

General Finance CORP  
Form 10-Q  
November 14, 2011  
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# U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-Q

x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

September 30, 2011 For the quarterly period ended September 30, 2011

OR

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

For the transition period from            to            .

Commission file number 001-32845

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of

**32-0163571**  
(I.R.S. Employer

Incorporation or Organization)

**39 East Union Street**

Identification No.)

**Pasadena, CA 91103**

(Address of Principal Executive Offices)

**(626) 584-9722**

(Registrant's Telephone Number, Including Area Code)

Indicate by check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 and Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 22,013,299 shares outstanding as of November 7, 2011.

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**GENERAL FINANCE CORPORATION**

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

	June 30, 2011	September 30, 2011 (Unaudited)
<b>Assets</b>		
Cash and cash equivalents	\$ 6,574	\$ 6,190
Trade and other receivables, net of allowance for doubtful accounts of \$2,381 and \$2,272 at June 30, 2011 and September 30, 2011, respectively	30,498	28,765
Inventories	20,942	26,560
Prepaid expenses and other	4,503	5,226
Property, plant and equipment, net	12,652	11,737
Lease fleet, net	220,095	216,060
Goodwill	68,948	66,207
Other intangible assets, net	23,358	20,684
<b>Total assets</b>	<b>\$ 387,570</b>	<b>\$ 381,429</b>
<b>Liabilities</b>		
Trade payables and accrued liabilities	\$ 32,522	\$ 30,187
Income taxes payable	440	138
Unearned revenue and advance payments	10,292	10,707
Senior and other debt	136,589	137,821
Deferred tax liabilities	15,835	17,809
<b>Total liabilities</b>	<b>195,678</b>	<b>196,662</b>
Commitments and contingencies (Note 8)		
<b>Equity</b>		
Cumulative preferred stock, \$.0001 par value: 1,000,000 shares authorized; 26,000 shares issued and outstanding (in series) and liquidation value of \$1,440 at June 30, 2011 and September 30, 2011	1,395	1,395
Common stock, \$.0001 par value: 100,000,000 shares authorized; 22,013,299 shares outstanding at June 30, 2011 and September 30, 2011	2	2
Additional paid-in capital	112,278	112,422
Accumulated other comprehensive income	4,904	2,337
Accumulated deficit	(25,490)	(24,408)
Total General Finance Corporation stockholders' equity	93,089	91,748
Equity of noncontrolling interests	98,803	93,019
<b>Total equity</b>	<b>191,892</b>	<b>184,767</b>
<b>Total liabilities and equity</b>	<b>\$ 387,570</b>	<b>\$ 381,429</b>

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



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

(In thousands, except share and per share data)

(Unaudited)

	Quarter Ended September 30,	
	2010	2011
<b>Revenues</b>		
Sales	\$ 23,389	\$ 28,209
Leasing	20,076	24,584
	43,465	52,793
<b>Costs and expenses</b>		
Cost of sales (exclusive of the items shown separately below)	17,610	20,477
Direct costs of leasing operations	7,498	9,288
Selling and general expenses	10,015	11,813
Depreciation and amortization	4,672	4,558
	3,670	6,657
<b>Operating income</b>	3,670	6,657
Interest income	105	95
Interest expense	(4,281)	(3,402)
Foreign currency exchange gain (loss) and other	2,427	1,087
	(1,749)	(2,220)
<b>Income before provision for income taxes</b>	1,921	4,437
Provision for income taxes	726	1,686
<b>Net income</b>	1,195	2,751
Preferred stock dividends	(43)	(45)
Noncontrolling interest	(573)	(1,669)
<b>Net income attributable to common stockholders</b>	\$ 579	\$ 1,037
Net income per common share:		
Basic	\$ 0.03	\$ 0.05
Diluted	0.03	0.05
Weighted average shares outstanding:		
Basic	22,013,299	22,013,299
Diluted	22,025,352	22,274,542

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

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## GENERAL FINANCE CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

(In thousands, except share and share data)

(Unaudited)

	Cumulative Preferred Stock	Common Stock	Additional Paid-In Capital	Subscription Receivables	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total General Finance Corporation Stockholders Equity	Equity of Noncontrolling Interests	Total Equity
Balance at June 30, 2011	\$ 1,395	\$ 2	\$ 112,278	\$	\$ 4,904	\$ (25,490)	\$ 93,089	\$ 98,803	\$ 191,892
Share-based compensation			189				189	18	207
Preferred stock dividends			(45)				(45)		(45)
Net income						1,082	1,082	1,669	2,751
Cumulative translation adjustment					(2,567)		(2,567)	(7,471)	(10,038)
Total comprehensive income							(1,485)	(5,802)	(7,287)
Balance at September 30, 2011	\$ 1,395	\$ 2	\$ 112,422	\$	\$ 2,337	\$ (24,408)	\$ 91,748	\$ 93,019	\$ 184,767

**Other comprehensive income:**

Cumulative translation adjustment totaled \$6,463, which resulted in Total Comprehensive Income of \$7,085 for the quarter ended September 30, 2010.

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

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

(In thousands)

(Unaudited)

	<b>Quarter Ended September 30,</b>	
	<b>2010</b>	<b>2011</b>
Net cash provided by operating activities (Note 9)	\$ 3,702	\$ 3,092
<b>Cash flows from investing activities:</b>		
Proceeds from sales of property, plant and equipment	43	179
Purchases of property, plant and equipment	(681)	(448)
Proceeds from sales of lease fleet	5,345	7,821
Purchases of lease fleet	(6,059)	(13,159)
Other intangible assets		(49)
Net cash used in investing activities	(1,352)	(5,656)
<b>Cash flows from financing activities:</b>		
Repayments on equipment financing activities	(39)	(127)
Proceeds from (repayments on) senior and other debt borrowings, net	(5,369)	2,271
Deferred financing costs	(1,276)	
Preferred stock dividends	(43)	(45)
Net cash provided by (used in) financing activities	(6,727)	2,099
Net decrease in cash	(4,377)	(465)
<b>Cash and equivalents at beginning of period</b>	<b>4,786</b>	<b>6,574</b>
The effect of foreign currency translation on cash	(180)	81
<b>Cash and equivalents at end of period</b>	<b>\$ 229</b>	<b>\$ 6,190</b>

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



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**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**Note 1. Organization and Business Operations**

**Organization**

General Finance Corporation ( GFN ) was incorporated in Delaware in October 2005. References to the Company in these Notes are to GFN and its consolidated subsidiaries. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation ( GFN U.S. ); GFN North America Corp., a Delaware corporation ( GFNNA ); GFN Mobile Storage Inc., a Delaware corporation ( GFNMS ); Royal Wolf Holdings Limited (formerly GFN Australasia Holdings Pty Ltd), an Australian corporation publicly traded on the Australian Securities Exchange ( RWH or GFN Holdings ); and its Australian and New Zealand subsidiaries (collectively, Royal Wolf ); and Pac-Van, Inc., an Indiana corporation (combined with GFNMS, Pac-Van ).

**Acquisition of Royal Wolf**

On September 13, 2007 (September 14 in Australia), the Company completed the acquisition of Royal Wolf through the acquisition of all of the outstanding shares of RWA. The Company paid the purchase price by a combination of cash, the issuance to Bison Capital Australia, L.P., ( Bison Capital ), one of the sellers, of shares of common stock of GFN U.S. and the issuance of a subordinated note to Bison Capital. As a result of this structure, the Company owned 86.2% of the outstanding capital stock of GFN U.S. and Bison Capital owned 13.8% of the outstanding capital stock of GFN U.S. Royal Wolf leases and sells storage containers, portable container buildings and freight containers in Australia and New Zealand, which is considered geographically by the Company to be the Asia-Pacific area.

**Acquisition of Pac-Van**

On October 1, 2008, the Company completed its acquisition of Pac-Van through a merger with Mobile Office Acquisition Corp. ( MOAC ), the parent of Pac-Van, and the Company's wholly-owned subsidiary, GFNNA. The Company, in addition to assuming Pac-Van's senior and other debt, paid the purchase price to the stockholders of MOAC by a combination of cash, GFN restricted common stock and a 20-month subordinated promissory note. Pac-Van leases and sells modular buildings, mobile offices storage and office containers in the United States.

**Acquisitions in the Current and Prior Fiscal Year**

In two separate transactions, on October 1, 2010 and on January 14, 2011, the Company, through Pac-Van, purchased the business of Advanced Mobile Storage ( AMS ) for a total of \$990,000; which included the issuance of 110 shares of redeemable preferred stock (see Note 3). The total purchase price has been allocated to tangible (lease fleet) and intangible (customer base and non-compete agreement) assets acquired, based on their estimated fair market values, and totaled \$893,000 and \$193,000, respectively, less trade payables and accrued liabilities assumed of \$96,000.

**IPO of Royal Wolf**

On May 31, 2011, the Company completed an initial public offering ( IPO ) in Australia of a noncontrolling interest in RWH. A total of 50,000,000 shares of capital stock were issued to the Australian market at \$1.96 (AUS\$1.83) per share, resulting in gross proceeds of \$97,850,000 (AUS\$91,500,000). An additional total of 188,526 shares (\$369,000 value) were issued to the non-employee members of the RWH Board of Directors, the RWH chief executive officer and the RWH chief financial officer. Previously, GFN U.S. owned the only capital stock outstanding of RWH. In conjunction with the IPO, RWH undertook a share split which resulted in GFN U.S. receiving 50,198,526 shares of the new capital stock. The Company used the proceeds of the RWH IPO to, among other things, pay offering costs of \$5,443,000 (AUS\$5,090,000), pay down borrowings at each of the senior credit facilities, as well as fully repay the subordinated notes held by Bison Capital (see Note 4). Simultaneously, the Company also satisfied the Bison Capital put option to acquire the 13.8% of GFN U.S. previously owned by Bison Capital and now owns 100% of GFN U.S.

At the IPO date and at September 30, 2011, RWH had a total of 100,387,052 shares of capital stock issued and outstanding, of which GFN U.S. owns a direct (and the Company an indirect) majority interest of 50.005%.

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

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with United States generally accepted accounting principles ( U.S. GAAP ) applicable to interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting

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**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (which include all significant normal and recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made. The accompanying results of operations are not necessarily indicative of the operating results that may be expected for the entire fiscal year ending June 30, 2012. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes thereto of the Company, which are included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2011 filed with the Securities and Exchange Commission ( SEC ).

Certain reclassifications have been made to conform to the current period presentation.

Unless otherwise indicated, references to FY 2011 and FY 2012 are to the quarter ended September 30, 2010 and 2011, respectively.

**Principles of Consolidation**

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

**Foreign Currency Translation**

The Company's functional currency for its operations in the Asia-Pacific area is the local currency, which is primarily the Australian ( AUS ) dollar. All adjustments resulting from the translation of the accompanying consolidated financial statements from the functional currency into reporting currency are recorded as a component of stockholders' equity in accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 830, *Foreign Currency Matters*. All assets and liabilities are translated at the rates in effect at the balance sheet dates; and revenues, expenses, gains and losses are translated using the average exchange rates during the periods. Transactions in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate prevailing at that date. Foreign exchange differences arising on translation are recognized in the statement of operations. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at foreign exchange rates prevailing at the dates the fair value was determined.

**Use of Estimates**

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

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

Inventories are stated at the lower of cost or market (net realizable value). Net realizable value is the estimated selling price in the ordinary course of business. Expenses of marketing, selling and distribution to customers, as well as costs of completion are estimated and are deducted from the estimated selling price to establish net realizable value. Costs are assigned to individual items of inventory on the basis of specific identification and include expenditures incurred in acquiring the inventories and bringing them to their existing condition and location. Inventories consist primarily of containers, modular buildings and mobile offices held for sale or lease and are comprised of the following (in thousands):

	<b>June 30, 2011</b>	<b>September 30, 2011</b>
Finished goods	\$ 20,661	\$ 25,996
Work in progress	281	564
	<b>\$ 20,942</b>	<b>\$ 26,560</b>

**Property, Plant and Equipment**

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

	<b>Estimated Useful Life</b>	<b>June 30, 2011</b>	<b>September 30, 2011</b>
Land		\$ 2,064	\$ 1,970
Building	40 years	1,027	1,013
Transportation and plant equipment (including capital lease assets)	3 10 years	15,914	15,276
Furniture, fixtures and office equipment	3 10 years	3,273	3,201
		<b>22,278</b>	<b>21,460</b>
Less accumulated depreciation and amortization		(9,626)	(9,723)
		<b>\$ 12,652</b>	<b>\$ 11,737</b>

**Lease Fleet**

The Company has a fleet of storage, portable building and office containers, mobile offices, modular buildings and steps that it primarily leases to customers under operating lease agreements with varying terms. The value of the lease fleet (or lease or rental equipment) is recorded at cost and depreciated on the straight-line basis over the estimated useful life (5 - 20 years), after the date the units are put in service, and are depreciated down to their estimated residual values (up to 70% of cost). In the opinion of management, estimated residual values are at or below net realizable values. The Company periodically reviews these depreciation policies in light of various factors, including the practices of the larger competitors in the industry, and its own historical experience.

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Units in the lease fleet are also available for sale. The cost of sales of a unit in the lease fleet is recognized at the carrying amount at the date of sale.

### Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recorded for temporary differences between the financial reporting basis and income tax basis of assets and liabilities at the balance sheet date multiplied by the applicable tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is recorded for the amount of income tax payable or refundable for the period increased or decreased by the change in deferred tax assets and liabilities during the period.

The Company files U.S. Federal tax returns, multiple U.S. state (and state franchise) tax returns and Australian and New Zealand tax returns. For U.S. Federal tax purposes, all periods subsequent to June 30, 2008 are subject to examination by the U.S. Internal Revenue Service ( IRS ). The Company believes that its income tax filing positions and deductions would be sustained on audit and does not anticipate any adjustments that would result in a material change. Therefore, no reserves for uncertain income tax positions have been recorded. In addition, the Company does not anticipate that the total amount of unrecognized tax benefit related to any particular tax position will change significantly within the next 12 months.

The Company's policy for recording interest and penalties, if any, will be to record such items as a component of income taxes.

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)****Net Income per Common Share**

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

	<b>Quarter Ended September 30,</b>	
	<b>2010</b>	<b>2011</b>
Basic	22,013,299	22,013,299
Assumed exercise of warrants		
Assumed exercise of stock options	12,053	261,243
Diluted	22,025,352	22,274,542

Potential common stock equivalents (consisting of units, warrants and stock options) totaling 5,479,140 and 3,409,610 for FY 2011 and FY 2012, respectively, have been excluded from the computation of diluted earnings per share because the effect is anti-dilutive.

**Recently Issued Accounting Pronouncements**

In August 2010, the FASB, as result of a joint project with the International Accounting Standards Board ( IASB ) to simplify lease accounting and improve the quality of and comparability of financial information for users, published a proposed standard that would change the accounting and financial reporting for both lessee and lessor under ASC Topic 840, *Leases*. The proposed standard would effectively eliminate off-balance sheet accounting for most of the operating leases of lessees and would require lessors to apply a receivable and residual accounting approach. The date of issuance of the final standards by the FASB and the effective date are to be determined. The Company believes that the final standards, if issued in substantially the same form as the published proposal, would have a material effect in the presentation of its consolidated financial position and results of operations. However, subsequent to June 30, 2011, the FASB and IASB announced their intention to re-expose the common leasing standard exposure draft for revised proposals since August 2010.

In May 2011, the FASB issued amendments to the existing guidance on fair value measurement. The amendments are intended to create consistency between GAAP and International Financial Reporting Standards on measuring fair value and disclosing information about fair value measurements. The amendments clarify the application of existing fair value measurement requirements including (i) the application of the highest and best use valuation premise concepts, (ii) measuring the fair value of an instrument classified in a reporting entity's equity, and (iii) quantitative information required for fair value measurements categorized within Level 3. In addition, the amendments require additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. These amendments are effective for interim and annual periods beginning after December 15, 2011. These changes are required to be applied prospectively and the Company does not expect that the adoption will have a material impact on its consolidated financial position or results of operations.

In June 2011, the FASB issued an amendment to the existing guidance on the presentation of comprehensive income. Under the amended guidance, entities have the option to present the components of net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Entities no longer have the option of presenting the components of other comprehensive income within the statement of changes in equity. This amendment is effective on a retrospective basis for interim and annual periods beginning after December 15, 2011. The adoption of this amendment will result in a change to the Company's current presentation of comprehensive income, but will not have any impact on the Company's consolidated financial position or results of operations.

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In September 2011, the FASB issued an amendment to the existing guidance on goodwill impairment. The amendment allows entities to first assess qualitative factors to determine whether it is necessary to perform the current two-step quantitative goodwill impairment test under ASC Topic 350, *Intangibles - Goodwill*. If an entity elects to use the option, it will no longer be required to calculate the fair value of a reporting unit unless a determination is made based on a qualitative assessment that it is more likely than not (i.e., greater than 50%) that the fair value of the reporting unit is less than its carrying amount. If the entity concludes that fair value is less than the carrying amount, the existing quantitative calculations in steps one and two under ASC Topic 350 continue to apply. However, if the entity concludes that fair value exceeds the carrying amount; neither of the two steps is required. The amendment allows entities to continue applying the existing two-step test and if an entity elects not to use the qualitative assessment in one period, it may resume performing the qualitative assessment in any subsequent period. The amendment is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, though early adoption is permitted. The Company has not yet determined if it will elect to use the new qualitative assessment of the amendment or in any subsequent period after its effective date.

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**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**Note 3. Equity Transactions**

**Cumulative Preferred Stock**

The Company conducted private placements of Series A 12.5% Cumulative Preferred Stock, par value \$0.0001 per share and liquidation preference of \$50 per share ( Series A Preferred Stock ); and Series B 8% Cumulative Preferred Stock, par value of \$0.0001 per share and liquidation value of \$1,000 per share ( Series B Preferred Stock ). The Series B Preferred Stock is offered primarily in connection with business combinations. The Series A Preferred Stock and the Series B Preferred Stock are referred to collectively as the Cumulative Preferred Stock. Upon issuance of the Cumulative Preferred Stock, the Company records the liquidation value as the preferred equity in the consolidated balance sheet, with any issuance or offering costs as a reduction in additional paid-in capital. As of September 30, 2011, the Company had issued 25,900 shares and 100 shares of Series A Preferred Stock and Series B Preferred Stock for total proceeds of \$1,295,000 and \$100,000, respectively.

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

In connection with the acquisition of Advanced Mobile Storage (see Note 1), the Company issued 110 shares of Series B Preferred Stock with a liquidation value of \$110,000 that is redeemable in three annual installments from the dates of issuance. As a result, these issuances are classified as a liability in the consolidated balance sheet under the caption Senior and other debt.

As of September 30, 2011, since issuance, dividends paid or payable totaled \$422,000 and \$30,000 for the Series A Preferred Stock and Series B Preferred Stock, respectively. The characterization of dividends to the recipients for Federal income tax purposes is made based upon the earnings and profits of the Company, as defined by the Internal Revenue Code.

**Note 4. Senior and Other Debt**

**Royal Wolf Senior Credit Facility and Bison Capital Notes**

Royal Wolf has an approximately \$97,900,000 (AUS\$100,000,000) senior credit facility with Australia and New Zealand Banking Group Limited ( ANZ ), which matures on June 30, 2014. The facility, which was substantially amended in connection with the RWH IPO (see Note 1), is subject to annual reviews by ANZ and is secured by substantially all of the assets of the Company's Australian and New Zealand subsidiaries. The ANZ credit facility is comprised of three sub-facilities, a \$14,700,000 (AUS\$15,000,000) working capital sub-facility, primarily for receivable financing; a \$73,400,000 (AUS\$75,000,000) revolving sub-facility, primarily for lease fleet purchases; and a \$9,800,000 (AUS\$10,000,000) acquisition sub-facility. As of September 30, 2011, based upon the exchange rate of one Australian dollar to \$0.9793 U.S. dollar and one New Zealand dollar to \$0.7928 Australian dollar, borrowings and availability under the ANZ credit facility totaled \$61,765,000 (AUS\$63,071,000) and \$36,165,000 (AUS\$36,929,000), respectively. At September 30, 2011, borrowings under the working capital sub-facility totaled \$8,159,000 (AUS\$8,331,000) and bear interest at ANZ's prime rate (4.75% at September 30, 2011), plus 1.85% per annum, and borrowings under the revolving sub-facility totaled \$53,606,000 (AUS\$54,740,000) and bear interest at ANZ's prime rate, plus 2.05% per annum. There are no borrowings under the acquisition sub-facility, which would bear interest at ANZ's prime rate, plus 1.85% per annum.

Royal Wolf also has a \$2,900,000 (AUS\$3,000,000) sub-facility with ANZ to, among other things, facilitate direct and global payments using electronic banking services.



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The ANZ senior credit facility is subject to certain covenants, including compliance with specified consolidated interest coverage and total debt ratios for each financial quarter based on earnings before interest, income taxes, depreciation and amortization and other non-operating costs ( EBITDA ), as defined; and, among other things, the payment of dividends are not to exceed 60% of net profits (adding back amortization), plus any dividend surplus from the previous year, as defined.

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)****Pac-Van Senior Credit Facility**

On July 16, 2010, the Company entered into several agreements relating to: (a) a new \$85,000,000 senior secured revolving credit facility at Pac-Van with a syndicate led by PNC Bank, National Association ( PNC ) and including Wells Fargo Bank, National Association ( Wells Fargo ) and Union Bank, N.A. ( UB ) (the PNC Credit Facility ); and (b) a new \$15,000,000 senior subordinated note with Laminar Direct Capital, L.L.C. ( Laminar ) issued by GFN (the Laminar Note ). Under the terms of the PNC Credit Facility, Pac-Van may borrow up to \$85,000,000, subject to the terms of a borrowing base, as defined, and will accrue interest, at Pac-Van's option, either at the prime rate (3.25% at September 30, 2011) plus 2.75%, or the Eurodollar rate (0.239%, 0.301% and 0.374% at September 30, 2011 for the one-month, two-month and three-month LIBOR, respectively) plus 3.75%. The PNC Credit Facility also provides for the issuance of irrevocable standby letters of credit in amounts totaling up to \$5,000,000, contains certain financial covenants, including fixed charge coverage ratios, senior leverage ratios and lease fleet utilization ratios; and also includes customary negative and other covenants, including events of default relating to a change of control, as defined, at GFN, GFNNA (which has guaranteed the repayment of all outstanding borrowings and obligations of the PNC Credit Facility) and Pac-Van or upon the cessation of involvement of Ronald F. Valenta as a director or officer in the operations and management of GFN, GFNNA or Pac-Van.

The PNC Credit Facility matures on January 16, 2013, at which time all amounts borrowed must be repaid, but Pac-Van has the right to prepay loans in whole or in part at any time, provided that Pac-Van will be required to pay PNC a prepayment fee of \$350,000 if it prepays the loans in full after July 16, 2011 but prior to July 16, 2012. At September 30, 2011, borrowings and availability under the PNC Credit Facility totaled \$59,504,000 and \$13,108,000, respectively.

The repayment of borrowings under the PNC Credit Facility is secured by substantially all of the assets of Pac-Van and by a limited guaranty by Ronald F. Valenta and Lydia D. Valenta (the Valenta Limited Guaranty ). Pursuant to the Valenta Limited Guaranty, the Valentas guaranteed \$10,000,000 of borrowings from July 16, 2010 until June 30, 2011, \$8,000,000 of borrowings from July 1, 2011 until June 30, 2012 and \$6,000,000 of borrowings from July 1, 2012 until January 16, 2013. The amounts guaranteed by the Valentas will only be reduced if no event of default has occurred under the PNC Credit Facility and if Pac-Van has delivered to PNC the certificates necessary to demonstrate compliance by Pac-Van with the financial covenants at the date of each scheduled reduction. In consideration for entering into the Valenta Limited Guaranty, Pac-Van will pay the Valentas a fee equal to 1.2% of the lower of outstanding borrowings or the guaranty amount. A guarantee fee of \$120,000 for the first year was paid at or near the closing of the PNC Credit Facility and, commencing with the first anniversary from the closing date, the guaranty fee will be paid in advance at a rate of 0.3% per quarter, so long as Pac-Van remains in compliance with the covenants of the PNC Credit Facility. In addition, the Valentas entered into a pledge and security agreement for the benefit of PNC whereby the Valentas pledged a deposit account maintained by PNC, and all interest accrued thereon, to secure the repayment of all loans and the performance of all obligations under the PNC Credit Facility.

**Laminar Note**

The \$15,000,000 Laminar Note accrues interest at the floating rate of LIBOR plus 10.0% per annum, provided that LIBOR shall be not less than 3.0%, and is payable monthly in arrears commencing on August 1, 2010. The Laminar Note matures on July 16, 2013, at which time all amounts borrowed must be repaid; but it may be prepaid by GFN in part or in full at any time before the maturity date without penalty and by Pac-Van, upon prior written notice, subject to the terms of the intercreditor agreement among Pac-Van, GFNNA, PNC and Laminar.

The Laminar Note contains certain financial covenants, including a consolidated funded indebtedness-to-consolidated EBITDA leverage ratio, a minimum consolidated EBITDA covenant for the four most recently completed calendar quarters of not less than \$28,000,000; and customary covenants, including events of default relating to a change of control, as defined, at GFN, GFNNA and Pac-Van (both of which have guaranteed the repayment of all outstanding borrowings and obligations of the Laminar Note) and covenants which limit the ability of GFNNA and Pac-Van to sell assets, enter into acquisitions and incur additional indebtedness. In addition, the terms of the Laminar Note prohibit GFNNA and Pac-Van from extending the maturity of the PNC Credit Facility to a date later than April 16, 2013, increasing the maximum indebtedness above \$93,500,000 without the prior written consent of Laminar, entering into interest rate increases for indebtedness and from undertaking certain other actions.

Other

The Company has a credit agreement at GFN, as amended, with UB for a \$1,000,000 credit facility. Borrowings or advances under this facility bear interest at UB's Reference Rate (which approximates the prime rate), plus 2.0%, and are due and payable at the earlier of 60 days from the advance date or the facility maturity date of April 2, 2012. The facility is guaranteed by GFN U.S. and requires the maintenance of certain quarterly and year-end financial reporting covenants. As of September 30, 2011, there were no borrowings outstanding under the UB credit facility.

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Other debt (including redeemable preferred stock see Note 3) totaled \$1,552,000 at September 30, 2011.

The weighted-average interest rate in the Asia-Pacific area was 11.2% and 9.3% in FY 2011 and FY 2012, respectively; which does not include the effect of translation, interest rate swap contracts and options and the amortization of deferred financing costs. The weighted-average interest rate in the United States was 6.0% and 6.2% in FY 2011 and FY 2012, respectively; which does not include the effect of the amortization of deferred financing costs.

**Loan Covenant Compliance**

At September 30, 2011, the Company was in compliance with the financial covenants under its senior credit facilities and the Laminar Note. However, although the Company is currently in compliance, in the event of noncompliance there is no assurance that the senior lenders would consent to a waiver or an amendment; or that such consent would not be conditioned upon the receipt of a cash payment, revised principal payout terms, increased interest rates, or restrictions in the expansion of the credit facilities, or that our senior lenders would not exercise rights that would be available to them, including, among other things, demanding payment of outstanding borrowings.

**Note 5. Financial Instruments****Fair Value Measurements**

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

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

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

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

The Company's swap contracts and options (caps) and forward-exchange contracts are not traded on a market exchange; therefore, the fair values are determined using valuation models that include assumptions about yield curve at the reporting dates as well as counter-party credit risk. The Company has consistently applied these calculation techniques to all periods presented, which are considered Level 2.

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

Type of Derivative	Contract	Balance Sheet Classification	Derivative - Fair Value (Level 2)	
			June 30, 2011	September 30, 2011
	Swap Contracts and Options (Caps and Collars)	Trade payables and accrued liabilities	\$ (743)	\$ (1,196)
	Forward-Exchange Contracts	Trade and other receivables		780

Forward-Exchange Contracts

Trade payables and accrued liabilities

(401)

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## GENERAL FINANCE CORPORATION AND SUBSIDIARIES

## Notes to Condensed Consolidated Financial Statements

(Unaudited)

Type of Derivative	Statement of Operations	Quarter Ended	Quarter Ended
		September 30, 2010	September 30, 2011
Contract	Classification		
Swap Contracts and Options (Caps and Collars)	Unrealized gain (loss) included in interest expense	\$ 250	\$ (535)
Forward-Exchange Contracts	Unrealized foreign currency exchange gain (loss) and other	(865)	949

Fair Value of Financial Instruments

Under the provisions of FASB ASC Topic 825, *Financial Instruments*, the carrying value of the Company's financial instruments, which include cash and cash equivalents, net receivables, trade payables and accrued liabilities, borrowings under the senior credit facilities and other debt, interest rate swap and forward exchange contracts; approximate fair value due to current market conditions, maturity dates and other factors.

Interest Rate Swap Contracts

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

To manage its exposure to variable interest rates in a cost-efficient manner, the Company enters into interest rate swaps and interest rate options, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps and options are designated to hedge changes in the interest rate of a portion of the ANZ outstanding borrowings. The Company believes that financial instruments designated as interest rate hedges are highly effective. However, documentation of such, as required by FASB ASC Topic 815, *Derivatives and Hedging*, does not exist. Therefore, all movements in the fair values of these hedges are reported in the statement of operations in the period in which fair values change.

The Company's interest rate swap and option (cap) contracts are not traded on a market exchange; therefore, the fair values are determined using valuation models which include assumptions about the interest rate yield curve at the reporting dates (Level 2 fair value measurement). As of June 30, 2011, there were three open interest rate swap contracts and two open interest rate option (cap) contracts; and, as of September 30, 2011, there was one open interest rate swap contract and one open interest rate option (collar) contract that mature in June 2014, as follows (dollars in thousands):

	June 30, 2011		September 30, 2011	
	Swap	Option (Cap)	Swap	Option (Collar)
Notional amounts	\$ 23,543	\$ 14,161	\$ 14,690	\$ 24,483
Fixed/Strike Rates	7.19% - 8.22%	7.19% - 7.98%	6.25%	6.25%
Floating Rates	7.01%	7.01%	6.18%	6.18%
Fair Value of Combined Contracts	\$ (743)	\$	\$ (855)	\$ (341)

Foreign Currency Risk

The Company has transactional currency exposures. Such exposure arises from sales or purchases in currencies other than the functional currency. The currency giving rise to this risk is primarily U.S. dollars. Royal Wolf has a bank account denominated in U.S. dollars into which a small number of customers pay their debts. This is a natural hedge against fluctuations in the exchange rate. The funds are then used to pay suppliers, avoiding the need to convert to Australian dollars. Royal Wolf uses forward currency contracts and options to eliminate the currency

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exposures on the majority of its transactions denominated in foreign currencies, either by transaction if the amount is significant, or on a general cash flow hedge basis. The forward currency contracts and options are always in the same currency as the hedged item. The Company believes that financial instruments designated as foreign currency hedges are highly effective. However documentation of such as required by ASC Topic 815 does not exist. Therefore, all movements in the fair values of these hedges are reported in the statement of operations in the period in which fair values change. As of June 30, 2011, there

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

were 25 open forward exchange contracts; and, as of September 30, 2011, there were 23 open forward exchange contracts that mature between October 2011 and April 2013, as follows (dollars in thousands):

	June 30, 2011		September 30, 2011	
	Forward Exchange	Currency Option	Forward Exchange	Currency Option
Notional amounts	\$ 11,452	\$	\$ 13,647	\$
Exchange/Strike Rates (AUD to USD)	0.9973	1.0465	0.97	1.0708
Fair Value of Combined Contracts	\$ (401)	\$	\$ 780740	\$

In FY 2011 and FY 2012, the Company also had certain U.S. dollar-denominated debt at Royal Wolf, including intercompany borrowings, which are remeasured at each financial reporting date with the impact of the remeasurement being recorded in our consolidated statements of operations. Unrealized gains and losses resulting from such remeasurement due to changes in the Australian exchange rate to the U.S. dollar had a significant impact in the Company's reported results of operations, as well as any realized gains and losses from the payments on such U.S. dollar-denominated debt and intercompany borrowings. In FY 2011 and FY 2012, net unrealized and realized foreign exchange gains (losses) totaled \$3,262,000 and \$27,000, and \$45,000 and \$(2,000), respectively.

**Note 6. Related-Party Transactions**

Effective January 31, 2008, the Company entered into a lease with an affiliate of Ronald F. Valenta, a director and the chief executive officer of the Company, for its new corporate headquarters in Pasadena, California. The rent is \$7,393 per month, effective March 1, 2009, plus allocated charges for common area maintenance, real property taxes and insurance, for approximately 3,000 square feet of office space. The term of the lease is five years, with two five-year renewal options, and the rent is adjusted yearly based on the consumer price index. Rental payments were \$28,000 in both FY 2011 and FY 2012.

Effective October 1, 2008, the Company entered into a services agreement with an affiliate of Mr. Valenta for certain accounting, administrative and secretarial services to be provided at the corporate offices and for certain operational, technical, sales and marketing services to be provided directly to the Company's operating subsidiaries. Charges for services rendered at the corporate offices will be, until further notice, at \$7,000 per month and charges for services rendered to the Company's subsidiaries will vary depending on the scope of services provided. The services agreement provides for, among other things, mutual modifications to the scope of services and rates charged and automatically renews for successive one-year terms, unless terminated in writing by either party not less than 30 days prior to the fiscal year end. Total charges to the Company for services rendered under this agreement totaled \$46,000 (\$21,000 at the corporate office and \$25,000 at the operating subsidiaries) in both FY 2011 and FY 2012.

**Note 7. Stock Option Plans**

On August 29, 2006, the Board of Directors of the Company adopted the General Finance Corporation 2006 Stock Option Plan (2006 Plan), which was approved and amended by stockholders on June 14, 2007 and December 11, 2008, respectively. Options granted and outstanding under the 2006 Plan are either incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended, or so-called non-qualified options that are not intended to meet incentive stock option requirements. All options granted do not have a term in excess of ten years, and the exercise price of any option is not less than the fair market value of the Company's common stock on the date of grant. After the adoption by the Board of Directors and upon the approval of the 2009 Stock Incentive Plan by the stockholders (see below), the Company suspended any further grants under the 2006 Plan.

On September 21, 2009, the Board of Directors of the Company adopted the 2009 Stock Incentive Plan (2009 Plan), which was approved by the stockholders at the Company's annual meeting on December 10, 2009. The 2009 Plan is an omnibus incentive plan permitting a variety of equity programs designed to provide flexibility in implementing equity and cash awards, including incentive stock options, nonqualified stock options,



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restricted stock grants, restricted stock units, stock appreciation rights, performance stock, performance units and other stock-based awards. Participants in the 2009 Plan may be granted any one of the equity awards or any combination of them, as determined by the Board of Directors or the Compensation Committee. Upon the approval of the 2009 Plan by the stockholders, the Company suspended further grants under the 2006 Plan (see above). Any stock options which are forfeited under the 2006 Plan will become available for grant under the 2009 Plan, but the total number of shares available under the 2006 Plan and the 2009 Plan will not exceed the 2,500,000 shares reserved for grant under the 2006 Plan. Unless terminated earlier at the discretion of the Board of Directors, the 2009 Plan will terminate September 21, 2019.

The 2006 Plan and the 2009 Plan are referred to collectively as the Stock Incentive Plan.

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There have been no grants or awards of restricted stock, restricted stock units, stock appreciation rights, performance stock or performance units under the Stock Incentive Plan. All grants to-date consist of incentive and non-qualified stock options that vest over a period of up to five years ( time-based options ) and non-qualified stock options that vest over varying periods that are dependent on the attainment of certain defined EBITDA and other targets for FY 2011 and subsequent fiscal years ( performance-based options ).

On August 25, 2011 ( August 2011 Grant ), the Company granted options to an officer of GFN for 80,000 shares of common stock at an exercise price of \$3.11, which was equal to the closing market price of the Company's common stock as of that date. The options under the August 2011 Grant vest over 40 months, subject to performance conditions based on achieving cumulative EBITDA targets for the fiscal years ending June 30, 2012 - 2014.

The fair value of the stock options granted under the Stock Incentive Plan was determined by using the Black-Scholes option-pricing model. The range of the fair value of the stock options granted (other than to non-employee consultants) and the assumptions used are as follows:

<b>Fair value of stock option</b>	\$0.81 - \$3.94
<b>Assumptions used:</b>	
Risk-free interest rate	1.51% - 4.8%
Expected life (in years)	7.5
Expected volatility	26.5% - 84.6%
Expected dividends	

At September 30, 2011, the weighted-average fair value of the stock options granted to non-employee consultants was \$2.60, determined using the Black-Scholes option-pricing model using the following assumptions: A risk-free interest rate of 1.75% - 1.94% an expected life of 8.8 - 9.7 years, an expected volatility of 84.6%, and no expected dividend. A summary of the Company's stock option activity and related information as of and for FY 2012 follows:

	<b>Number of Options (Shares)</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term (Years)</b>
Outstanding at June 30, 2011	1,540,570	\$ 5.47	
Granted	80,000	3.11	
Exercised			
Forfeited or expired	(43,340)	6.55	
<b>Outstanding at September 30, 2011</b>	<b>1,577,230</b>	<b>\$ 5.33</b>	<b>7.4</b>
Vested and expected to vest at September 30, 2011	1,577,230	\$ 5.33	7.4
<b>Exercisable at September 30, 2011</b>	<b>685,470</b>	<b>\$ 7.23</b>	<b>6.1</b>

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At September 30, 2011, outstanding time-based options and performance-based options totaled 886,050 and 691,180, respectively. Also at that date, the Company's market price for its common stock was \$2.95 per share, which was at or below the exercise prices of the majority of the outstanding stock options. As a result, the intrinsic value of the outstanding stock options at that date was \$771,000.

Share-based compensation of \$3,051,000 related to stock options has been recognized in the statement of operations, with a corresponding benefit to additional paid-in capital, from inception through September 30, 2011. At that date, there remains \$1,429,000 of unrecognized compensation expense to be recorded on a straight-line basis over the remaining weighted-average vesting period of 2.2 years.

A deduction is not allowed for U.S. income tax purposes with respect to non-qualified options granted in the United States until

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**GENERAL FINANCE CORPORATION AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

the stock options are exercised or, with respect to incentive stock options issued in the United States, unless the optionee makes a disqualifying disposition of the underlying shares. The amount of any deduction will be the difference between the fair value of the Company's common stock and the exercise price at the date of exercise. Accordingly, there is a deferred tax asset recorded for the U.S. tax effect of the financial statement expense recorded related to stock option grants in the United States. The tax effect of the U.S. income tax deduction in excess of the financial statement expense, if any, will be recorded as an increase to additional paid-in capital.

**Royal Wolf Long Term Incentive Plan**

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

It is intended that up to one percent of RWH's outstanding capital stock will be reserved for grant under the LTI Plan and a trust will be established to hold RWH shares for this purpose. However, so long as the Company holds more than 50% of the outstanding shares of RWH capital stock, RWH shares reserved for grant under the LTI Plan are required to be purchased in the open market; unless the Company agrees otherwise.

The LTI Plan, among other provisions, does not permit the transfer, sale, mortgage or encumbering of options, performance rights and restricted shares without the prior approval of the RWH Board. In the event of a change of control, the RWH Board, at its discretion, will determine whether, and how many, unvested options, performance rights and restricted shares will vest. In addition, if, in the RWH Board's opinion, a participant acts fraudulently or dishonestly or is in breach of their obligations to Royal Wolf, the RWH Board may deem any options, performance rights and restricted shares held by or reserved for the participant to have lapsed or been forfeited.

As of September 30, 2011, the Royal Wolf Board of Directors has approved the offering of 375,000 performance rights in FY 2012 to key management personnel under the LTI Plan.

**Note 8. Commitments and Contingencies**

**Preferred Supply Agreement**

In connection with a Business Sale Agreement dated November 14, 2007, as amended, with GE SeaCo Australia Pty Ltd. and GE SeaCo SRL (collectively GE SeaCo), Royal Wolf entered in a preferred supply agreement with GE SeaCo. Under the preferred supply agreement, GE SeaCo has agreed to sell to Royal Wolf, and Royal Wolf has agreed to purchase, all of GE SeaCo's containers that GE SeaCo determines to sell, up to a maximum of 2,500 containers each year. The purchase price for the containers will be based on their condition and is specified in the agreement, subject to annual adjustment. In addition, Royal Wolf received a right of first refusal to purchase any additional containers that GE SeaCo desires to sell in Australia, New Zealand and Papua New Guinea. Either party may terminate the agreement upon no less than 90 days' prior notice at any time after November 15, 2012.

**Other Matters**

The Company is not involved in any material lawsuits or claims arising out of the normal course of business. The nature of its business is such that disputes can occasionally arise with employees, vendors (including suppliers and subcontractors), and customers over warranties, contract specifications and contract interpretations among other things. The Company assesses these matters on a case-by-case basis as they arise. Reserves are established, as required, based on its assessment of its exposure. The Company has insurance policies to cover general liability and

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workers compensation related claims. In the opinion of management, the ultimate amount of liability not covered by insurance under pending litigation and claims, if any, will not have a material adverse effect on our financial position, operating results or cash flows.

**Table of Contents****GENERAL FINANCE CORPORATION AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 9. Cash Flows from Operating Activities and Other Financial Information**

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

	Quarter September 30, 2010	2011
<b>Cash flows from operating activities</b>		
Net income	\$ 1,195	\$ 2,751
Adjustments to reconcile net income to cash flows from operating activities:		
Gain on sales and disposals of property, plant and equipment	(8)	(99)
Gain on sales of lease fleet	(1,442)	(1,889)
Unrealized foreign exchange gain	(3,262)	(45)
Unrealized loss (gain) on forward exchange contracts	865	(949)
Unrealized loss (gain) on interest rate swaps and options	(250)	535
Depreciation and amortization	4,672	4,558
Amortization of deferred financing costs	349	175
Accretion of interest	60	
Share-based compensation expense	173	207
Deferred income taxes	665	1,535
Changes in operating assets and liabilities:		
Trade, subscription and other receivables, net	4,562	(140)
Inventories	(2,203)	(8,915)
Prepaid expenses and other	325	431
Trade payables, accrued liabilities and other deferred credits	(2,034)	5,183
Income taxes	35	(246)
Net cash provided by operating activities	\$ 3,702	\$ 3,092

**Note 10. Segment Reporting**

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

	Quarter Ended September 30, 2010	2011
<b>Revenues from external customers</b>		
North America:		
Sales	\$ 5,578	\$ 6,519
Leasing	9,457	10,382
	15,035	16,901

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Asia-Pacific:		
Sales	17,811	21,690
Leasing	10,619	14,202
	28,430	35,892
Total	\$ 43,465	\$ 52,793
<b>Operating income (loss)</b>		
North America	\$ 1,024	\$ 1,037
Asia-Pacific	2,646	5,620
Total	\$ 3,670	\$ 6,657

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<b>Interest income</b>		
North America	\$	\$ 2
Asia-Pacific	105	93
Total	\$ 105	\$ 95
<b>Interest expense</b>		
North America	\$ 1,570	\$ 1,289
Asia-Pacific	2,711	2,113
Total	\$ 4,281	\$ 3,402
<b>Share-based compensation</b>		
North America	\$ 140	\$ 171
Asia-Pacific	33	36
Total	\$ 173	\$ 207
<b>Depreciation and amortization</b>		
North America	\$ 1,438	\$ 1,433
Asia-Pacific	3,234	3,125
Total	\$ 4,672	\$ 4,558
<b>Additions to long-lived assets</b>		
North America	\$ 855	\$ 1,943
Asia-Pacific	5,885	11,664
Total	\$ 6,740	\$ 13,607
	<b>June 30,</b>	<b>September 30,</b>
	<b>2011</b>	<b>2011</b>
<b>Long-lived assets</b>		
North America	\$ 108,212	\$ 107,948
Asia-Pacific	124,535	119,849
Total	\$ 232,747	\$ 227,797
<b>Goodwill</b>		
North America	\$ 33,303	\$ 33,303
Asia-Pacific	35,645	32,904
Total	\$ 68,948	\$ 66,207



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Intersegment net revenues totaled \$429,000 during FY 2011 and \$38,000 during FY 2012.

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

The following discussion of our financial condition and results of operations should be read together with the consolidated financial statements and the accompanying notes thereto, which are included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 filed with the Securities and Exchange Commission ( SEC ); as well as the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, should, could, would, expect, plan, anticipate, estimate, continue, or the negative of such terms or other similar expressions. Risk factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our Annual Report on Form 10-K for the year ended June 30, 2011 and other SEC filings. We maintain a web site at [www.generalfinance.com](http://www.generalfinance.com) that makes available, through a link to the SEC's EDGAR system website, our filings that we have made with the SEC.

References to we, us, our or the Company refer to General Finance Corporation, a Delaware corporation ( GFN ), and its consolidated subsidiaries. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation ( GFN U.S. ); GFN North America Corp., a Delaware corporation ( GFNNA ); GFN Mobile Storage Inc., a Delaware corporation ( GFNMS ); Royal Wolf Holdings Limited (formerly GFN Australasia Holdings Pty Ltd.), an Australian corporation publicly traded on the Australian Securities Exchange ( RWH or GFN Holdings ); and its Australian and New Zealand subsidiaries (collectively, Royal Wolf ); and Pac-Van, Inc., an Indiana corporation (combined with GFNMS, Pac-Van ).

#### **Background and Overview**

We incorporated in Delaware on October 14, 2005 and completed our initial public offering (the IPO ) in April 2006. Our long-term strategy and business plan is to acquire and operate rental services and specialty finance businesses in North and South America, Europe and the Asia-Pacific (or Pan-Pacific) area.

On September 13, 2007 (September 14 in Australia), we acquired Royal Wolf by purchasing the outstanding shares of RWA. The purchase price paid to the former shareholders of RWA was \$64.3 million, which consisted of \$44.7 million in cash, the issuance to Bison Capital Australia, L.P., ( Bison Capital ), one of the sellers, of shares of common stock of GFN U.S. and the issuance of a note to Bison Capital. Following the acquisition, we owned 86.2% of the outstanding capital stock of GFN U.S. and Bison Capital owned 13.8% of the outstanding capital stock of GFN U.S. Royal Wolf leases and sells storage containers, portable container buildings and freight containers in Australia and New Zealand, which is considered geographically by us to be the Asia-Pacific area.

On October 1, 2008, we acquired Pac-Van through a merger with Mobile Office Acquisition Corp. ( MOAC ), the parent of Pac-Van, and our wholly-owned subsidiary, GFNNA. In addition to assuming Pac-Van's senior and other debt, we paid \$46.5 million to the stockholders of MOAC by a combination of \$19.4 million in cash, 4,000,000 shares of GFN restricted common stock (valued at \$25.6 million) and a 20-month subordinated promissory note in the aggregate principal amount of \$1.5 million bearing interest at 8% per annum. Pac-Van leases and sells storage and office containers, modular buildings and mobile offices in the United States.

The economic downturn in the United States, particularly in the construction related industries (where Pac-Van has currently over 30% of its business and historically has had over 40%), has had an adverse impact on the Company's operating results. To offset this adverse effect, we undertook cost-reduction and other measures to reduce our indebtedness and to strive to comply with financial loan covenants. Reference is made to the Liquidity and Financial Condition section for a discussion of the more significant capital transactions we undertook in improving our senior and other debt leverage position, including IPO in Australia of a noncontrolling interest in Royal Wolf.

We do business in two distinct, but related industries; mobile storage and modular space, which we collectively refer to as the portable services industry. Our two operating subsidiaries, Royal Wolf and Pac-Van, lease and sell their products through seventeen customer service centers ( CSCs ) in Australia, six CSCs in New Zealand and twenty-six branch locations across eighteen states in the United States. As of September 30, 2011, we had 234 and 180 employees and 31,012 and 11,423 lease fleet units in the Asia-Pacific area and United States, respectively.

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Our products include the following:

### **Mobile Storage**

*Storage Containers.* Storage containers consist of new and used shipping containers that provide a flexible, low cost alternative to warehousing, while offering greater security, convenience and immediate accessibility. Our storage products include general purpose dry storage containers, refrigerated containers and specialty containers in a range of standard and modified sizes, designs and storage capacities. Specialty containers include blast-resistant units, hoarding units and hazardous-waste units. We also offer storage vans, also known as storage trailers or dock-height trailers.

*Freight Containers.* Freight containers are specifically designed for transport of products by road and rail. Our freight container products include curtain-side, refrigerated and bulk cargo containers, together with a range of standard and industry-specific dry freight containers.

### **Modular Space**

*Modular Buildings.* Also known as manufactured buildings, modular buildings provide customers with additional space and are often modified to customer specifications. Modular buildings range in size from 1,000 to more than 30,000 square feet and may be highly customized.

*Mobile Offices.* Also known as trailers or construction trailers, mobile offices are re-locatable units with aluminum or wood exteriors on wood (or steel) frames on a steel carriage fitted with axles, allowing for an assortment of add-ons to provide comfortable and convenient temporary space solutions.

*Portable Container Buildings and Office Containers.* Portable container buildings and office containers are either modified or specifically-manufactured containers that provide self-contained office space with maximum design flexibility. Office containers in the U.S. are oftentimes referred to as ground level offices ( GLOs ).

## **Results of Operations**

### **Quarter Ended September 30, 2011 ( FY 2012 ) Compared to Quarter Ended September 30, 2010 ( FY 2011 )**

The following compares our FY 2012 results of operations with our FY 2011 results of operations.

*Revenues.* Revenues increased approximately 22% to \$52.8 million in FY 2012 from \$43.4 million in FY 2011. This consisted of an increase of \$7.5 million, or 26%, in revenues at Royal Wolf and a \$1.9 million increase, or 13%, in revenues at Pac-Van. The translation effect of the average currency exchange rate, driven by the strengthening in the Australian dollar to the U.S. dollar in FY 2012 versus FY 2011, caused a portion of the increase in total revenues at Royal Wolf which otherwise would have shown an increase of 8%. This increase at Royal Wolf was reflected in most of the sectors in which we do business in the Asia-Pacific area, but most significantly in the building and construction sectors where revenues increased by approximately \$2.3 million, or 53%, in FY 2012 from FY 2011. Since the second half of our fiscal year ended June 30, 2009, the economic downturn, particularly in the construction-related sector, resulted in a significant reduction in our overall business in United States. However, in FY 2012, when compared to FY 2011, revenues in this sector increased by \$0.8 million, or 16%, in FY 2012 from FY 2011. In addition, increases in FY 2012 in the industrial, commercial and services sectors in the United States totaling \$2.1 million over FY 2011 more than offset a decrease in the education sector of \$1.0 million. Sales and leasing revenues represented 53% and 47% of total revenues in FY 2012 and 54% and 46% of total revenues in FY 2011, respectively.

Sales during FY 2012 amounted to \$28.2 million, compared to \$23.4 million during FY 2011; representing an increase of \$4.8 million, or 21%. This included an increase of \$3.9 million, or 22%, in sales at Royal Wolf and a \$0.9 million increase, or 16%, in sales at Pac-Van. The translation effect of the average currency exchange rate, driven by the strengthening in the Australian dollar to the U.S. dollar in FY 2012 versus FY 2011, caused a portion of the increase in sales revenues at Royal Wolf which otherwise would have shown an increase of 5%. The increase in sales in the Asia-Pacific area was in the CSC retail operations. In the United States, the higher sales revenues in FY 2012 from FY 2011 were primarily from storage containers and modular building units in the construction, industrial and services sectors totaling \$1.8 million, offset somewhat by a reduction in the education sector of \$0.9 million.

The \$3.9 million revenue increase at Royal Wolf in the retail operations resulted from a \$3.3 million increase in prices and a favorable foreign exchange rate effect of \$2.0 million, offset somewhat by a \$1.4 million decrease in unit and modification sales. The higher sales revenues were primarily due to increased activities in the building and construction sectors of the New South Wales, Queensland and Victoria regions.



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In the national accounts group, sales increases of \$0.6 million were due to higher prices and \$0.3 million were due to a favorable foreign exchange rate effect were offset by a \$0.9 million decrease in unit and modification sales.

Leasing revenues during FY 2012 totaled \$24.6 million, as compared to \$20.0 million during FY 2011, representing an increase of \$4.6 million, or approximately 23%. Leasing revenues increased at Royal Wolf by \$3.6 million, or 34%, and increased \$1.0 million, or 11%, at Pac-Van. The translation effect of the average currency exchange rate, driven by the strengthening in the Australian dollar to the U.S. dollar in FY 2012 versus FY 2011, caused a portion of the increase in total revenues at Royal Wolf which otherwise would have shown an increase of 14%. The favorable foreign exchange rate effect at Royal Wolf in FY 2012 totaled \$1.8 million (\$1.4 million and \$0.4 million in our retail business and national accounts group, respectively) from FY 2011.

At Royal Wolf, average utilization in the retail operations was 90% during FY 2012, as compared to 86% during FY 2011; and average utilization in the national accounts group operations was 76% during FY 2012, as compared to 72% during FY 2011. Overall average utilization at Royal Wolf was 85% in FY 2012 and 82% in FY 2011; and the average monthly lease rate of containers was AUS\$147 in FY 2012, as compared to AUS\$152 in FY 2011. Leasing revenues in FY 2012 increased primarily as a result of demand for storage and accommodation units in Western Australia from mining and oil and gas activities and in New Zealand as a result of the Christchurch, New Zealand earthquake in June 2011. However, we believe the primary reasons we were able to increase our overall average utilization and leasing revenues between periods at Royal Wolf were the improving economy in the Asia-Pacific area and our position as the only company with a national footprint in the mobile storage industry in Australia and New Zealand. This increase in volume more than offset the decline in our overall average lease rate at Royal Wolf, which was primarily due to increased competitive pressures in certain of the regions in Australia; particularly in Queensland, where the floods of the previous year intensified local competition and made that retail market more cost conscious. We continually review each local market in which we do business to determine if local factors justify increases or decreases in lease rates and the effect these changes would have on utilization and revenues.

At Pac-Van, average utilization rates were 88%, 82%, 66% and 79% and monthly lease rates were \$101, \$251, \$224 and \$758 for storage containers, office containers, mobile offices and modular units, respectively, during FY 2012; as compared to 83%, 71%, 64% and 72% and \$96, \$229, \$222 and \$856 for storage containers, office containers, mobile offices and modular units in FY 2011, respectively. The average composite utilization rate in FY 2012 was 77%, as compared to 72% in FY 2011. The generally higher utilization and monthly lease rates resulted primarily from improved demand in the construction, industrial and commercial sectors, an indication that the U.S. markets where we conduct our business may be stabilizing.

The average value of the Australian dollar against the U.S. dollar strengthened during FY 2011 as compared to FY 2010. The average currency exchange rate of one Australian dollar during FY 2012 was \$1.05266 U.S. dollar compared to \$0.90286 U.S. dollar during FY 2011. This fluctuation in foreign currency exchange rates resulted in an increase to our total revenues at Royal Wolf of \$4.1 million in FY 2012 when compared to FY 2011.

*Cost of Sales.* Cost of sales (which is the cost related to our sales revenues only and exclusive of the line items discussed below) increased by \$2.9 million to \$20.5 million during FY 2012 from \$17.6 million during FY 2011, but we were proportionately more profitable because of certain higher margin sales activities in our national accounts group in Australia and in our retail operations in New Zealand. Our gross profit percentage from sales revenues was 27% in FY 2012 versus 25% in FY 2011.

*Direct Costs of Leasing Operations and Selling and General Expenses.* Direct costs of leasing operations (which excludes depreciation and amortization) and selling and general expenses aggregately increased by \$3.6 million to \$21.1 million during FY 2012 from \$17.5 million during FY 2011. However, as a percentage of revenues, these operating expenses stayed steady at 40% during both FY 2012 and FY 2011.

*Depreciation and Amortization.* Depreciation and amortization decreased slightly by \$0.1 million to \$4.6 million in FY 2012 from \$4.7 million in FY 2011.

*Interest Expense.* Interest expense of \$3.4 million in FY 2012 was \$0.9 million lower than the \$4.3 million in FY 2011. This was comprised of a decrease of \$0.6 million at Royal Wolf and \$0.3 million in the United States, primarily because of the lower average borrowings in FY 2012 as compared to FY 2011. In addition, the weighted-average interest rate (which does not include the effect of translation, interest rate swap contracts and options and the amortization of deferred financing costs) at Royal Wolf of 9.3% in FY 2012 was lower than the 11.2% in FY 2011. However, the weighted-average interest rate (which does not include the effect of the amortization of deferred financing costs) in the United States of 6.2% in FY 2012 was slightly higher than the 6.0% in FY 2011.

*Foreign Currency Exchange.* Prior to May 31, 2011, we had certain U.S. dollar-denominated debt at Royal Wolf, including intercompany borrowings, which were remeasured at each financial reporting date with the impact of the



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remeasurement being recorded in our consolidated statements of operations. Unrealized gains and losses resulting from such remeasurement due to changes in the Australian exchange rate to the U.S. dollar had a significant impact in our reported results of operations, as well as any realized gains and losses from payments on such U.S. dollar-denominated debt and intercompany borrowings. The currency exchange rate of one Australian dollar at June 30, 2010 was \$0.8567 U.S. dollar compared to \$0.9701 U.S. dollar at September 30, 2010. As a result, in FY 2011, net unrealized and realized foreign exchange gains totaled \$3.3 million and \$27,000, respectively. In addition, net unrealized losses on forward currency exchange contracts totaled \$0.9 million. At May 31, 2011, the U.S. dollar-denominated debt, including intercompany borrowings, at Royal Wolf was repaid in conjunction with the Royal Wolf IPO. Therefore, although the currency exchange rate of one Australian dollar at June 30, 2011 was \$1.0597 U.S. dollar compared to \$0.9793 U.S. dollar at September 30, 2011, there were no foreign exchange fluctuations in our FY 2012 results of operations from the measurement of any such debt. In FY 2012, net unrealized and realized gains (losses) on foreign exchange totaled \$45,000 and \$(2,000), respectively, and net unrealized gains on forward currency exchange contracts totaled \$0.9 million.

*Income Taxes.* Our effective income tax rate was 38.0% in FY 2012, comparable to the effective tax rate of 37.8% in FY 2011. The effective rate in both periods is greater than the U.S. federal rate of 34% (the Australian statutory tax rate is 30%) primarily because of state income taxes from the filing of tax returns in multiple U.S. states and because a portion of the depreciation and amortization on the fixed and intangible assets recorded in the Pac-Van acquisition is not deductible for U.S. federal income tax purposes. In FY 2011, this was offset somewhat by the favorable income tax impact of the amortization of goodwill acquired in acquisitions made in the Asia-Pacific area; which, until the date of the Royal Wolf IPO, was deductible for U.S. income tax reporting purposes. In FY 2012, as a result of the Royal Wolf IPO, the tax status of Royal Wolf changed from an over 80% subsidiary treated as a disregarded entity (which effectively considered Royal Wolf a domestic subsidiary that was included in our consolidated income tax returns) to a majority-owned foreign corporation (which effectively excludes it from our consolidated income tax returns). At June 30, 2011, we had a U.S. federal net operating loss carryforward of \$37,487,000, which expires if unused during fiscal years 2021–2031, and an Australian net operating loss carryforward of approximately \$27,806,000 with no expiration date. As a result of the stock ownership change in the merger with MOAC, the available deduction of the net operating loss carryforward of \$16,779,000 acquired in the Pac-Van acquisition is generally limited to approximately \$2,500,000 on a yearly basis.

*Noncontrolling Interest.* Noncontrolling interest represented Bison Capital's 13.8% interest in Royal Wolf until the Royal Wolf IPO at May 31, 2011. Effective June 1, 2011, noncontrolling interest represents the pro rata share in the Royal Wolf results of operations of the shareholders of the RWH capital stock, other than us. In FY 2012, noncontrolling interest was a charge of \$1.7 million, reflecting the profitability of Royal Wolf in FY 2012; as compared to a \$0.6 million charge in FY 2011. In FY 2011, in addition to the pro-rata Royal Wolf results for one month, the noncontrolling interest also reflected the accretion of the redemption value of the Bison Capital put option and reference is made to the Liquidity and Financial Condition section and Note 1 of Notes to Condensed Consolidated Financial Statements for further discussion of the satisfaction of the Bison Capital put option in conjunction with the Royal Wolf IPO.

*Net Income Attributable to Common Stockholders.* We had net income attributable to common stockholders of \$1.0 million FY 2012, as compared to \$0.6 million in FY2011, primarily as a result of the increased profitability in the Asia-Pacific area and lower interest expense; offset somewhat by a higher noncontrolling interest charge.

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

Earnings before interest, income taxes, impairment, depreciation and amortization and other non-operating costs and income ( EBITDA ) and adjusted EBITDA are supplemental measures of our performance that are not required by, or presented in accordance with U.S. GAAP. These measures are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income, income from operations or any other performance measures derived in accordance with U.S. GAAP or as an alternative to cash flow from operating, investing or financing activities as a measure of liquidity.

Adjusted EBITDA is a non-U.S. GAAP measure. We calculate adjusted EBITDA to eliminate the impact of certain items we do not consider to be indicative of the performance of our ongoing operations. You are encouraged to evaluate each adjustment and whether you consider each to be appropriate. In addition, in evaluating adjusted EBITDA, you should be aware that in the future, we may incur expenses similar to the adjustments in the presentation of adjusted EBITDA. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. We present adjusted EBITDA because we consider it to be an important supplemental measure of our performance and because we believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry, many of which present EBITDA and a form of our adjusted EBITDA when reporting their results. Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Because of

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these limitations, adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or to reduce our indebtedness. We compensate for these limitations by relying primarily on our U.S. GAAP results and using adjusted EBITDA only supplementally. The following table shows our adjusted EBITDA and the reconciliation from net income (loss) (in thousands):

	<b>Quarter Ended September 30,</b>	
	<b>2010</b>	<b>2011</b>
Net income	\$ 1,195	\$ 2,751
Add (deduct)		
Provision for income taxes	726	1,686
Foreign currency exchange gain and other	(2,427)	(1,087)
Interest expense	4,281	3,402
Interest income	(105)	(95)
Depreciation and amortization	4,672	4,558
Share-based compensation expense	173	207
<b>Adjusted EBITDA</b>	<b>\$ 8,515</b>	<b>\$ 11,422</b>

Our business is capital intensive, so from an operating level we focus primarily on EBITDA and adjusted EBITDA to measure our results. These measures provide us with a means to track internally generated cash from which we can fund our interest expense and fleet growth objectives. In managing our business, we regularly compare our adjusted EBITDA margins on a monthly basis. As capital is invested in our established branch locations, we achieve higher adjusted EBITDA margins on that capital than we achieve on capital invested to establish a new branch (or CSC), because our fixed costs are already in place in connection with the established branches. The fixed costs are those associated with yard and delivery equipment, as well as advertising, sales, marketing and office expenses. With a new market or branch, we must first fund and absorb the start-up costs for setting up the new branch facility, hiring and developing the management and sales team and developing our marketing and advertising programs. A new branch will have low adjusted EBITDA margins in its early years until the number of units on rent increases. Because of our higher operating margins on incremental lease revenue, which we realize on a branch-by-branch basis, when the branch achieves leasing revenues sufficient to cover the branch's fixed costs, leasing revenues in excess of the break-even amount produce large increases in profitability and adjusted EBITDA margins. Conversely, absent significant growth in leasing revenues, the adjusted EBITDA margin at a branch will remain relatively flat on a period by period comparative basis.

**Liquidity and Financial Condition**

Each of our two operating units, Royal Wolf and Pac Van, fund their operations substantially through secured bank credit facilities that require compliance with various covenants. These covenants require them to, among other things, maintain certain levels of interest coverage, EBITDA (as defined), utilization rate and overall leverage. In addition, we have a subordinated notes payable by GFN to Laminar Direct Capital, L.L.C. (Laminar). We also have a \$1.0 million credit facility with Union Bank (UB) at GFN under which no borrowings were outstanding as of September 30, 2011.

The economic downturn in the United States, particularly in the construction-related industries (where Pac-Van has currently over 30% of its business and historically has had over 40%), has had an adverse impact on our operating results. To offset this adverse effect, we undertook cost-reduction and other measures to reduce our indebtedness and to strive to comply with financial loan covenants.

Over the past two fiscal years, we undertook various capital events to improve our liquidity and leverage, the most significant of which are as follows:

1. On June 25, 2010, we completed a rights offering for the issuance and sale of units at \$1.50 each (with each unit consisting of one share of GFN common stock and a three-year warrant to purchase 0.5 additional shares of GFN common stock at an exercise price of \$4.00 per share). We utilized \$4,800,000 of the approximately \$5,900,000 net proceeds from the rights offering in the refinancing at Pac-Van (see below).
2. Prior to July 16, 2010, Pac-Van had a senior credit facility, as amended, with a syndicate of four financial institutions led by Bank of America, N.A. (BOA), as administrative and collateral agent, and a \$25,000,000 senior subordinated secured note payable to SPV Capital Funding, L.L.C. (SPV). On July 16, 2010, we entered into several agreements relating to: (a) a new \$85,000,000 senior secured revolving credit facility at Pac-Van with a syndicate led by PNC Bank, National Association (PNC) and including Wells Fargo Bank, National Association and Union Bank (the PNC Credit Facility); and (b) a new \$15,000,000 senior subordinated note issued by GFN to Laminar (the Laminar Note). Borrowings



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under the PNC Credit Facility and proceeds from both the issuance of the Laminar Note and our rights offering (see above) were used to prepay in full all borrowings under the BOA credit facility and the \$25,000,000 senior subordinated secured note payable to SPV.

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3. On May 31, 2011, we completed an IPO in Australia of a noncontrolling interest in RWH. A total of 50,000,000 shares of capital stock were issued to the Australian market at \$1.96 (AUS\$1.83) per share, resulting in gross proceeds of \$97,850,000 (AUS\$91,500,000). An additional total of 188,526 shares (\$369,000 value) were issued to the non-employee members of the RWH Board of Directors, the RWH chief executive officer and the RWH chief financial officer. Previously, GFN U.S. owned the only capital stock outstanding of RWH. In conjunction with the IPO, RWH undertook a share split which resulted in GFN U.S. receiving 50,198,526 shares of the new capital stock. We used the proceeds of the RWH IPO to, among other things, pay offering costs of \$5,443,000 (AUS\$5,090,000), pay down borrowings at each of the senior credit facilities, as well as fully repay the subordinated notes held by Bison Capital. Simultaneously, we also satisfied the Bison Capital put option to acquire the 13.8% of GFN U.S. previously owned by Bison Capital. We now own 100% of GFN U.S. and a majority of Royal Wolf.

Royal Wolf now has an approximately \$97,900,000 (AUS\$100,000,000) senior credit facility with Australia and New Zealand Banking Group Limited ( ANZ ), which matures on June 30, 2014 (the ANZ Credit Facility ). The ANZ Credit Facility was substantially amended in connection with the Royal Wolf IPO and is comprised of three sub-facilities, a \$14,700,000 (AUS\$15,000,000) working capital sub-facility, primarily for receivable financing; a \$73,400,000 (AUS\$75,000,000) revolving sub-facility, primarily for lease fleet purchases; and a \$9,800,000 (AUS\$10,000,000) acquisition sub-facility.

Reference is made to Note 4 of Notes to Condensed Consolidated Financial Statements for further discussion of our senior and other debt.

As of September 30, 2011, our required principal and other obligations payments for the twelve months ending September 30, 2012 and the subsequent three fiscal years are as follows (in thousands):

	<b>Twelve Months Ending September 30,</b>			
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>
ANZ Credit Facility (a)	\$ 7,441	\$ 645	\$ 53,241	\$ 178
PNC Credit Facility (b)		59,504		
Laminar Note (c)		15,000		
Other	587	234	715	16
	<b>\$ 8,028</b>	<b>\$ 75,383</b>	<b>\$ 53,956</b>	<b>\$ 194</b>

(a) Reflects primarily the working capital sub-facilities as due within the next twelve months. These should continually roll over and would be fully repaid at the maturity of the ANZ credit facility in June 2014.

(b) Scheduled to mature in January 2013.

(c) Scheduled to mature in July 2013.

As a result of our actions, we have significantly improved our financial position, particularly in the Asia-Pacific area, and intend to utilize our operating cash flow and borrowing capacity in that region to expand our sale inventory and lease fleet by making both capital expenditures and acquisitions to meet the increasing business demands. In the U.S. we will continue to monitor the senior and other debt leverage at Pac-Van, but we also intend to prudently expand our storage and office container lease fleet and to look at accretive acquisition opportunities.

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

**Cash Flow for FY 2012 Compared to FY 2011**

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

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As we discussed above, our principal source of capital for operations consists of funds available from the senior secured credit facilities at our operating units, Royal Wolf and Pac-Van. We also finance a smaller portion of capital requirements through finance leases and lease-purchase contracts, have a \$1.0 million line of credit with UB and have an outstanding subordinated note with Laminar. Supplemental information pertaining to our consolidated sources and uses of cash is presented in the table below (in thousands):

	<b>Quarter Ended September 30,</b>	
	<b>2010</b>	<b>2011</b>
Net cash provided by operating activities	\$ 3,702	\$ 3,092
Net cash used in investing activities	\$ (1,352)	\$ (5,656)
Net cash used by (used in) financing activities	\$ (6,727)	\$ 2,099

*Operating activities.* Our operations provided net cash flow of \$3.1 million during FY 2012, a decrease of \$0.6 million from the \$3.7 million provided during FY 2011. Though the net income of \$2.8 million in FY 2012 was higher by \$1.6 million from the net income of \$1.2 million in FY 2011, our operating cash flows were reduced by \$3.7 million from the management of operating assets and liabilities in FY 2012, primarily as a result of increased investments in sale inventory in the Asia-Pacific area; as compared to increasing in FY 2011 by \$0.7 million. In both periods, operating cash flows benefitted from the deferred of income taxes, \$1.5 million in FY 2012 and \$0.7 million in FY 2011. Historically, operating cash flows are typically enhanced by the deferral of most income taxes due to the rapid tax depreciation rate of our fixed assets and available net operating loss carryforwards. Additionally, in both FY 2012 and FY 2011, operating cash flows were enhanced by the non-cash adjustments of depreciation and amortization on fixed and intangible assets of \$4.7 million and \$5.0 million, respectively. These items, however, were substantially offset by reductions to operating cash flows of \$0.5 million and \$2.6 million for net unrealized gains from foreign exchange and derivative instruments (see Note 5 of Notes to Condensed Consolidated Financial Statements) in FY 2012 and FY 2011, respectively; and, in addition, operating cash flows were reduced by gains on the sales of lease fleet totaling \$1.9 million in FY 2012 and \$1.4 million in FY 2011.

*Investing Activities.* Net cash used by investing activities was \$5.7 million during FY 2012, as compared to \$1.4 million provided during FY 2011. Purchases of property, plant and equipment, or rolling stock, were approximately \$0.4 million in FY 2012 and \$0.7 million in FY 2011; and net capital expenditures of lease fleet (purchases, net of proceeds from sales of lease fleet) were \$5.3 million in FY 2012 and \$0.7 million in FY 2011. We have increased our investing in the lease fleet in the Asia-Pacific area to meet the demands of the additional business from its strong economy. However, we continue to scrutinize capital expenditures in the United States and anticipate our near term investing activities domestically to be primarily focused on acquiring containers. The amount of cash that we use during any period in investing activities is almost entirely within management's discretion and, other than a preferred supply agreement which requires us to purchase yearly up to a certain amount of containers, if offered to us (see Note 8 of Notes to Condensed Consolidated Financial Statements), we have no significant long-term contracts or other arrangements pursuant to which we may be required to purchase at a certain price or a minimum amount of goods or services.

*Financing Activities.* Net cash provided by financing activities was \$2.1 million during FY 2012, as compared to \$6.7 million being used during FY 2011. In FY 2012, we borrowed a net \$2.3 million on our existing credit facilities, as compared to reducing our outstanding borrowings in FY 2011 by a net \$5.4 million. In addition, we incurred deferred financing costs of \$1.3 million during the refinancing at Pac-Van in FY 2011. Since the second half of our fiscal year ended June 30, 2009, improving our overall senior and other debt leverage has been a principal objective.

**Asset Management**

Receivables and inventories (including foreign translation effect) were \$28.8 million and \$26.6 million at September 30, 2011 and \$30.5 million and \$20.9 million at June 30, 2011, respectively. Inventory levels have increased at September 30, 2011 from June 30, 2011, due primarily to the greater demand in the Asia-Pacific area; but effective asset management remains a significant focus, as we strive to continue to apply appropriate credit and collection controls and reduce inventory levels to maintain and enhance cash flow and profitability. At September 30, 2011, days sales outstanding (DSO) in trade receivables were 38 days and 55 days for Royal Wolf and Pac-Van, as compared to 42 days and 49 days at June 30, 2011, respectively.

The net book value of our total lease fleet decreased (including foreign translation effect) from \$220.1 million at June 30, 2011 to \$216.1 million at September 30, 2011. At September 30, 2011, we had 42,435 units (16,569 units in retail operations in Australia, 8,190 units in national account group operations in Australia, 6,253 units in New Zealand, which are considered retail; and 11,423 units in the United States) in our lease fleet, as compared to 41,346 units (16,668 units in retail operations in Australia, 7,675 units in national account group operations in Australia, 5,827 units in New Zealand, which are considered retail; and 11,176 units in the United States) at June 30, 2011. At those dates,

35,428

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units (14,493 units in retail operations in Australia, 6,177 units in national account group operations in Australia, 5,859 units in New Zealand, which are considered retail; and 8,899 units in the United States) and 33,876 units (14,030 units in retail operations in Australia, 5,814 units in national account group operations in Australia, 5,481 units in New Zealand, which are considered retail; and 8,551 units in the United States) were on lease, respectively.

In the United States, the lease fleet was comprised of 4,325 storage containers, 1,236 office containers, 4,871 mobile offices and 991 modular units at September 30, 2011; and 4,072 storage containers, 1,228 office containers, 4,885 mobile offices and 991 modular units at June 30, 2011. At those dates, in the United States, units on lease were comprised of 3,809 storage containers, 1,066 office containers, 3,262 mobile offices and 762 modular units; and 3,661 storage containers, 993 office containers, 3,095 mobile offices and 802 modular units, respectively

## **Off-Balance Sheet Arrangements**

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

## **Seasonality**

Although demand from certain customer segments can be seasonal, our operations as a whole are not seasonal to any significant extent. We experience a reduction in sales volumes at Royal Wolf during Australia's summer holiday break from mid-December to the end of January, followed by February being a short working day month. However, this reduction in sales typically is counterbalanced by the increased lease revenues derived from the removals or moving and storage industry, which experiences its seasonal peak of personnel relocations during this same summer holiday break. Demand from some of Pac-Van's customers can be seasonal, such as in the construction industry, which tends to increase leasing activity in the first and fourth quarters; while customers in the retail industry tend to lease more units in the second quarter.

## **Impact of Inflation**

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

## **Critical Accounting Estimates**

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

We are required to estimate the collectability of our trade receivables. Accordingly, we maintain allowances for doubtful accounts for estimated losses that may result from the inability of our customers to make required payments. On a recurring basis, we evaluate a variety of factors in assessing the ultimate realization of these receivables, including the current credit-worthiness of our customers, days sales outstanding trends, a review of historical collection results and a review of specific past due receivables. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required, resulting in decreased net income. To date, uncollectible accounts have been within the range of our expectations.

We lease and sell storage, building and office containers, modular buildings and mobile offices to our customers. Leases to customers generally qualify as operating leases unless there is a bargain purchase option at the end of the lease term. Revenue is recognized as earned in accordance with the lease terms established by the lease agreements and when collectability is reasonably assured. Revenue is recognized as earned in accordance with the lease terms established by the lease agreements and when collectability is reasonably assured. Revenue from sales of equipment is recognized upon delivery and when collectability is reasonably assured.



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We have a fleet of storage, portable building and office containers, mobile offices, modular buildings and steps that we lease to customers under operating lease agreements with varying terms. The lease fleet (or lease or rental equipment) is recorded at cost and depreciated on the straight-line basis over the estimated useful life (5 – 20 years), after the date the units are put in service, down to their estimated residual values (up to 70% of cost). In our opinion, estimated residual values are at or below net realizable values. We periodically review these depreciation policies in light of various factors, including the practices of the larger competitors in the industry, and our own historical experience.

For the issuances of stock options, we follow the fair value provisions of Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 718, *Compensation – Stock Compensation*. FASB ASC Topic 718 requires recognition of employee share-based compensation expense in the statements of income over the vesting period based on the fair value of the stock option at the grant date. The pricing model we use for determining fair values of the purchase option is the Black-Scholes Pricing Model. Valuations derived from this model are subject to ongoing internal and external verification and review. The model uses market-sourced inputs such as interest rates, market prices and volatilities. Selection of these inputs involves management’s judgment and may impact net income. In particular, prior to July 1, 2009, we used volatility rates based upon a sample of comparable companies our industry and we now use a volatility rate based on the performance of our common stock; which yields a higher rate. In addition we use a risk-free interest rate, which is the rate on U.S. Treasury instruments, for a security with a maturity that approximates the estimated remaining expected term of the stock option.

We account for goodwill in accordance with FASB ASC Topic 350, *Intangibles – Goodwill and Other*. FASB ASC Topic 350 prohibits the amortization of goodwill and intangible assets with indefinite lives and requires these assets be reviewed for impairment at least annually. We operate two reportable and operating segments (Pac-Van and Royal Wolf). All of our goodwill was allocated between these two reporting units. We perform an annual impairment test on goodwill at June 30 using the two-step process required under FASB ASC Topic 350. The first step is a screen for potential impairment, while the second step measures the amount of the impairment, if any. We would also consider performing impairment tests during an interim reporting period in which significant events or changes in circumstances indicate that a permanent impairment may have occurred. Some factors we consider important which could trigger such an impairment review include (1) significant underperformance relative to historical, expected or projected future operating results; (2) significant changes in the manner of our use of the acquired assets or the strategy for our overall business; (3) significant changes during the period in our market capitalization relative to net book value; and (4) significant negative industry or general economic trends. At September 30, 2011, there were no significant changes in events or circumstances that were not existing or considered at Royal Wolf or Pac-Van since the annual test at June 30, 2011.

At June 30, 2010 and 2011, we performed the first step of the two-step impairment test and compared the fair value of each reporting unit to its carrying value. In assessing the fair value of the reporting units, we considered both the market approach and the income approach. Under the market approach, the fair value of the reporting unit was determined on a weighted-average range of multiples to adjusted EBITDA. Under the income approach, the fair value of the reporting unit was based on the present value of estimated cash flows. The income approach was dependent on a number of significant management assumptions, including estimated future revenue growth rates, gross margins on sales, operating margins, capital expenditures and discount rates. Each approach was given equal weight in arriving at the fair value of the reporting unit. If the carrying value of the net assets of any reporting unit would have exceeded its fair value, a step-two impairment test would have been performed. In a step-two test, we would be required to determine the implied fair value of the goodwill and compare it to the carrying value of the goodwill. Generally, this would involve allocating the fair value of the reporting unit to the respective assets and liabilities (as if the reporting unit had been acquired in separate and individual business combination and the fair value was the price paid to acquire it) with the excess of the fair value of the reporting unit over the amounts assigned to their respective assets and liabilities being the implied fair value of goodwill. It was determined that the fair value of the Royal Wolf reporting unit exceeded the carrying values of the net assets at June 30, 2010 and 2011. However, the fair value of the Pac-Van reporting unit was less than the carrying values the net assets at June 30, 2010 and 2011; therefore, we performed a step-two impairment test for Pac-Van. In the step-two test for Pac-Van, the implied value of its goodwill was less than the carrying value of goodwill, resulting in an impairment charge of \$7,633,000 and \$5,858,000 at June 30, 2010 and 2011, respectively. The Company had not recorded an impairment charge to goodwill prior to June 30, 2010.

Intangible assets include those with indefinite (trademark and trade name) and finite (primarily customer base and lists, non-compete agreements and deferred financing costs) useful lives. Customer base and lists and non-compete agreements are amortized on the straight-line basis over the expected period of benefit which range from one to ten years. Costs to obtaining long-term financing are deferred and amortized over the term of the related debt using the straight-line method. Amortizing the deferred financing costs using the straight-line method does not produce significantly different results than that of the effective interest method. We review intangibles (those assets resulting from acquisitions) at least annually for impairment or when events or circumstances indicate these assets might be impaired. We test impairment using historical cash flows and other relevant facts and circumstances as the primary basis for its estimates of future cash flows. This process requires the use of estimates and assumptions, which are subject to a high degree of judgment.

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At June 30, 2010 and 2011, we, pursuant to an evaluation that determined that the respective fair values were less than the carrying values, recognized impairment charges of \$190,000 and \$250,000, respectively, to the trade name and, at June 30, 2010, \$329,000 to the customer base acquired in the Pac-Van acquisition. These impairment charges were recorded as a part of depreciation and amortization in the consolidated statements of operations.

In preparing our consolidated financial statements, we recognize income taxes in each of the jurisdictions in which we operate. For each jurisdiction, we estimate the actual amount of taxes currently payable or receivable as well as deferred tax assets and liabilities attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance would be provided for those deferred tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, we consider estimated future taxable income as well as feasible tax planning strategies in each jurisdiction. If we determine that we will not realize all or a portion of our deferred tax assets, we would increase our valuation allowance with a charge to income tax expense or offset goodwill if the deferred tax asset was acquired in a business combination. Conversely, if we determine that we will ultimately be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance would be reduced with a credit to income tax expense except if the valuation allowance was created in conjunction with a tax asset in a business combination.

Reference is made to Note 2 of Notes to Condensed Consolidated Financial Statements for a further discussion of our significant accounting policies.

### **Impact of Recently Issued Accounting Pronouncements**

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

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

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

Reference is made to Note 5 of Notes to Condensed Consolidated Financial Statements for a discussion of financial instruments.

### **Item 4. Controls and Procedures**

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

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level. There were no changes in our internal control over financial reporting during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

In evaluating our forward-looking statements, readers should specifically consider risk factors that may cause actual results to vary from those contained in the forward-looking statements. Risk factors associated with our business are included, but not limited to, our Annual Report on Form 10-K for the year ended June 30, 2011, as filed with the SEC on September 23, 2011 ( Annual Report ). There have been no material changes to the risk factors disclosed in our Annual Report and other subsequent filings with the SEC.

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

None that have not been previously reported.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other Information**

None.

**Item 6. Exhibits**

See Exhibit Index Attached.

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**SIGNATURES**

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

Date: November 14, 2011

GENERAL FINANCE CORPORATION

By: /s/ Ronald F. Valenta  
Ronald F. Valenta

Chief Executive Officer

By: /s/ Charles E. Barrantes  
Charles E. Barrantes

Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit

Number	Exhibit Description
31.1	Certification of Chief Executive Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350
101*	The following materials from the Registrant's Quarterly report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Equity, (iv) the Condensed Consolidated Statements of Cash Flows and (v) Notes to Condensed Consolidated Financial Statements.

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.