is made to Note 2 of Notes to Condensed Consolidated Financial Statements for a discussion of recently issued accounting pronouncements that could potentially impact us.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the sensitivity of income to changes in interest rates, foreign exchanges and other market-driven rates or prices. Exposure to interest rates and currency risks arises in the normal course of our business and we may use derivative financial instruments to hedge exposure to fluctuations in foreign exchange rates and interest rates. We believe we have no material market risks to our operations, financial position or liquidity as a result of derivative activities, including forward-exchange contracts.

Reference is made to Notes 5 and 6 of Notes to Condensed Consolidated Financial Statements for a discussion of our senior and other debt and financial instruments.

**Item 4. Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file and submit under the Securities Exchange Act of 1934, as amended ( Exchange Act ), is recorded, processed, summarized and reported within the time periods specified in accordance with SEC guidelines and that such information is communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure based on the definition of disclosure controls and procedures in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. In designing and evaluating our disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and that our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures in reaching that level of reasonable assurance.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level. There were no changes in our internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

In evaluating our forward-looking statements, readers should specifically consider risk factors that may cause actual results to vary from those contained in the forward-looking statements. Risk factors associated with our business are included, but not limited to, our Annual Report on Form 10-K for the year ended June 30, 2015, as filed with the SEC on September 11, 2015 ( Annual Report ) and other subsequent filings with the SEC.

**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**

See Exhibit Index attached.

**Table of Contents**

**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: November 9, 2015

GENERAL FINANCE CORPORATION

By: /s/ Ronald F. Valenta  
Ronald F. Valenta  
Chief Executive Officer

By: /s/ Charles E. Barrantes  
Charles E. Barrantes  
Chief Financial Officer

**Table of Contents**

**EXHIBIT INDEX**

Exhibit

Number

Exhibit Description

10.1	Amendment No. 4 dated June 30, 2015 to Amended and Restated Credit Agreement among Wells Fargo Bank, National Association, HSBC Bank USA, NA, OneWest Bank N.A., Pac-Van, Lone Star, GFNRC, Southern Frac and GFNMC (incorporated by reference to Registrant's Form 8-K filed July 2, 2015).
31.1	Certification of Chief Executive Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350
101	The following materials from the Registrant's Quarterly report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Comprehensive Income/Loss, (iv) the Condensed Consolidated Statements of Equity, (v) the Condensed Consolidated Statements of Cash Flows and (vi) Notes to Condensed Consolidated Financial Statements.