

Sears Holdings CORP
Form 425
March 10, 2005

Filed by Sears, Roebuck and Co.

Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-6 under the Securities Exchange Act of 1934

Subject Company:
Sears Holdings Corporation
(Registration No. 333-120954)

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving Sears Holdings Corporation, Sears, Roebuck and Co. and Kmart Holding Corporation, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Sears and Kmart's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of Sears and Kmart stockholders to approve the transaction; the risk that the businesses will not be integrated successfully; failure to quickly realize synergies and cost-savings from the transaction as a result of technical, logistical, competitive and other factors; disruption from the transaction making it more difficult to maintain relationships with clients, employees or suppliers; competitive conditions in retail and related services industries; changes in consumer confidence, tastes, preferences and spending; the availability and level of consumer debt; anticipated cash flow and the ability of Sears Holdings to maintain sufficient operating cash flow and liquidity; the successful execution of, and customer response to, strategic initiatives, including the full-line store strategy and the conversion and integration of the Kmart stores and other new store locations; the pace of growth in store locations, which may be higher or lower than anticipated; the possibility that new business and strategic options for one or more business segments will be identified, potentially including selective acquisitions, dispositions, restructurings, joint ventures and partnerships; trade restrictions, tariffs, and other factors potentially affecting the ability to find qualified vendors and access products in an efficient manner; the ability to successfully implement initiatives to improve inventory management capabilities; anticipated cash flow; changes in interest rates; the outcome of pending legal proceedings and bankruptcy claims; social and political conditions such as war, political unrest and terrorism or natural disasters; the possibility of negative investment returns in any pension plans; volatility in financial markets; changes in debt ratings, credit spreads and cost of funds; the possibility of interruptions in systematically accessing the public debt markets; the impact of seasonal buying patterns, which are difficult to forecast with certainty; and general economic conditions and normal business uncertainty. These forward-looking statements speak only as of the time first made, and no undertaking has been made to update or revise them as more information becomes available. Additional factors that could cause Sears' and Kmart's results to differ materially from those described in the forward-

looking statements can be found in the 2003 Annual Reports on Forms 10-K of Sears and Kmart filed with the SEC and available at the SEC's Internet site (<http://www.sec.gov>).

Sears Holdings Corporation has filed a Registration Statement on Form S-4 with the SEC (Registration No. 333-120954) containing the definitive joint proxy statement-prospectus regarding the proposed transaction. **Stockholders are urged to read the definitive joint proxy statement-prospectus regarding the proposed transaction, because it contains important information.** Stockholders may obtain a free copy of the definitive joint proxy statement-prospectus, as well as other filings containing information about Sears Holdings, Sears and Kmart without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the definitive joint proxy statement-prospectus and the filings with the SEC incorporated by reference in the definitive joint proxy statement-prospectus can also be obtained, without charge, by directing a request to Sears, Roebuck and Co., 3333 Beverly Road, Hoffman Estates, Illinois, 60179, Attention: Office of the Secretary, or to Kmart Holding Corporation, 3100 West Big Beaver Road, Troy, Michigan, 48084, Attention: Office of the Secretary.

The proposed directors and executive officers of Sears Holdings, the respective directors and executive officers of Sears and Kmart and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Sears Holdings' proposed directors and executive officers, Sears' and Kmart's directors and executive officers and other participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is available in the definitive joint proxy statement-prospectus contained in the above-referenced Registration Statement on Form S-4.

* * *

The following text was posted on Sears' internal website:

The Sears Board of Directors and leadership urge all shareholders to vote your proxy and vote in favor of our merger with Kmart. Read more about how to vote your shares and why in Alan's message.

For Internal Use Only

March 1, 2005

Dear Sears Associate,

As you know, a special Sears shareholder meeting will be held at 11 a.m. Thursday, March 24, at the headquarters campus in Hoffman Estates. Shareholders will be asked to adopt the agreement merging Sears and Kmart into a new company, Sears Holdings Corporation.

Owners of Sears stock should now be receiving our joint proxy-prospectus statement, which solicits shareholder votes to approve the merger. If you are a shareholder, please read the proxy-prospectus carefully when this important document arrives.

Each share counts as one vote. Two-thirds of Sears' outstanding shares must be voted in favor of the merger for it to be adopted. The Sears board of directors and I strongly urge all shareholders to vote for the merger. If you are a Sears shareholder, it is extremely important that you vote your shares as soon as possible to make sure your votes are represented at the special meeting.

The merger presents a compelling roadmap for growth. Although Sears was beginning to make progress with our off-mall strategy before our merger talks began, it would have taken Sears several years and hundreds of millions of additional dollars to achieve the market penetration that we will be able to attain in the next year alone. And our potential in 2006 and beyond is far greater.

Reaching out to customers closer to home, with a desirable mix of essential merchandise plus the essence of Sears, is a compelling vision for rapid growth and improved financial results. We can realize this vision much more efficiently by converting appropriate Kmart locations and learning from Kmart's deep experience in providing everyday convenience items, a skill Sears has not yet adequately developed. Beyond that, Kmart brings a "can do" spirit and a sense of urgency that, when combined with the talent and contributions of Sears associates, are sure to drive results. Both companies will benefit from increased scale.

The merger will allow Sears to regain its position as a leading retailer, generating the profits necessary to attract and retain the best associates, and providing an exciting and challenging environment for its associates. This merger is a game changer that will allow Sears to win once again.

In evaluating the merger, our board considered various alternatives. Our stock price was trading in the low \$30s after we announced our third quarter earnings, before any speculation and before this deal was announced. This offer represents significant value for our shareholders and the best alternative to business as usual. We owe it to ourselves and our shareholders not to accept a return to the status quo. Without this merger, we would be forced to consider dramatic steps to compete without the locations and advantages that Kmart brings to us. These changes would not be attractive for the company or for our associates.

The recently announced Federated purchase of May is further evidence of the increasing level of competition and the changes that retailers face to compete. For the best path forward for Sears and our associates and customers, this merger makes the most sense by far.

I am very excited about the prospects for the new company, and I am a firm believer in the value this merger will create. If you are a Sears shareholder, I urge you to vote in favor of the merger and to share in our new company's success.

Sears shareholders of record as of Jan. 26, 2005, may vote their proxy by mail, phone (800-690-6903) or Internet (<http://www.proxyvote.com> Instructions on how to vote are in the joint proxy-prospectus.

Kmart shareholders also will vote on the proposal on March 24. A simple majority is needed for Kmart passage. Companies controlled by Edward Lampert, chairman of Kmart, currently own approximately half of Kmart's stock, so a positive result is likely.

The merger is expected to close very shortly after the approvals by both companies' shareholders. The new Sears Holdings Corporation is expected to issue approximately 156 million shares of common stock at that time. It will trade on the NASDAQ National Market under the ticker symbol SHLD.

Sears Stock

In addition to voting, between now and the special meeting on March 24 Sears shareholders must decide what form of remuneration they would like for their shares, which must be surrendered by the merger close. Holders of Sears common stock may elect \$50 in cash or 0.5 of a share of Sears Holdings Corporation for each share of Sears, Roebuck stock.

Elections are subject to proration, so that in total 45 percent of Sears common stock will be exchanged for the \$50 in cash and 55 percent will be exchanged for Sears Holdings stock. Companies controlled by Edward Lampert own approximately 14 percent of Sears stock, and already have elected to exchange all of their shares for shares of Holdings. A document explaining shareholder choices and instructions for response is being mailed separately from the joint proxy-prospectus.

Kmart shareholders will receive one share of Holdings for one share of Kmart stock, with no cash option.

Hoffman Town Halls

On Wednesday and Thursday this week, I will be conducting town hall meetings at the headquarters to discuss the merger and answer questions. Meetings will be held in the general session room of the Merchandise Review Center. A building invitation schedule has been posted on the intranet. If you are able, I hope you will attend.

Senior Leadership, Organization

At closing or very shortly thereafter, we plan to announce the top-level leaders who will report to Aylwin Lewis and me. These senior executives will move rapidly to appoint vice presidents and directors, who will then work on staffing the organizations at the headquarters offices. Store-level staffing levels are not expected to change. Announcements of management and staffing should be made as decisions are finalized by organization, but these announcements likely will be staggered over time. Certain organizations are larger and more complex than others, and staffing decisions will take longer. I know this is an anxious time for everyone, so the leadership team is committed to working quickly, yet diligently, to make the right decisions.

The Month Ahead

Over the next month, many of us will be preparing for the largest event in Sears' history. The changes ahead of us are exciting. Our strategy for growth is sound. The events leading up to the merger closing may become more distracting, but I ask you to stay focused on what is still our most important job — putting the customer first. When we are a new company, we will be able to reach more customers with more of the brand names and services they want and expect from Sears.

This letter contains forward-looking statements about the expected benefits of the proposed merger, which are subject to risks and uncertainties, such as the failure of Sears and Kmart stockholders to approve the transaction; the risk that the businesses will not be integrated successfully due to the complexity of the process and other challenges that are difficult to predict with certainty; failure to quickly realize synergies and cost-savings from the transaction as a result of technical, logistical, competitive and other factors; disruption from the transaction making it more difficult to maintain relationships with clients, employees or suppliers; possible logistical challenges in the conversion of stores into new formats; changes in consumer confidence, tastes, preferences and spending; general economic conditions, and normal business uncertainty. Actual results may differ materially. These forward-looking statements speak only as of the time of this letter, and no undertaking has been made to update or revise them as more information becomes available.

Sears Holdings Corporation has filed a Registration Statement on Form S-4 with the SEC (SEC File Number 333-120954), which includes a joint proxy statement-prospectus that is being used to solicit proxies for the proposed business combination. Please read the final joint proxy statement prospectus when you receive it. You may obtain a free copy of the definitive joint proxy statement-prospectus, as well as other filings containing information about Sears Holdings, Sears and Kmart without charge, at the SEC's Internet site (<http://www.sec.gov>). The proposed directors and executive officers of Sears Holdings, the respective directors and executive officers of Sears and Kmart and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about them and a description of their direct and indirect interests, by security holdings or otherwise, is available in the joint proxy statement-prospectus.

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(2,118

)

(7,224

)

(6,316

)

(9,982

)

(9,522

)

Net income taxes paid

(750

)

(7,168

)

(2,240

)

(15,694

)

(8,821

)

(18,838

)

Gain on sale of used rental equipment

(3,501

)

(4,333

)

(9,066

)

(10,777

)

(13,657

)

(13,940

)

Gain on sale of property, plant and equipment

—

—

—

(812

)

—

(812

)

Foreign currency exchange loss

201

103

454

113

672

271

Change in certain assets and liabilities:

Accounts receivable, net

(13,586

)

(14,486

)

(6,266

)

(15,920

)

(3,990

)

(10,751

)

Prepaid expenses and other assets

4,937

(6

)

12,944

(2,293

)

1,585

(1,401

)

Accounts payable and other liabilities

(7,031

)

4,685

(20,195

)

5,234

(3,905

)

3,824

Deferred income

10,447

6,692

11,034

8,772

7,398

5,632

Net cash provided by operating activities

\$

35,380

\$

29,791

\$

100,643

\$

84,963

\$

138,666

\$

118,689

Adjusted EBITDA is defined as net income before interest expense, provision for income taxes, depreciation, amortization, and share-based compensation.

2. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total revenues for the period.

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

- Permit the Consolidated Fixed Charge Coverage Ratio (as defined in the Amended Credit Facility and the Note Purchase Agreement (as defined and more fully described under the heading "Liquidity and Capital Resources" in this MD&A)) of Adjusted EBITDA (as defined in the Amended Credit Facility and the Note Purchase Agreement) to fixed charges as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2015, the actual ratio was 3.93 to 1.
- Permit the Consolidated Leverage Ratio of funded debt (as defined in the Amended Credit Facility and the Note Purchase Agreement) to Adjusted EBITDA at any time during any period of four consecutive quarters to be greater than 2.75 to 1. At September 30, 2015, the actual ratio was 2.26 to 1.

At September 30, 2015, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although, significant deterioration in our financial performance could impact the Company's ability to comply with these covenants.

Recent Developments

On September 18, 2015, the Company announced that the Board of Directors declared a quarterly cash dividend of \$0.25 per common share for the quarter ended September 30, 2015, an increase of 2% over the prior year's comparable quarter.

In October 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805). The ASU No. 2015-16 requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendment requires that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed on the acquisition date. The amendment requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The provisions of the ASU No. 2015-16 are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The Company does not expect the adoption of this accounting guidance to have a significant impact on its consolidated financial statements.

Results of Operations

Three Months Ended September 30, 2015 Compared to

Three Months Ended September 30, 2014

Overview

Consolidated revenues for the three months ended September 30, 2015 were flat at \$113.0 million compared to the same period in 2014. Consolidated net income for the three months ended September 30, 2015 decreased 1% to \$13.6 million, from \$13.7 million for the same period in 2014. Earnings per diluted share for the three months ended September 30, 2015 increased 2% to \$0.54 from \$0.53 for the same period in 2014.

For the three months ended September 30, 2015, on a consolidated basis:

- Gross profit increased 2%, to \$50.1 million from \$49.3 million for the same period in 2014. Mobile Modular's gross profit increased \$6.5 million, or 37%, due to higher gross profit on rental and rental related revenues, partly offset by lower gross profit on sales revenues. Enviroplex's gross profit decreased \$0.7 million, or 29%, primarily due to lower sales revenues. Adler Tanks' gross profit decreased \$1.7 million, or 13%, due to lower gross profit on rental and sales revenues, partly offset by higher gross profit on rental related services. TRS-RenTelco's gross profit decreased \$3.2 million, or 21%, primarily due to lower gross profit on rental and sales revenues.
- Selling and administrative expenses increased 3% to \$25.0 million from \$24.2 million in the same period in 2014, primarily due to increased marketing and administrative expenses.
- Interest expense increased 2% to \$2.4 million in 2015 compared to the same period in 2014, as 15% higher average debt levels of the Company was partly offset by 11% lower net average interest rates of 2.67% in 2015 compared to 2.99% in 2014.
- Pre-tax income contribution by Mobile Modular, TRS-RenTelco and Adler Tanks was 48%, 28% and 20%, respectively, compared to 24%, 41% and 29%, respectively, for the comparable 2014 period. These results are discussed on a segment basis below. Enviroplex pre-tax income contribution was 4% in 2015 compared to 6% in 2014.
- Adjusted EBITDA increased \$0.6 million, or 1%, to \$47.0 million, compared to \$46.4 million in 2014.

Mobile Modular

For the three months ended September 30, 2015, Mobile Modular's total revenues increased \$6.9 million, or 15%, to \$53.1 million compared to the same period in 2014, primarily due to higher rental and rental related services revenues, partly offset by lower sales revenues. The revenue increase, together with higher gross margin on rental and rental related services revenues, partly offset by lower gross profit on sales and higher selling and administrative expenses, resulted in pre-tax income that more than doubled to \$10.9 million for the three months ended September 30, 2015, from \$5.3 million for the same period in 2014.

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

Mobile Modular – Three Months Ended 9/30/15 compared to Three Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Three Months Ended		Increase	
	September 30, 2015	2014	(Decrease) \$	%
Revenues				
Rental	\$30,154	\$25,432	\$4,722	19 %
Rental related services	14,313	10,165	4,148	41 %
Rental operations	44,467	35,597	8,870	25 %
Sales	8,539	10,555	(2,016)	-19 %
Other	107	87	20	23 %
Total revenues	53,113	46,239	6,874	15 %
Costs and Expenses				
Direct costs of rental operations:				
Depreciation of rental equipment	4,938	4,272	666	16 %
Rental related services	10,124	7,355	2,769	38 %
Other	7,485	9,242	(1,757)	-19 %
Total direct costs of rental operations	22,547	20,869	1,678	8 %
Costs of sales	6,569	7,848	(1,279)	-16 %
Total costs of revenues	29,116	28,717	399	1 %
Gross Profit				
Rental	17,731	11,918	5,813	49 %
Rental related services	4,189	2,810	1,379	49 %
Rental operations	21,920	14,728	7,192	49 %
Sales	1,970	2,707	(737)	-27 %
Other	107	87	20	23 %
Total gross profit	23,997	17,522	6,475	37 %
Selling and administrative expenses	11,794	10,956	838	8 %
Income from operations	12,203	6,566	5,637	86 %
Interest expense allocation	(1,309)	(1,234)	75	6 %
Pre-tax income	\$10,894	\$5,332	\$5,562	104 %
Other Information				
Average rental equipment ¹	\$678,274	\$607,725	\$70,549	12 %
Average rental equipment on rent	\$520,036	\$445,527	\$74,509	17 %
Average monthly total yield ²	1.48 %	1.39 %		6 %
Average utilization ³	76.7 %	73.3 %		5 %

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Average monthly rental rate ⁴	1.93	%	1.90	%	2	%
Period end rental equipment ¹	\$686,582		\$618,533		\$68,049	11 %
Period end utilization ³	77.9	%	74.2	%	5	%

1. Average and Period end rental equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

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Mobile Modular's gross profit for the three months ended September 30, 2015 increased 37%, to \$24.0 million from \$17.5 million for the same period in 2014. For the three months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues – Rental revenues increased \$4.7 million, or 19%, primarily due to 17% higher average rental equipment on rent and 2% higher average monthly rental rates in 2015 as compared to 2014. As a percentage of rental revenues, depreciation was 16% in 2015 compared to 17% in 2014, and other direct costs were 25% in 2015 compared to 36% in 2014, which resulted in gross margin percentages of 59% in 2015 compared 47% in 2014. The higher rental revenues, together with higher rental margins resulted in gross profit on rental revenues increasing \$5.8 million, or 49%, to \$17.7 million in 2015.
- Gross Profit on Rental Related Services – Rental related services revenues increased \$4.1 million, or 41%, compared to 2014. Most of these service revenues are negotiated with the initial modular building lease and are recognized on a straight-line basis with the associated costs over the initial term of the lease. The increase in rental related services revenues was primarily attributable to higher amortization of delivery and return delivery and dismantle revenues and higher services provided during the lease. The higher revenues, together with higher gross margin percentage of 29% in 2015 compared to 28% in 2014, resulted in rental related services gross profit increasing \$1.4 million, or 49%, to \$4.2 million in 2015.
- Gross Profit on Sales – Sales revenues decreased \$2.0 million, or 19%, compared to 2014, primarily due to lower used equipment sales. Lower sales revenues, together with lower gross margin percentage of 23% in 2015 compared with 26% in 2014, resulted in gross profit on sales decreasing \$0.7 million, or 27%, to \$2.0 million. Sales occur routinely as a normal part of Mobile Modular's rental business; however, these sales and related gross margins can fluctuate from quarter to quarter and year to year depending on customer requirements, equipment availability and funding.

For the three months ended September 30, 2015, selling and administrative expenses increased 8%, to \$11.8 million from \$11.0 million in the same period in 2014, primarily due to higher allocated corporate expenses.

TRS-RenTelco

For the three months ended September 30, 2015, TRS-RenTelco's total revenues decreased \$3.4 million, or 11%, to \$29.3 million compared to the same period in 2014, primarily due to lower rental and sales revenues. Pre-tax income decreased 32% to \$6.4 million for the three months ended September 30, 2015 from \$9.3 million for the same period in 2014, primarily due to lower gross profit on rental and sales revenues, partly offset by lower selling and administrative expenses.

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

TRS-RenTelco – Three Months Ended 9/30/15 compared to Three Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Three Months Ended		Increase	
	September 30, 2015	2014	(Decrease) \$	%
Revenues				
Rental	\$22,612	\$25,481	\$(2,869)	-11 %
Rental related services	821	846	(25)	-3 %
Rental operations	23,433	26,327	(2,894)	-11 %
Sales	5,401	5,965	(564)	-9 %
Other	439	427	12	3 %
Total revenues	29,273	32,719	(3,446)	-11 %
Costs and Expenses				
Direct costs of rental operations:				
Depreciation of rental equipment	9,858	10,170	(312)	-3 %
Rental related services	664	702	(38)	-5 %
Other	3,448	3,078	370	12 %
Total direct costs of rental operations	13,970	13,950	20	0 %
Costs of sales	2,761	2,991	(230)	-8 %
Total costs of revenues	16,731	16,941	(210)	-1 %
Gross Profit				
Rental	9,306	12,233	(2,927)	-24 %
Rental related services	157	144	13	9 %
Rental operations	9,463	12,377	(2,914)	-24 %
Sales	2,640	2,974	(334)	-11 %
Other	439	427	12	3 %
Total gross profit	12,542	15,778	(3,236)	-21 %
Selling and administrative expenses	5,448	5,844	(396)	-7 %
Income from operations	7,094	9,934	(2,840)	-29 %
Interest expense allocation	(527)	(531)	(4)	-1 %
Foreign currency exchange loss	(201)	(103)	(98)	95 %
Pre-tax income	\$6,366	\$9,300	\$(2,934)	-32 %
Other Information				
Average rental equipment ¹	\$267,552	\$261,077	\$6,475	2 %
Average rental equipment on rent	\$163,222	\$163,170	\$52	0 %
Average monthly total yield ²	2.82 %	3.25 %		-13 %
Average utilization ³	61.0 %	62.5 %		-2 %

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Average monthly rental rate ⁴	4.62	%	5.20	%	-11 %
Period end rental equipment ¹	\$265,927		\$262,413	\$3,514	1 %
Period end utilization ³	60.5	%	64.2	%	-6 %

1. Average and Period end rental equipment represents the cost of rental equipment excluding accessory equipment.
2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

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TRS-RenTelco's gross profit for the three months ended September 30, 2015 decreased 21% to \$12.5 million from \$15.8 million in 2014. For the three months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues – Rental revenues decreased \$2.9 million, or 11%, as compared to 2014, and depreciation expense decreased \$0.3 million, or 3%, resulting in decreased gross profit on rental revenues of \$2.9 million, or 24%, to \$9.3 million. As a percentage of rental revenues, depreciation was 44% in 2015 compared to 40% in 2014 and other direct costs were 15% in 2015 and 12% in 2014, which resulted in a gross margin percentage of 41% in 2015 compared to 48% in 2014. The rental revenues decrease was due to 11% lower monthly rental rates and flat average rental equipment on rent in 2015 as compared to 2014.
- Gross Profit on Sales – Sales revenues decreased 9% to \$5.4 million in 2015. Gross profit on sales decreased 11% to \$2.6 million with gross margin percentage decreasing to 49% from 50% in 2014, due to lower gross margins on used equipment sales. Sales occur as a normal part of TRS-RenTelco's rental business; however, these sales and related gross margins can fluctuate from quarter to quarter depending on customer requirements and related mix of equipment sold, equipment availability and funding.

For the three months ended September 30, 2015, selling and administrative expenses decreased 7%, to \$5.4 million from \$5.8 million in the same period in 2014, primarily due to lower allocated corporate expenses.

Adler Tanks

For the three months ended September 30, 2015, Adler Tanks' total revenues decreased \$1.2 million, or 5%, to \$24.5 million compared to the same period in 2014, primarily due to lower rental and rental related services revenues, partly offset by higher sales revenues. The revenue decrease, together with lower gross margin on sales and higher selling and administrative expenses, resulted in a \$2.1 million, or 33%, decrease in pre-tax income to \$4.4 million for the three months ended September 30, 2015, compared to the same period in 2014.

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

Adler Tanks – Three Months Ended 9/30/15 compared to Three Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Three Months Ended		Increase	
	September 30, 2015	2014	(Decrease) \$	%
Revenues				
Rental	\$17,429	\$18,729	\$(1,300)	-7 %
Rental related services	6,728	6,860	(132)	-2 %
Rental operations	24,157	25,589	(1,432)	-6 %
Sales	321	124	197	159 %
Other	19	—	19	nm
Total revenues	24,497	25,713	(1,216)	-5 %
Costs and Expenses				
Direct costs of rental operations:				
Depreciation of rental equipment	4,013	3,856	157	4 %
Rental related services	5,014	5,449	(435)	-8 %
Other	3,099	2,635	464	18 %
Total direct costs of rental operations	12,126	11,940	186	2 %
Costs of sales	368	54	314	nm
Total costs of revenues	12,494	11,994	500	4 %
Gross Profit				
Rental	10,317	12,238	(1,921)	-16 %
Rental related services	1,714	1,411	303	21 %
Rental operations	12,031	13,649	(1,618)	-12 %
Sales	(47)	70	(117)	-167 %
Other	19	—	19	nm
Total gross profit	12,003	13,719	(1,716)	-13 %
Selling and administrative expenses	6,936	6,502	434	7 %
Income from operations	5,067	7,217	(2,150)	-30 %
Interest expense allocation	(656)	(666)	(10)	-2 %
Pre-tax income	\$4,411	\$6,551	\$(2,140)	-33 %
Other Information				
Average rental equipment ¹	\$305,550	\$294,125	\$11,425	4 %
Average rental equipment on rent	\$179,017	\$184,310	\$(5,293)	-3 %
Average monthly total yield ²	1.90 %	2.12 %		-10 %
Average utilization ³	58.6 %	62.7 %		-7 %
Average monthly rental rate ⁴	3.25 %	3.39 %		-4 %

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Period end rental equipment ¹	\$ 306,778	\$ 296,834	\$ 9,944	3	%
Period end utilization ³	57.0	%	65.1	%	-12 %

1. Average and Period end rental equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
 2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
 3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
 4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.
- nm = not meaningful

Adler Tanks' gross profit for the three months ended September 30, 2015 decreased 13% to \$12.0 million from \$13.7 million for the same period in 2014. For the three months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues – Rental revenues decreased \$1.3 million, or 7%, due to 4% lower average rental rates and 3% lower average rental equipment on rent in 2015 compared to 2014. As a percentage of rental revenues, depreciation was 23% and 21% in 2015 and 2014, respectively, and other direct costs were 18% and 14% in 2015 and 2014, respectively, which resulted in gross margin percentages of 59% and 65% in 2015 and 2014, respectively. The lower rental revenues, together with lower rental margins resulted in gross profit on rental revenues decreasing \$1.9 million, or 16%, to \$10.3 million in 2015.

- Gross Profit on Rental Related Services – Rental related services revenues decreased \$0.1 million, or 2%, compared to 2014. Higher gross margin percentage of 26% in 2015 compared to 21% in 2014, partly offset by lower revenues, resulted in rental related services gross profit increasing 21% to \$1.7 million in 2015.

For the three months ended September 30, 2015, selling and administrative expenses increased 7% to \$6.9 million compared to the same period in 2014, primarily due to increased marketing and administrative expenses.

Nine Months Ended September 30, 2015 Compared to

Nine Months Ended September 30, 2014

Overview

Consolidated revenues for the nine months ended September 30, 2015 increased 1% to \$299.3 million from \$296.3 million for the same period in 2014. Consolidated net income for the nine months ended September 30, 2015 decreased 9% to \$29.0 million, from \$31.8 million for the same period in 2014. Earnings per diluted share for the nine months ended September 30, 2015 decreased 8% to \$1.12 from \$1.22 for the same period in 2014.

For the nine months ended September 30, 2015, on a consolidated basis:

- Gross profit increased \$0.1 million to \$130.2 million compared to the same period in 2014. Mobile Modular's gross profit increased \$13.0 million, or 30%, primarily due to higher gross profit on rental and rental related services, partly offset by lower gross profit on sales. Adler Tanks' gross profit decreased \$3.4 million, or 9%, primarily due to lower gross profit on rental and sales revenues. TRS-RenTelco's gross profit decreased \$8.6 million, or 20%, primarily due to lower gross profit on rental and sales revenues. Enviroplex's gross profit decreased \$0.8 million, or 27%, primarily due to lower sales revenues.
- Selling and administrative expenses increased 4% to \$74.7 million from \$71.5 million for the same period in 2014, primarily due to increased employee headcount, salaries, employee benefit costs and marketing and administrative expenses.
- Interest expense increased 4% to \$7.2 million, due to 12% higher average debt levels of the Company, partly offset by 7% lower net average interest rates of 2.82% in 2015 compared to 3.04% in 2014.
 - In 2014, other non-operating income included the Company's sale of an excess property in June 2014 for net proceeds of \$2.5 million resulting in a gain on sale of \$0.8 million, which was allocated to Mobile Modular, TRS-RenTelco and Adler Tanks based on their pro-rata share of direct revenues. This property was previously used as one of the Company's branch sales and inventory centers prior to the TRS acquisition in 2004. Since 2004, the property had not been used in support of rental operations. There were no sales of excess properties in 2015.
- Pre-tax income contribution by Mobile Modular, TRS-RenTelco and Adler Tanks was 38%, 34% and 29%, respectively, compared to 18%, 47% and 34%, respectively, for the comparable 2014 period. These results are discussed on a segment basis below. Pre-tax income contribution by Enviroplex was negative 1% compared to 1% in 2014.
- Adjusted EBITDA decreased \$1.5 million, or 1%, to \$121.2 million compared to \$122.7 million in 2014.

Mobile Modular

For the nine months ended September 30, 2015, Mobile Modular's total revenues increased \$16.9 million, or 14%, to \$134.1 million compared to the same period in 2014, primarily due to higher rental and rental related services and revenues, partly offset by lower sales revenues during the period. The revenue increase, together with higher gross margin on rental revenues, partly offset by higher selling and administrative expenses, resulted in a 93% increase in pre-tax income to \$18.0 million for the nine months ended September 30, 2015, from \$9.3 million for the same period in 2014.

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

Mobile Modular – Nine Months Ended 9/30/15 compared to Nine Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Nine Months Ended		Increase (Decrease)		
	September 30, 2015	2014	\$	%	
Revenues					
Rental	\$84,242	\$69,644	\$14,598	21	%
Rental related services	33,904	25,493	8,411	33	%
Rental operations	118,146	95,137	23,009	24	%
Sales	15,630	21,716	(6,086)	-28	%
Other	341	341	—	0	%
Total revenues	134,117	117,194	16,923	14	%
Costs and Expenses					
Direct costs of rental operations:					
Depreciation of rental equipment	14,218	12,114	2,104	17	%
Rental related services	24,293	18,458	5,835	32	%
Other	27,750	27,156	594	2	%
Total direct costs of rental operations	66,261	57,728	8,533	15	%
Costs of sales	11,593	16,170	(4,577)	-28	%
Total costs of revenues	77,854	73,898	3,956	5	%
Gross Profit					
Rental	42,274	30,374	11,900	39	%
Rental related services	9,611	7,035	2,576	37	%
Rental operations	51,885	37,409	14,476	39	%
Sales	4,037	5,546	(1,509)	-27	%
Other	341	341	—	0	%
Total gross profit	56,263	43,296	12,967	30	%
Selling and administrative expenses	34,436	30,786	3,650	12	%
Income from operations	21,827	12,510	9,317	74	%
Interest expense allocation	(3,790)	(3,524)	266	8	%
Gain on sale of property, plant and equipment	—	341	(341)	-100	%
Pre-tax income	\$18,037	\$9,327	\$8,710	93	%
Other Information					
Average rental equipment ¹	\$658,404	\$588,157	\$70,247	12	%
Average rental equipment on rent	\$495,546	\$419,649	\$75,897	18	%
Average monthly total yield ²	1.42	%	1.32	%	8 %

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Average utilization ³	75.3	%	71.4	%	5	%
Average monthly rental rate ⁴	1.89	%	1.84	%	3	%
Period end rental equipment ¹	\$686,582		\$618,533		\$68,049	11 %
Period end utilization ³	77.9	%	74.2	%	5	%

1. Average and Period end rental equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory and accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.

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Mobile Modular's gross profit for the nine months ended September 30, 2015 increased 30% to \$56.3 million from \$43.3 million for the same period in 2014. For the nine months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues - Rental revenues increased \$14.6 million, or 21%, primarily due to 18% higher average rental equipment on rent and 3% higher average monthly rental rates in 2015 as compared to 2014. As a percentage of rental revenues, depreciation was 17% in 2015 and 2014 and other direct costs were 33% in 2015 and 39% in 2014, which resulted in gross margin percentage of 50% in 2015 and 44% in 2014. The higher rental revenues, together with higher rental margins, resulted in gross profit on rental revenues increasing \$11.9 million, or 39%, to \$42.3 million in 2015.
 - Gross Profit on Rental Related Services – Rental related services revenues increased \$8.4 million, or 33%, compared to 2014. Most of these service revenues are negotiated with the initial lease and are recognized on a straight-line basis with the associated costs over the initial term of the lease. The increase in rental related services revenues was primarily attributable to higher amortization of delivery and return delivery and dismantle revenues, increased services performed during the lease and higher delivery and return delivery revenues at Mobile Modular Portable Storage. The higher revenues and flat gross margin percentage of 28% in 2015 and 2014 resulted in rental related services gross profit increasing 37% to \$9.6 million from \$7.0 million in 2014.
 - Gross Profit on Sales – Sales revenues decreased \$6.1 million, or 26%, due to lower new and used equipment sales compared to 2014. Lower sales revenues and flat gross margin percentage of 26% in 2015 compared to 2014, resulted in sales gross profit decreasing 27% to \$4.0 million from \$5.5 million in 2014. Sales occur routinely as a normal part of Mobile Modular's rental business; however, these sales and related gross margins can fluctuate from quarter to quarter and year to year depending on customer requirements, equipment availability and funding.
- For the nine months ended September 30, 2015, selling and administrative expenses increased 12%, to \$34.4 million from \$30.8 million in the same period in 2014, primarily due to increased employee headcount, salaries and benefit cost and higher corporate allocated expenses.

TRS-RenTelco

For the nine months ended September 30, 2015, TRS-RenTelco's total revenues decreased \$9.2 million, or 10%, to \$85.3 million compared to the same period in 2014, due to lower rental and sales revenues. Pre-tax income decreased 34%, to \$16.2 million for the nine months ended September 30, 2015 compared to \$24.6 million for the same period in 2014, primarily due to lower gross profit on rental and sales revenues.

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

TRS-RenTelco – Nine Months Ended 9/30/15 compared to Nine Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Nine Months Ended		Increase	
	September 30, 2015	2014	(Decrease) \$	%
Revenues				
Rental	\$66,612	\$73,665	\$(7,053)	-10 %
Rental related services	2,271	2,463	(192)	-8 %
Rental operations	68,883	76,128	(7,245)	-10 %
Sales	15,173	17,074	(1,901)	-11 %
Other	1,212	1,295	(83)	-6 %
Total revenues	85,268	94,497	(9,229)	-10 %
Costs and Expenses				
Direct costs of rental operations:				
Depreciation of rental equipment	30,335	30,709	(374)	-1 %
Rental related services	2,054	2,084	(30)	-1 %
Other	10,121	8,956	1,165	13 %
Total direct costs of rental operations	42,510	41,749	761	2 %
Costs of sales	7,465	8,832	(1,367)	-15 %
Total costs of revenues	49,975	50,581	(606)	-1 %
Gross Profit				
Rental	26,156	34,000	(7,844)	-23 %
Rental related services	217	379	(162)	-43 %
Rental operations	26,373	34,379	(8,006)	-23 %
Sales	7,708	8,242	(534)	-6 %
Other	1,212	1,295	(83)	-6 %
Total gross profit	35,293	43,916	(8,623)	-20 %
Selling and administrative expenses	17,059	17,848	(789)	-4 %
Income from operations	18,234	26,068	(7,834)	-30 %
Interest expense allocation	(1,580)	(1,584)	(4)	0 %
Gain on sale of property, plant and equipment	—	276	(276)	-100 %
Foreign currency exchange gain (loss)	(454)	(113)	(341)	nm
Pre-tax income	\$16,200	\$24,647	\$(8,447)	-34 %
Other Information				
Average rental equipment ¹	\$266,748	\$263,476	\$3,272	1 %
Average rental equipment on rent	\$160,687	\$157,027	\$3,660	2 %
Average monthly total yield ²	2.77 %	3.10 %		-11 %
Average utilization ³	60.2 %	59.6 %		1 %

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Average monthly rental rate ⁴	4.61	%	5.21	%	-12	%
Period end rental equipment ¹	\$265,927		\$262,413		\$3,514	1 %
Period end utilization ³	60.5	%	64.2	%	-6	%

1. Average and Period end rental equipment represents the cost of rental equipment excluding accessory equipment.
 2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
 3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
 4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.
- nm = not meaningful

TRS-RenTelco's gross profit for the nine months ended September 30, 2015 decreased 20% to \$35.3 million from \$43.9 million for the same period in 2014. For the nine months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues – Rental revenues decreased \$7.1 million, or 10%, with depreciation expenses decreasing \$0.4 million, or 1%, to \$30.3 million and other direct costs increasing \$1.2 million, or 13%, to \$10.1 million, resulting in decreased gross profit on rental revenues of \$7.8 million, or 23%, to \$26.2 million. As a percentage of rental revenues, depreciation was 46% and 42% in 2015 and 2014, respectively, and other direct costs were 15% and 12% in 2015 and 2014, respectively, which resulted in a gross margin percentage of 39% and 46% in 2015 and 2014, respectively. The rental revenues decrease was due to 12% lower average monthly rental rates, partly offset by 2% higher average rental equipment on rent compared to 2014.
- Gross Profit on Sales – Sales revenues decreased \$1.9 million, or 11%, to \$15.2 million in 2015, compared to \$17.1 million in 2014. Lower sales revenues, partly offset by higher gross margin percentage of 51% in 2015 compared to 48% in 2014, due to higher gross margins on new equipment sales, resulted in gross profit on sales decreasing 6%, to \$7.7 million from \$8.2 million in 2014. Sales occur routinely as a normal part of TRS-RenTelco's rental business; however, these sales and related gross margins can fluctuate from quarter to quarter depending on customer requirements, equipment availability and funding.

For the nine months ended September 30, 2015, selling and administrative expenses decreased 4%, to \$17.1 million from \$17.8 million in the same period in 2014, primarily due to lower allocated corporate expenses.

Adler Tanks

For the nine months ended September 30, 2015, Adler Tanks' total revenues decreased \$2.5 million, or 3%, to \$71.5 million compared to the same period in 2014, primarily due to lower rental and rental related services revenues during the period. The revenue decrease, \$0.4 million higher selling and administrative expenses and lower gross margins on sales revenues resulted in pre-tax income of \$13.7 million for the nine months ended September 30, 2015, a decrease of 23% compared to 2014.

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

Adler Tanks – Nine Months Ended 9/30/15 compared to Nine Months Ended 9/30/14 (Unaudited)

(dollar amounts in thousands)	Nine Months Ended		Increase	
	September 30, 2015	2014	(Decrease) \$	%
Revenues				
Rental	\$52,148	\$54,572	\$(2,424)	-4 %
Rental related services	18,281	18,573	(292)	-2 %
Rental operations	70,429	73,145	(2,716)	-4 %
Sales	1,012	815	197	24 %
Other	70	78	(8)	-10 %
Total revenues	71,511	74,038	(2,527)	-3 %
Costs and Expenses				
Direct costs of rental operations:				
Depreciation of rental equipment	11,954	11,296	658	6 %
Rental related services	14,255	14,637	(382)	-3 %
Other	7,598	7,581	17	0 %
Total direct costs of rental operations	33,807	33,514	293	1 %
Costs of sales	1,321	745	576	77 %
Total costs of revenues	35,128	34,259	869	3 %
Gross Profit (Loss)				
Rental	32,596	35,695	(3,099)	-9 %
Rental related services	4,026	3,936	90	2 %
Rental operations	36,622	39,631	(3,009)	-8 %
Sales	(309)	70	(379)	nm
Other	70	78	(8)	-10 %
Total gross profit	36,383	39,779	(3,396)	-9 %
Selling and administrative expenses	20,755	20,338	417	2 %
Income from operations	15,628	19,441	(3,813)	-20 %
Interest expense allocation	(1,953)	(1,950)	3	0 %
Gain on sale of property, plant and equipment	—	195	(195)	-100%
Pre-tax income	\$13,675	\$17,686	\$(4,011)	-23 %
Other Information				
Average rental equipment ¹	\$302,922	\$287,196	\$15,726	5 %
Average rental equipment on rent	\$181,351	\$178,561	\$2,790	2 %
Average monthly total yield ²	1.91 %	2.11 %		-9 %
Average utilization ³	59.9 %	62.2 %		-4 %

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Average monthly rental rate ⁴	3.19	%	3.40	%	-6	%
Period end rental equipment ¹	\$306,778		\$296,834		\$9,944	3 %
Period end utilization ³	57.0	%	65.1	%	-12	%

1. Average and Period end rental equipment represents the cost of rental equipment excluding new equipment inventory and accessory equipment.
 2. Average monthly total yield is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment, for the period.
 3. Period end utilization is calculated by dividing the cost of rental equipment on rent by the total cost of rental equipment excluding new equipment inventory accessory equipment. Average utilization for the period is calculated using the average month end costs of rental equipment.
 4. Average monthly rental rate is calculated by dividing the averages of monthly rental revenues by the cost of rental equipment on rent, for the period.
- nm = not meaningful

Adler Tanks' gross profit for the nine months ended September 30, 2015 decreased 9% to \$36.4 million from \$39.8 million for the same period in 2014. For the nine months ended September 30, 2015 compared to the same period in 2014:

- Gross Profit on Rental Revenues – Rental revenues decreased \$2.4 million, or 4%, primarily due to 6% lower average monthly rental rates, partly offset by 2% higher average rental equipment on rent in 2015 as compared to 2014. As a percentage of rental revenues, depreciation was 23% and 21% in 2015 and 2014, respectively, and other direct costs were 15% and 14%, respectively, in 2015 and 2014, which resulted in gross margin percentages of 63% and 65% in 2015 and 2014, respectively. The lower rental revenues and lower rental margins resulted in gross profit on rental revenues decreasing \$3.1 million, or 9%, to \$32.6 million in 2015.
- Gross Profit on Rental Related Services – Rental related services revenues decreased \$0.3 million, or 2%, compared to 2014. Higher gross margin percentage of 22% in 2015 compared to 21% in 2014, partly offset by lower revenues, resulted in rental related services gross profit increasing \$0.1 million, or 2%, to \$4.0 million from \$3.9 million in 2014.

For the nine months ended September 30, 2015, selling and administrative expenses increased 2% to \$20.8 million from \$20.3 million in same period in 2014, primarily due to increased employee head count, salaries and benefit costs and marketing and administrative expenses.

Liquidity and Capital Resources

The Company's rental businesses are capital intensive and generate significant cash flows. Cash flows for the Company for the nine months ended September 30, 2015 compared to the same period in 2014 are summarized as follows:

Cash Flows from Operating Activities: The Company's operations provided net cash of \$100.6 million in 2015 compared to \$85.0 million in 2014. The 18% increase in net cash provided by operating activities was primarily attributable to decreased prepaid expenses and other assets, partly offset by lower income from operations and other balance sheet changes.

Cash Flows from Investing Activities: Net cash used in investing activities was \$93.2 million in 2015, compared to \$96.7 million in 2014. The \$3.5 million decrease was primarily due to \$8.1 million lower purchases of rental equipment of \$104.9 million in 2015, compared to \$113.0 million in 2014, partly offset by \$2.5 million lower proceeds from sale of property, plant and equipment and \$3.2 million lower proceeds from sale of used equipment.

Cash Flows from Financing Activities: Net cash used in financing activities was \$7.8 million in 2015, compared to net cash provided by financing of \$10.9 million in 2014. The \$18.7 million change in net cash flows from financing activities was primarily due to \$48.8 million repurchase of common stock and \$20.0 million principal payment under the Company's senior notes compared to \$20.0 million of net borrowings in 2014, partly offset by \$67.4 million of increased borrowing on the Company's bank lines of credit and \$3.0 million lower taxes paid related to net share settlement of stock awards.

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

Unsecured Revolving Lines of Credit

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

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

At September 30, 2015, under the Amended Credit Facility and Sweep Service Facility, the Company had unsecured lines of credit that permit it to borrow up to \$430.0 million of which \$282.1 million was outstanding, and had capacity to borrow up to an additional \$147.9 million. The Amended Credit Facility contains financial covenants requiring the Company to not (all defined terms used below not otherwise defined herein have the meaning assigned to such terms in the Amended Credit Facility):

- Permit the Consolidated Fixed Charge Coverage Ratio as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2015, the actual ratio was 3.93 to 1.
- Permit the Consolidated Leverage Ratio at any time during any period of four consecutive fiscal quarters to be greater than 2.75 to 1. At September 30, 2015, the actual ratio was 2.26 to 1.
- Permit Tangible Net Worth as of the end of any fiscal quarter of the Company to be less than the sum of (i) \$246.1 million plus (ii) 25% of the Company's Consolidated Net Income (as defined in the Amended Credit Facility) (but only if a positive number) for each fiscal quarter ended subsequent to December 31, 2011 plus (iii) 90% of the net cash proceeds from the issuance of the Company's capital stock after December 31, 2011. At September 30, 2015, such sum was \$302.1 million and the actual Tangible Net Worth of the Company was \$352.0 million.

At September 30, 2015, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although significant deterioration in our financial performance could impact the Company's ability to comply with these covenants.

4.03% Senior Notes Due in 2018

On April 21, 2011, the Company entered into a Note Purchase and Private Shelf Agreement (the “Note Purchase Agreement”) with Prudential Investment Management, Inc. (“PIM”), The Prudential Insurance Company of America and Prudential Retirement Insurance and Annuity Company (collectively, the “Purchasers”), pursuant to which the Company agreed to sell an aggregate principal amount of \$100.0 million of its 4.03% Series A Senior Notes (the “Series A Senior Notes”) to the Purchasers. The Series A Senior Notes are an unsecured obligation of the Company, due on April 21, 2018. Interest on these notes is due semi-annually in arrears and the principal is due in five equal annual installments, with the first payment due on April 21, 2014. In addition, the Note Purchase Agreement allows for the issuance and sale of additional senior notes to the Purchasers (the “Shelf Notes”) in the aggregate principal amount of \$100.0 million, to mature no more than 12 years after the date of original issuance thereof, to have an average life of no more than 10 years and to bear interest on the unpaid balance. At September 30, 2015, the principal balance outstanding under the Series A Senior Notes was \$60.0 million.

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

3.68% Senior Notes Due in 2021

On March 17, 2014, the Company issued and sold to the Purchasers a \$40.0 million aggregate principal amount of its 3.68% Series B Senior Notes (the “Series B Senior Notes”) pursuant to the terms of the Note Purchase Agreement, as amended. The Series B Senior Notes are an unsecured obligation of the Company and bear interest at a rate of 3.68% per annum and mature on March 17, 2021. Interest on the Series B Senior Notes is payable semi-annually beginning on September 17, 2014 and continuing thereafter on March 17 and September 17 of each year until maturity. The full net proceeds from the Series B Senior Notes will be used for working capital and other general corporate purposes. At September 30, 2015, the principal balance outstanding under the Series B Senior Notes was \$40.0 million.

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

- Permit the Consolidated Fixed Charge Coverage Ratio of EBITDA (as defined in the Note Purchase Agreement) to fixed charges as of the end of any fiscal quarter to be less than 2.50 to 1. At September 30, 2015, the actual ratio was 3.93 to 1.
- Permit the Consolidated Leverage Ratio of funded debt to EBITDA (as defined in the Note Purchase Agreement) at any time during any period of four consecutive quarters to be greater than 2.75 to 1. At September 30, 2015, the actual ratio was 2.26 to 1.
- Permit tangible net worth, calculated as of the last day of each fiscal quarter, to be less than the sum of (i) \$229.0 million, plus (ii) 25% of net income for such fiscal quarter subsequent to December 31, 2010, plus (iii) 90% of the net cash proceeds from the issuance of the Company’s capital stock after December 31, 2010. At September 30, 2015, such sum was \$302.1 million and the actual tangible net worth of the Company was \$352.0 million.

At September 30, 2015, the Company was in compliance with each of the aforementioned covenants. There are no anticipated trends that the Company is aware of that would indicate non-compliance with these covenants, although significant deterioration in our financial performance could impact the Company’s ability to comply with these covenants.

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

proceeds from sales of rental equipment.

Common Stock Purchase

In May 2008, the Company's Board of Directors authorized the Company to repurchase an aggregate of 2,000,000 shares of the Company's outstanding common stock. The Company has in the past made purchases of shares of its common stock from time to time in over-the-counter market (NASDAQ) transactions, through privately negotiated, large block transactions and through a share repurchase plan, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. In August 2015, the Company's Board of Directors authorized the Company to repurchase an additional 2,000,000 shares of the Company's outstanding common stock. The amount and time of the specific repurchases are subject to prevailing market conditions, applicable legal requirements and other

factors, including management's discretion. All shares repurchased by the Company are canceled and returned to the status of authorized but unissued shares of common stock. There can be no assurance that any authorized shares will be repurchased and the repurchase program may be modified, extended or terminated by the board of directors at any time. During the nine months ended September 30, 2015, the Company repurchased 1,856,289 shares of common stock for an aggregate repurchase price of \$48.8 million, or an average price of \$26.28 per share. There were no repurchases of common stock during the nine months ended September 30, 2014. As of September 30, 2015, 2,143,711 shares remain authorized for repurchase.

Contractual Obligations

We believe that our contractual obligations have not changed materially from those included in our 2014 Annual Report.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of September 30, 2015.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the Company's market risk exposures from those reported in our 2014 Annual Report.

Item 4. Controls and Procedures

The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), the Company's principal executive officer and principal financial officer, respectively, performed an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2015. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective. There have been no significant changes in the Company's internal controls or in other factors that have materially affected, or would reasonably be likely to materially affect, the Company's internal control over financial reporting.

Part II -Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

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

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

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

Instability in the global financial system may also have an impact on our business and our financial condition. In recent years, general economic conditions and the tightening credit markets have significantly affected the ability of many companies to raise new capital or refinance existing indebtedness. While we intend to finance expansion with cash flow from operations and borrowing under our unsecured revolving line of credit under our Amended Credit Facility (as defined and more fully described under the heading "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources – Unsecured Revolving Lines of Credit"), we may require additional financing to support our continued growth. Constriction in the capital markets, should we need to access the market for additional funds or to refinance our existing indebtedness, could limit our ability to obtain such additional funds on terms acceptable to the Company or at all. All of these factors could impact our business, resulting in lower revenues and lower levels of earnings in future periods. At the current time we are uncertain as to the magnitude, or duration, of such changes in our business.

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

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

- our operating performance and the performance of our competitors, and in particular any variations in our operating results or dividend rate from our stated guidance or from investors' expectations;
- any changes in general conditions in the global economy, the industries in which we operate or the global financial markets;
- investors' reaction to our press releases, public announcements or filings with the SEC;
- the stock price performance of our competitors or other comparable companies;
- any changes in research analysts' coverage, recommendations or earnings estimates for us or for the stocks of other companies in our industry;
- any sales of common stock by our directors, executive officers and our other large shareholders, particularly in light of the limited trading volume of our stock;
- any merger and acquisition activity that involves us or our competitors; and
- other announcements or developments affecting us, our industry, customers, suppliers or competitors.

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

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

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

- general economic conditions in the geographies and industries where we rent and sell our products;
- legislative and educational policies where we rent and sell our products;
- the budgetary constraints of our customers;
- seasonality of our rental businesses and our end-markets;
- success of our strategic growth initiatives;
- costs associated with the launching or integration of new or acquired businesses;
- the timing and type of equipment purchases, rentals and sales;
- the nature and duration of the equipment needs of our customers;
- the timing of new product introductions by us, our suppliers and our competitors;
- the volume, timing and mix of maintenance and repair work on our rental equipment;
- our equipment mix, availability, utilization and pricing;
- the mix, by state and country, of our revenues, personnel and assets;
- rental equipment impairment from excess, obsolete or damaged equipment;
- movements in interest rates or tax rates;
- changes in, and application of, accounting rules;
- changes in the regulations applicable to us; and
- litigation matters.

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

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

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

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

We depend on third parties to manufacture our products even though we are able to purchase products from a variety of third-party suppliers. In the future, we may be limited as to the number of third-party suppliers for some of our products. Although in general we make advance purchases of some products to help ensure an adequate supply, currently we do not have any long-term

purchase contracts with any third-party supplier. We may experience supply problems as a result of financial or operating difficulties or failure of our suppliers, or shortages and discontinuations resulting from product obsolescence or other shortages or allocations by our suppliers. Unfavorable economic conditions may also adversely affect our suppliers or the terms on which we purchase products. In the future, we may not be able to negotiate arrangements with third parties to secure products that we require in sufficient quantities or on reasonable terms. If we cannot negotiate arrangements with third parties to produce our products or if the third parties fail to produce our products to our specifications or in a timely manner, our reputation and financial condition could be harmed.

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

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

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

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

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

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

- difficulties in integrating the operations, technologies, products and personnel of the acquired companies;
 - diversion of management's attention from normal daily operations of our business;
- difficulties in entering markets in which we have no or limited direct prior experience and where competitors in such markets may have stronger market positions;
- difficulties in complying with regulations applicable to any acquired business, such as environmental regulations, and managing risks related to an acquired business;
- timely completion of necessary financing and required amendments, if any, to existing agreements;
- an inability to implement uniform standards, controls, procedures and policies;
- undiscovered and unknown problems, defects, damaged assets liabilities, or other issues related to any acquisition that become known to us only after the acquisition;
- negative reactions from our customers to an acquisition;
- disruptions among employees related to any acquisition which may erode employee morale;
- loss of key employees, including costly litigation resulting from the termination of those employees;

- an inability to realize cost efficiencies or synergies that we may anticipate when selecting acquisition candidates;
- recording of goodwill and non-amortizable intangible assets that will be subject to future impairment testing and potential periodic impairment charges;
- incurring amortization expenses related to certain intangible assets; and
- becoming subject to litigation.

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

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

At September 30, 2015, we had \$37.5 million of goodwill and intangible assets, net, on our consolidated balance sheets. Goodwill represents the excess of cost over the fair value of net assets acquired in business combinations. Under accounting principles generally accepted in the United States of America, we assess potential impairment of our goodwill and intangible assets at least annually, as well as on an interim basis to the extent that factors or indicators become apparent that could reduce the fair value of any of our businesses below book value. Impairment may result from significant changes in the manner of use of the acquired asset, negative industry or economic trends and significant underperformance relative to historic or projected operating results.

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

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

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

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

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

We generally rent and sell to customers on 30 day payment terms, individually perform credit evaluation procedures on our customers for each transaction and require security deposits or other forms of security from our customers when a significant credit risk is identified. Historically, accounts receivable write-offs and write-offs related to equipment not returned by customers have not been significant and have averaged less than 1% of total revenues over

the last five years. If economic conditions deteriorate, we may see an increase in bad debt relative to historical levels, which may materially and adversely affect our operations. Our fastest growing business segments, notably Adler Tanks, may have increased credit risks as we increase the number of new customers and markets served. Failure to manage our credit risk and receive timely payments on our customer accounts receivable may result in write-offs and/or loss of equipment, particularly electronic test equipment. If we are not able to effectively manage credit risk issues, or if a large number of our customers should have financial difficulties at the same time, our receivables and equipment losses could increase above historical levels. If this should occur, our results of operations may be materially and adversely affected.

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

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

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

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

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

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

significant expenditures in the future in order to comply with applicable laws and regulations. Violations of environmental or health and safety related laws or associated liability could have a material adverse effect on our business, financial condition and results of operations.

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

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

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

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

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

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

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

The agreements governing our Series A Senior Notes and Series B Senior Notes (both as defined and more fully described under the heading "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources") and our Amended Credit Facility contain various covenants that limit our discretion in operating our business. In particular, we are limited in our ability to merge, consolidate, reorganize or transfer substantially all of our assets, make investments, pay dividends or distributions, redeem or repurchase stock, change the nature of our business, enter into transactions with affiliates, incur indebtedness and create liens on our assets to secure debt. In addition, we are required to meet certain financial covenants under these instruments. These restrictions could limit our ability to obtain future financing, make strategic acquisitions or needed capital expenditures, withstand economic downturns in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise.

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

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

Our indebtedness exposes us to interest rate increases because the majority of our indebtedness is subject to variable rates. At present, we do not have any derivative financial instruments such as interest rate swaps or hedges to mitigate interest rate variability. The interest rates under our credit facilities are reset at varying periods. These interest rate adjustments could cause periodic fluctuations in our operating results and cash flows. Our annual debt service obligations increase by approximately \$2.8 million per year for each 1% increase in the average interest rate we pay based on the \$282.1 million balance of variable rate debt outstanding at September 30, 2015. If interest rates rise in the future, and, particularly if they rise significantly, interest expense will increase and our net income will be negatively affected.

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

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

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

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

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

As a public reporting company, we are required to comply with the Sarbanes-Oxley Act of 2002, including Section 404, and the related rules and regulations of the SEC, including expanded disclosures and accelerated reporting requirements. Compliance with Section 404 and other related requirements has increased our costs and will continue to require additional management resources. We may need to continue to implement additional finance and accounting systems, procedures and controls to satisfy new reporting requirements. While our management concluded that our internal control over financial reporting as of December 31, 2014 was effective, there is no assurance that future assessments of the adequacy of our internal controls over financial reporting will be favorable. If we are unable to obtain future unqualified reports as to the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our internal control over financial reporting, which could adversely affect our stock price.

SPECIFIC RISKS RELATED TO OUR RELOCATABLE MODULAR BUILDINGS BUSINESS SEGMENT:

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

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

The state of California is our largest market for classroom rentals. The strength of this market depends heavily on public funding from voter passage of both state and local facility bond measures, and the ability of the state to sell

such bonds in the public market. A lack of passage of state and local facility bond measures, or the inability to sell bonds in the public markets in the future could reduce our revenues and operating income, and consequently have a material adverse effect on the Company's financial condition. Furthermore, even if voters have approved facility bond measures and the state has raised bond funds, there is no guarantee that individual school projects will be funded in a timely manner.

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

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

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

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

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

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

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

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

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

Over the past several years, we have expanded our modular operations in Texas, North Carolina, Georgia, Maryland, Virginia and Washington, D.C. There are risks inherent in the undertaking of such expansion, including the risk of

revenue from the business in any new markets not meeting our expectations, higher than expected costs in entering these new markets, risk associated with compliance with applicable state and local laws and regulations, response by competitors and unanticipated consequences of expansion. In addition, expansion into new markets may be affected by local economic and market conditions. Expansion of our operations into new markets will require a significant amount of attention from our management, a commitment of financial resources and will require us to add qualified management in these markets, which may negatively impact our operating results.

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

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

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

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

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

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

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

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

As of September 30, 2015, 54% of our modular portfolio had equipment on rent for periods exceeding the original committed term. Generally, when a customer continues to rent the modular units beyond the contractual term, the equipment rents on a month-to-month basis. If a significant number of our rented modular units were returned during a short period of time, particularly those units that are rented on a month-to-month basis, a large supply of units would need to be remarketed. Our failure to effectively remarket a large influx of units returning from leases could negatively affect our financial performance and our ability to continue expanding our rental fleet. In addition, if returned units stay off rent for an extended period of time, we may incur additional costs to securely store and maintain them.

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

We incur labor costs and purchase raw materials, including lumber, siding and roofing and other products to perform periodic repairs, modifications and refurbishments to maintain physical conditions of our modular units. The volume, timing and mix of maintenance and repair work on our rental equipment may vary quarter-to-quarter and year-to-year. Generally, increases in labor and raw

material costs will also increase the acquisition cost of new modular units and increase the repair and maintenance costs of our fleet. We also maintain a fleet of service trucks and use subcontractor companies for the delivery, set-up, return delivery and dismantle of modulars for our customers. We rely on our subcontractor service companies to meet customer demands for timely shipment and return, and the loss or inadequate number of subcontractor service companies may cause prices to increase, while negatively impacting our reputation and operating performance. During periods of rising prices for labor, raw materials or fuel, and in particular, when the prices increase rapidly or to levels significantly higher than normal, we may incur significant increases in our acquisition costs for new modular units and incur higher operating costs that we may not be able to recoup from our customers, which would reduce our profitability.

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

We are dependent on third parties to manufacture our products even though we are able to purchase products from a variety of third-party suppliers. Mobile Modular purchases new modulars from various manufacturers who build to Mobile Modular's design specifications. With the exception of Enviroplex, none of the principal suppliers are affiliated with the Company. During 2014, Mobile Modular purchased 35% of its modular product from one manufacturer. The Company believes that the loss of any of its primary manufacturers of modulars could have an adverse effect on its operations since Mobile Modular could experience higher prices and longer delivery lead times for modular product until other manufacturers were able to increase their production capacity.

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

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

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

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

SPECIFIC RISKS RELATED TO OUR ELECTRONIC TEST EQUIPMENT BUSINESS SEGMENT:

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

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

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

Generally, rental activity declines in the fourth quarter month of December and the first quarter months of January and February. These months may have lower rental activity due to holiday closures, particularly by larger companies, inclement weather

and its impact on various field related communications equipment rentals, and companies' operational recovery from holiday closures which may impact the start-up of new projects coming online in the first quarter. These seasonal factors historically have impacted quarterly results in each year's first and fourth quarter, but we are unable to predict how such factors may impact future periods.

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

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

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

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

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

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

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

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

Currently, total foreign country customers and operations account for less than 10% of the Company's revenues. In recent years some of our customers have expanded their international operations faster than domestic operations, and this trend may continue. Additionally, in 2013 TRS-RenTelco established an in-country operation in India. Over time, we anticipate the amount of our international business may increase if our focus on international market opportunities continues. Operating in foreign countries subjects the Company to additional risks, any of which may adversely impact our future operating results, including:

- international political, economic and legal conditions including tariffs and trade barriers;
- our ability to comply with customs, anti-corruption, import/export and other trade compliance regulations, together with any unexpected changes in such regulations;
- greater difficulty in our ability to recover rental equipment and obtain payment of the related trade receivables;

- additional costs to establish and maintain international subsidiaries and related operations;
- difficulties in attracting and retaining staff and business partners to operate internationally;
- language and cultural barriers;
- seasonal reductions in business activities in the countries where our international customers are located;
- difficulty with the integration of foreign operations;
- longer payment cycles;
- currency fluctuations; and
- potential adverse tax consequences.

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

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

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

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

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

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

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

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

that may have better economics and compete with conventional frac tanks in certain oil and gas field applications. We may in the future encounter increased competition in the markets that we serve from existing competitors or from new market entrants.

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

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

Adler Tanks' revenues are derived from the rental of tanks and boxes to companies involved in oil and gas exploration, extraction and refinement, environmental remediation and wastewater/groundwater treatment, infrastructure and building construction and various industrial services, among others. In 2014, oil and gas exploration and production accounted for approximately 20% of Adler Tanks' revenues, and approximately 5% of the Company's total revenues. We expect tank and box rental revenues will primarily be affected by the business activity within these industries. Historically, these industries have been cyclical and have experienced periodic downturns, which have a material adverse impact on the industry's demand for equipment, including the tanks and boxes rented by us. Lower oil or gas prices may have an adverse effect on our liquid and solid containment tanks and boxes business. The recent steep decline in both domestic and international oil prices driven by materially higher supply levels and weak demand could have a significant negative impact on the industry's demand for equipment, especially if such market conditions continue for an extended period of time. If the price reduction causes customers to limit or stop exploration, extraction or refinement activities, resulting in lower demand and pricing for renting Adler Tank's products, our financial results could be adversely impacted. Also, a weak U.S. economy may negatively impact infrastructure construction and industrial activity. Any of these factors may result in excess inventory or impairment charges and reduce our operating results and cash flows.

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

We believe that demand related to hydraulic fracturing has increased the total rental revenues and market size in recent years. In 2014, hydraulic fracturing projects accounted for approximately 12% of total Adler Tanks' revenue and approximately 3% of the Company's total revenues. Oil and gas exploration and extraction (including use of tanks for hydraulic fracturing to obtain shale oil and shale gas) are subject to numerous local, state and federal regulations. The hydraulic fracturing method of extraction has come under scrutiny in several states and by the Federal government due to the potential adverse effects that hydraulic fracturing, and the liquids and chemicals used, may have on water quality and public health. In addition, the disposal of wastewater from the hydraulic fracturing process into injection wells may increase the rate of seismic activity near drill sites and could result in regulatory changes, delays or interruption of future activity. Changes in these regulations could limit, interrupt, or stop exploration and extraction activities, which would negatively impact the demand for our rental products. Finally, it is possible that changes in the technology utilized in hydraulic fracturing could make it less dependent on liquids and therefore lower the related requirements for the use of our rental products, which would reduce our operating results and cash flows.

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

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

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

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

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

We are dependent on a variety of third party companies to manufacture equipment to be used in our rental fleet. In some cases, we may not be able to procure equipment on a timely basis to the extent that manufacturers for the quantities of equipment we need are not able to produce sufficient inventory on schedules that meet our delivery requirements. If demand for new equipment increases significantly, especially during a seasonal manufacturing slowdown, manufacturers may not be able to meet customer orders on a timely basis. As a result, we at times may experience long lead-times for certain types of new equipment and we cannot assure that we will be able to acquire the types or sufficient numbers of the equipment we need to grow our rental fleet as quickly as we would like and this could harm our ability to meet customer demand and harm our financial condition.

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

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

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

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

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

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the third quarter of 2015, the Company repurchased 1,754,636 shares of common stock for an aggregate repurchase price of \$45.6 million, or an average price of \$26.02 per share. The table below sets forth the information with respect to repurchases of our common stock during the three months ended September 30, 2015.

Period	Total Number of Shares Purchased as Part of Publicly Announced	Average Price Paid per Share	Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1 – July 31	333,621	\$ 28.50	333,621	—
August 1 – August 31	792,915	\$ 24.79	792,915	—
September 1- September 30	628,100	\$ 26.25	628,100	2,143,711

(1) The number represents the number of shares of our common stock that remain available for repurchase pursuant to our board's authorizations as of September 30, 2015.

In May 2008, the Company's Board of Directors authorized the Company to repurchase an aggregate of 2,000,000 shares of the Company's outstanding common stock. The Company has in the past made purchases of shares of its common stock from time to time in over-the-counter market (NASDAQ) transactions, through privately negotiated, large block transactions and through a share repurchase plan, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. In August 2015, the Company's Board of Directors authorized the Company to repurchase an additional 2,000,000 shares of the Company's outstanding common stock. The amount and time of the specific repurchases are subject to prevailing market conditions, applicable legal requirements and other factors, including management's discretion. All shares repurchased by the Company are canceled and returned to the status of authorized but unissued shares of common stock. There can be no assurance that any authorized shares will be repurchased and the repurchase program may be modified, extended or terminated by the board of directors at any time.

Item 3. Defaults Upon Senior Securities

None.

Item 4. MINE SAFETY DISCLOSURES

None.

Item 5. Other Information

None.

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Item 6. Exhibits

4.1 First Amendment to Amended and Restated Credit Agreement

15.1 Awareness Letter From Grant Thornton LLP

31.1 Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following materials from McGrath RentCorp's Quarterly report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Statement of Income, (ii) the Condensed Consolidated Balance Sheet, (iii) the Condensed Consolidated Statement of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.

Signatures

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

Date: October 29, 2015 McGrath RentCorp

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

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