

MOBILE MINI INC
Form 10-Q
August 11, 2008

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**U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Form 10-Q

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

For the quarterly period ended June 30, 2008

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

For the transition period from _____ to _____

Commission File Number 1-12804

(Exact name of registrant as specific in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

86-0748362

(IRS Employer
Identification No.)

7420 S. Kyrene Road, Suite 101

Tempe, Arizona 85283

(Address of principal executive offices)

(480) 894-6311

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐

Smaller Reporting Company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Securities Exchange Act of 1934) Yes ☒ No ☐

At August 6, 2008, there were outstanding 34,848,256 shares of the issuer's common stock.

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PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
MOBILE MINI, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands except per share data)

| | December 31, 2007 (See Note A) | June 30, 2008 (unaudited) |
|---|---|--------------------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 3,703 | \$ 7,545 |
| Receivables, net of allowance for doubtful accounts of \$3,993 and \$6,360 at December 31, 2007 and June 30, 2008, respectively | 37,221 | 70,435 |
| Inventories | 29,431 | 40,937 |
| Lease fleet, net | 802,923 | 1,096,531 |
| Property, plant and equipment, net | 55,363 | 90,932 |
| Deposits and prepaid expenses | 11,334 | 13,214 |
| Other assets and intangibles, net | 9,086 | 92,187 |
| Goodwill | 79,790 | 552,564 |
| Total assets | \$ 1,028,851 | \$1,964,345 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Accounts payable | \$ 20,560 | \$ 38,065 |
| Accrued liabilities | 38,941 | 96,761 |
| Lines of credit | 237,857 | 604,119 |
| Notes payable | 743 | 551 |
| Obligations under capital leases | 10 | 6,248 |
| Senior notes, net | 149,379 | 345,421 |
| Deferred income taxes | 123,471 | 195,795 |
| Total liabilities | 570,961 | 1,286,960 |
| Commitments and contingencies | | |
| Redeemable convertible preferred stock; \$.01 par value, 20,000 shares authorized, 0 and 8,556 issued and outstanding liquidation preference \$0 and \$153,990 at December 31, 2007 and June 30, 2008, respectively | | 153,990 |
| Stockholders' equity: | | |
| Common stock; \$.01 par value, 95,000 shares authorized, 34,573 and 34,828 issued and outstanding at December 31, 2007 and June 30, 2008, respectively | 367 | 370 |
| Additional paid-in capital | 278,593 | 328,000 |
| Retained earnings | 213,894 | 229,413 |

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| | | |
|--|--------------|-------------|
| Accumulated other comprehensive income | 4,336 | 4,912 |
| Treasury stock, at cost, 2,175 shares | (39,300) | (39,300) |
| Total stockholders' equity | 457,890 | 523,395 |
| Total liabilities and stockholders' equity | \$ 1,028,851 | \$1,964,345 |

See accompanying notes to the condensed consolidated financial statements.

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MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share data)
(unaudited)

| | Three Months Ended June 30, | |
|--|--|-------------|
| | 2007 | 2008 |
| Revenues: | | |
| Leasing | \$ 70,362 | \$ 72,849 |
| Sales | 7,538 | 7,825 |
| Other | 350 | 411 |
| Total revenues | 78,250 | 81,085 |
| Costs and expenses: | | |
| Cost of sales | 5,160 | 5,358 |
| Leasing, selling and general expenses | 40,335 | 43,796 |
| Integration and merger expense | | 11,609 |
| Depreciation and amortization | 5,113 | 5,747 |
| Total costs and expenses | 50,608 | 66,510 |
| Income from operations | 27,642 | 14,575 |
| Other income (expense): | | |
| Interest income | 29 | 29 |
| Interest expense | (6,100) | (6,419) |
| Debt extinguishment expense | (11,224) | |
| Foreign currency exchange | (1) | 3 |
| Income before provision for income taxes | 10,346 | 8,188 |
| Provision for income taxes | 4,015 | 3,327 |
| Net income | 6,331 | 4,861 |
| Undistributed earnings allocable to preferred stock: | | (40) |
| Net income available to common stockholders | \$ 6,331 | \$ 4,821 |
| Earnings per share: | | |
| Basic | \$ 0.18 | \$ 0.14 |
| Diluted | \$ 0.17 | \$ 0.14 |

Weighted average number of common and common share equivalents outstanding:

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| | | |
|---------|--------|--------|
| Basic | 35,812 | 34,115 |
| Diluted | 36,840 | 34,969 |

See accompanying notes to the condensed consolidated financial statements.

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MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share data)
(unaudited)

| | Six Months Ended June 30, | |
|---|----------------------------------|-------------|
| | 2007 | 2008 |
| Revenues: | | |
| Leasing | \$ 136,415 | \$ 142,885 |
| Sales | 14,192 | 15,923 |
| Other | 663 | 818 |
| Total revenues | 151,270 | 159,626 |
| Costs and expenses: | | |
| Cost of sales | 9,619 | 10,991 |
| Leasing, selling and general expenses | 77,173 | 87,266 |
| Integration and merger expense | | 11,609 |
| Depreciation and amortization | 10,004 | 11,416 |
| Total costs and expenses | 96,796 | 121,282 |
| Income from operations | 54,474 | 38,344 |
| Other income (expense): | | |
| Interest income | 37 | 62 |
| Interest expense | (12,053) | (12,564) |
| Debt extinguishment expense | (11,224) | |
| Foreign currency exchange | (1) | (8) |
| Income before provision for income taxes | 31,233 | 25,834 |
| Provision for income taxes | 12,205 | 10,315 |
| Net income | 19,028 | 15,519 |
| Undistributed earnings allocable to preferred stock | | (40) |
| Net income available to common stockholders | \$ 19,028 | \$ 15,479 |
| Earnings per share: | | |
| Basic | \$ 0.53 | \$ 0.45 |
| Diluted | \$ 0.52 | \$ 0.45 |
| Weighted average number of common and common share equivalents outstanding: | | |
| Basic | 35,727 | 34,100 |

| | | |
|---------|--------|--------|
| Diluted | 36,743 | 34,655 |
|---------|--------|--------|

See accompanying notes to the condensed consolidated financial statements.

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MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(unaudited)

| | Six Months Ended June 30, | |
|--|----------------------------------|-------------|
| | 2007 | 2008 |
| Cash Flows From Operating Activities: | | |
| Net income | \$ 19,028 | \$ 15,519 |
| Adjustments to reconcile income to net cash provided by operating activities: | | |
| Debt extinguishment expense | 2,298 | |
| Provision for doubtful accounts | 960 | 750 |
| Amortization of deferred financing costs | 428 | 669 |
| Share-based compensation expense | 2,150 | 2,364 |
| Depreciation and amortization | 10,004 | 11,416 |
| Gain on sale of lease fleet units | (2,741) | (3,094) |
| Loss on disposal of property, plant and equipment | 32 | 29 |
| Deferred income taxes | 11,153 | 10,237 |
| Foreign currency exchange loss | 1 | 8 |
| Changes in certain assets and liabilities, net of effect of businesses acquired: | | |
| Receivables | (1,497) | (3,014) |
| Inventories | (4,070) | (3,570) |
| Deposits and prepaid expenses | 547 | 900 |
| Other assets and intangibles | (126) | 99 |
| Accounts payable | 571 | (3,714) |
| Accrued liabilities | (3,016) | 12,942 |
| Net cash provided by operating activities | 35,722 | 41,541 |
| Cash Flows From Investing Activities: | | |
| Cash paid for businesses acquired | (6,066) | (21,273) |
| Additions to lease fleet, excluding acquisitions | (64,164) | (34,613) |
| Proceeds from sale of lease fleet units | 7,639 | 9,057 |
| Additions to property, plant and equipment | (12,538) | (4,842) |
| Proceeds from sale of property, plant and equipment | 64 | 59 |
| Net cash used in investing activities | (75,065) | (51,612) |
| Cash Flows From Financing Activities: | | |
| Net borrowings (repayments) under lines of credit | (10,917) | 140,763 |
| Proceeds from issuance of 6.785% Senior Notes | 149,322 | |
| Redemption of 9.5% Senior Notes | (97,500) | |
| Deferred financing costs | (3,604) | (14,555) |
| Principal payments on notes payable | (692) | (113,101) |
| Principal payments on capital lease obligations | (10) | (7) |
| Issuance of common stock, net | 5,175 | 1,053 |
| Net cash provided by financing activities | 41,774 | 14,153 |

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| | | |
|---|----------|----------|
| Effect of exchange rate changes on cash | 334 | (240) |
| Net increase in cash | 2,765 | 3,842 |
| Cash at beginning of period | 1,370 | 3,703 |
| Cash at end of period | \$ 4,135 | \$ 7,545 |
| Supplemental Disclosure of Cash Flow Information: | | |
| Interest rate swap changes in value charged to equity | \$ 202 | \$ 208 |

See accompanying notes to the condensed consolidated financial statements.

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MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

NOTE A Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles 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 principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows for all periods presented have been made. All significant inter-company balances and transactions have been eliminated.

The condensed consolidated balance sheet at December 31, 2007, has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

The results of operations for the six-month period ended June 30, 2008, are not necessarily indicative of the operating results that may be expected for the entire year ending December 31, 2008. Historically, Mobile Mini experiences some seasonality each year which has caused lower utilization rates for our lease fleet and a marginal decrease in cash flow during the first half of the year. Additionally, on June 27, 2008, we consummated the transaction described below in Note B and such transactions will have a material effect on our results of operations in the future. These condensed consolidated financial statements should be read in conjunction with our December 31, 2007, consolidated financial statements and accompanying notes thereto, which are included in our Annual Report on Form 10-K and on Form 10-K/A filed with the Securities and Exchange Commission (SEC) on February 29, 2008 and March 18, 2008, respectively.

NOTE B Acquisition of Mobile Storage Group

Merger

On June 27, 2008, a wholly-owned subsidiary of Mobile Mini merged with and into the ultimate parent company of Mobile Storage Group, Inc., MSG WC Holdings Corp., and immediately thereafter, MSG WC Holdings Corp. and two of its subsidiaries merged with and into Mobile Mini (Merger). As a result of the Merger, Mobile Storage Group, Inc. became a wholly-owned subsidiary of Mobile Mini. Upon the closing, Mobile Mini assumed Mobile Storage Group's outstanding indebtedness of \$540.5 million and paid aggregate consideration of \$220.8 million representing cash totaling approximately \$21.3 million and the issuance of approximately 8.6 million shares of convertible Preferred Stock with a determined fair value at issuance of \$199.5 million and a liquidation preference value of \$154.0 million. The Merger was effected pursuant to a merger agreement entered into on February 22, 2008. The Merger was approved by Mobile Mini stockholders at a special meeting of stockholders on June 26, 2008.

The condensed consolidated statements of income were impacted by the merger primarily by the expense incurred related to integration and merger expenses recorded for the period ended at June 30, 2008. See Note M for additional details on our acquisitions and merger transactions. The results of operations for MSG have been included in the Company's results of operations beginning on June 27, 2008.

Credit Agreement

In connection with the Merger, Mobile Mini expanded its revolving credit facility to increase its borrowing limit and to include the combined assets of both Mobile Mini and Mobile Storage Group as security for the facility.

On June 27, 2008, Mobile Mini and its subsidiaries, (including Mobile Storage Group and its subsidiaries) entered into an ABL Credit Agreement (the Credit Agreement) with Deutsche Bank AG New York Branch and other lenders party thereto. The Credit Agreement provides for a five-year, \$900.0 million revolving credit facility. Amounts borrowed under the Credit Agreement and repaid or prepaid during the term may be reborrowed. Outstanding amounts under the Credit Agreement will bear interest at the Company's option, at either (i) LIBOR plus a defined margin, or (ii) the Agent bank's prime rate plus a margin. LIBOR loans will initially bear interest at LIBOR plus 2.5% and base rate loans will initially bear interest at the Agent bank's prime rate plus 1.0%. Beginning after the quarter ended June 30, 2009, the applicable margins for each type of loan will range from 2.25% to 2.75% for LIBOR loans and

0.75% to 1.25% for base rate loans depending upon Mobile Mini's then-debt ratio. At June 30, 2008, we had \$604.1 million outstanding on the Credit Agreement. All amounts outstanding under the Credit Agreement are due on June 27, 2013.

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MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited) Continued

Availability of borrowings under the Credit Agreement is subject to a borrowing base calculation based upon a valuation of our eligible accounts receivable, eligible container fleet (including containers held for sale, work-in-process and raw materials) and real property, each multiplied by an applicable advance rate or limit. At June 30, 2008, we had \$292.6 million in additional capacity available under the credit facility.

The Credit Agreement provides for UK borrowings, denominated in either Pounds Sterling or Euros, by our subsidiary Mobile Mini UK Limited based upon a UK borrowing base and for US borrowings, denominated in Dollars, by Mobile Mini, Inc. based upon a US and Canada borrowing base.

The obligations of the Mobile Mini and its subsidiaries under the Credit Agreement are secured by a blanket lien on substantially all of their assets.

The Credit Agreement also contains customary negative covenants applicable to Mobile Mini and its subsidiaries, including covenants that restrict their ability to, among other things, (i) make capital expenditures in excess of defined limits, (ii) allow certain liens to attach to Mobile Mini or subsidiary assets, (iii) repurchase or pay dividends or make certain other restricted payments on capital stock and certain other securities, or prepay certain indebtedness, (iv) incur additional indebtedness or engage in certain other types of financing transactions, and (v) make acquisitions or other investments.

In connection with the Merger, Mobile Mini paid down the outstanding balances of its and Mobile Storage Group's revolving credit facilities. We financed these pay-downs through a borrowing at closing under its Credit Agreement. We evaluated the expansion of the revolving credit facility under the provisions of EITF 98-14, and as the borrowing capacity under the Credit Agreement exceeds that under the original revolving credit facility, unamortized deferred financing costs have been added to the costs incurred as part of the Credit Agreement.

Mobile Mini Supplemental Indenture

In connection with the Merger, Mobile Mini entered into a Supplemental Indenture, dated as of June 27, 2008 (the Mobile Mini Supplemental Indenture), with Mobile Storage Group, Inc., a Delaware corporation, A Better Mobile Storage Company, a California corporation and Mobile Storage Group (Texas), LP, a Texas limited partnership (the New Mobile Mini Guarantors), the guarantors (the Existing Mobile Mini Guarantors) party to the Mobile Mini Indenture and Law Debenture Trust Company of New York, as trustee (LDTC), pursuant to which the New Mobile Mini Guarantors became Guarantors for all purposes under the Mobile Mini Indenture. Mobile Mini, the Existing Mobile Mini guarantors and LDTC previously entered into an Indenture (the Mobile Mini Indenture), dated as of May 7, 2007, pursuant to which Mobile Mini issued \$150.0 million in aggregate principal amount of its 6.875% Senior Notes due 2015 (the Mobile Mini Notes). See Note O.

MSG Supplemental Indenture

In connection with the Merger, Mobile Mini entered into a Supplemental Indenture, dated as of June 27, 2008 (the MSG Supplemental Indenture), with Mobile Mini of Ohio LLC, a Delaware limited liability company, Mobile Mini, LLC, a California limited liability company, Mobile Mini, LLC, a Delaware limited liability company, Mobile Mini I, Inc., an Arizona corporation, A Royal Wolf Portable Storage, Inc., a California corporation, Temporary Mobile Storage, Inc., a California corporation, Delivery Design Systems, Inc., an Arizona corporation, Mobile Mini Texas Limited Partnership, LLP, a Texas limited liability partnership (collectively, the New MSG Guarantors), A Better Mobile Storage Company, a California corporation, and Mobile Storage Group (Texas), LP, a Texas limited partnership (the Existing MSG Guarantors), Mobile Storage Group, Inc., a Delaware corporation, and Wells Fargo Bank, N.A., as trustee (Wells Fargo), pursuant to which Mobile Mini became an Issuer for all purposes under the MSG Indenture (as defined below) and the New MSG Guarantors became Guarantors for all purposes under the MSG Indenture.

Mobile Storage Group, Inc. and Mobile Services Group, Inc., a Delaware corporation (the Original Issuers), the Existing MSG Guarantors and Wells Fargo previously entered into an Indenture (the MSG Indenture), dated as of August 1, 2006, pursuant to which the Original Issuers issued \$200.0 million in aggregate principal amount of 9.75% Senior Notes due 2014 (the MSG Notes). The MSG Indenture includes covenants, indemnities and events of default

that are customary for indentures of this type, including restrictions on the incurrence of additional debt, sales of assets and payment of dividends. See Note O.

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MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited) Continued

Preferred Stock

In connection with the Merger, we issued 8.6 million shares of Mobile Mini preferred stock called Series A Convertible Redeemable Participating Preferred Stock, to Mobile Storage Group's stockholders. The shares were determined to have an initial fair value of \$199.5 million based upon a third party valuation. The shares have a liquidation preference of \$154.0 million.

The preferred stock will vote together with common stock as a single class. It will rank senior to the common stock only with respect to a distribution upon the occurrence of the bankruptcy, liquidation, dissolution or winding up of Mobile Mini. Holders of a majority of the shares of preferred stock which were originally issued to the prior majority owner of Mobile Storage Group may require Mobile Mini to redeem all of the outstanding preferred stock if (i) Mobile Mini enters into a binding agreement in respect of a sale of the company at a sale price equal to less than \$23 per share or (ii) at any time after the tenth anniversary of the closing date. If such majority holders do not exercise their redemption rights following either of these events, Mobile Mini at its option may redeem the preferred stock. The preferred stock is convertible into 8.6 million shares of Mobile Mini's common stock at any time at the option of the holders, representing an initial conversion price of \$18.00 per Mobile Mini common share. The preferred stock will be mandatorily convertible into Mobile Mini common stock if, after the first anniversary of the issuance of the preferred stock, Mobile Mini's common stock trades above \$23.00 per share for a period of 30 consecutive days. The preferred stock will not have any cash or payment-in-kind dividends (unless and until a dividend is paid with respect to the common stock, in which case dividends will be paid on an equal basis with the common stock, on an as-converted basis) and will not impose any covenants upon Mobile Mini.

Under a Stockholders Agreement entered into with the sellers of Mobile Storage Group, Mobile Mini must use all commercially reasonable efforts to file a shelf registration statement on Form S-3 under the U.S. Securities Act of 1933, as amended, before April 27, 2009 covering all of the shares of Mobile Mini common stock issuable upon conversion of the preferred stock and any shares of Mobile Mini common stock received in respect of the preferred stock (called the registrable securities) then held by any Mobile Storage Group stockholders party to the Stockholders Agreement to enable the resale of such registrable securities after June 27, 2009.

The registration rights granted in the Stockholders Agreement are subject to customary restrictions such as blackout periods and limitations on the number of shares to be included in any underwritten offering imposed by the managing underwriter. In addition, the Stockholders Agreement contains other limitations on the timing and ability of the holders of registrable securities to exercise demands.

NOTE C Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurement* (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We adopted SFAS No. 157 on January 1, 2008, with no effect on our consolidated financial statements.

On February 15, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). Under SFAS No. 159, we may elect to report financial instruments and certain other items at fair value on a contract-by-contract basis with changes in value reported in earnings. This election is irrevocable. SFAS No. 159 provides an opportunity to mitigate volatility in reported earnings that is caused by measuring hedged assets and liabilities that were previously required to use a different accounting method than the related hedging contracts when the complex provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, applicable to hedge accounting are not met. The Company adopted SFAS No. 159 on January 1, 2008. The Company chose not to elect the fair value option for its financial assets and liabilities existing at January 1, 2008 and did not elect the fair value option on financial assets and liabilities transacted in the six months ended June 30, 2008. Therefore, the adoption of SFAS No. 159 had no impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS No. 141R) which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in an acquiree, including the recognition

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MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited) Continued

and measurement of goodwill acquired in a business combination. Certain forms of contingent consideration and certain acquired contingencies will be recorded at fair value at the acquisition date. SFAS No. 141R also states acquisition costs will generally be expensed as incurred and restructuring costs will be expensed in periods after the acquisition date. We will apply SFAS No. 141R prospectively to business combinations with an acquisition date on or after January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements An Amendment of ARB No. 51* (SFAS No. 160). SFAS No. 160 amends Accounting Research Bulletin ARB No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 becomes effective beginning January 1, 2009. Presently, there are no non-controlling interests in any of the Company's consolidated subsidiaries; therefore, we do not expect the adoption of SFAS No. 160 to have a significant impact on our results of operations or financial condition.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities An Amendment of FASB Statement No. 133* (SFAS No. 161). SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts and details of credit-risk-related contingent features in hedged positions. The statement also requires enhanced disclosures regarding how and why entities use derivative instruments, how derivative instruments and related hedged items are accounted and how derivative instruments and related hedged items affect entities financial position, financial performance and cash flows. SFAS No. 161 is effective for fiscal periods beginning after November 15, 2008. We do not expect the adoption of SFAS No. 161 will have a material effect on our results of operations or financial position.

In April 2008, the FASB issued FSP 142-3, *Determining the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors to be considered in determining the useful life of intangible assets. Its intent is to improve the consistency between the useful life of an intangible asset and the period of expected cash flows used to measure its fair value. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. We currently adhere to FSP 142-3.

NOTE D Fair Value Measurements

As described in Note C, we adopted SFAS No. 157 on January 1, 2008. SFAS No. 157 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, SFAS No. 157 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.

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Assets and liabilities measured at fair value on a recurring basis are as follows (in thousands):

| | Fair Value June 30, 2008 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Valuation Technique (1) |
|-------------------------------|--------------------------------|---|---|--|-------------------------------|
| Interest rate swap agreements | \$(1,589) | \$ | \$(1,589) | \$ | |

(1) Our interest rate swap agreements are not traded on a market exchange; therefore, the fair values are determined using valuation models which include assumptions about the LIBOR yield curve at the reporting dates. We have consistently applied these calculation techniques to all periods presented. At June 30, 2008, the fair value of interest rate swap agreements is recorded in accrued liabilities in our condensed consolidated balance sheet.

NOTE E Earnings Per Share

As a result of issuing the Preferred Stock, which participates in distributions of earnings on the same basis as shares of common stock, the Company has applied the provisions of EITF Issue No. 03-6, *Participating Securities and the Two-Class Method under FASB Statement 128* (EITF No. 03-6). This issue established standards regarding the computation of earnings per share (EPS) by companies that have issued securities other than common stock that contractually entitle the holder to participate in dividends and earnings of the company. EITF No. 03-6 requires earnings for the period to be allocated between the common and preferred shareholders based on their respective rights to receive dividends. Basic net income per share is then calculated by dividing income allocable to common stockholders by the weighted-average number of common shares outstanding, net of shares subject to repurchase by the Company, during the period. EITF No. 03-6 does not require the presentation of basic and diluted net income (loss) per share for securities other than common stock; therefore, the following net income per share amounts only pertain to the Company's common stock. The Company calculates diluted net income per share under the if-converted method unless the conversion of the preferred stock is anti-dilutive to basic net income per share. To the extent the inclusion of preferred stock is anti-dilutive, the Company calculates diluted net income per share under the two-class method. Potential common shares include restricted common stock and incremental shares of common stock issuable upon the exercise of stock options and vesting of nonvested stock awards and convertible preferred stock using the treasury stock method.

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

The following is a reconciliation of net income and weighted-average shares of common stock outstanding for purposes of calculating basic and diluted earnings per share for the three-month and six-month period ended June 30:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|-------------|--------------------------------------|-------------|
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands except earnings per share data) | | | |
| Historical net income per share: | | | | |
| Numerator: | | | | |
| Net income | \$ 6,331 | \$ 4,861 | \$ 19,028 | \$ 15,519 |
| Less: Earnings allocable to preferred stock | | (40) | | (40) |
| Net income available to common stockholders | \$ 6,331 | \$ 4,821 | \$ 19,028 | \$ 15,479 |
| Basic EPS Denominator: | | | | |
| Common stock outstanding beginning of period | 35,645 | 34,091 | 35,640 | 34,041 |
| Effect of weighting shares: | | | | |
| Weighted shares issued during the period ended June 30, | 167 | 24 | 87 | 59 |
| Denominator for basic net income per share | 35,812 | 34,115 | 35,727 | 34,100 |
| Diluted EPS Denominator: | | | | |
| Common stock outstanding beginning of period | 35,645 | 34,091 | 35,640 | 34,041 |
| Effect of weighting shares: | | | | |
| Weighted shares issued during the period ended June 30, | 167 | 24 | 87 | 59 |
| Dilutive effect of employee stock options on nonvested share-swards assumed converted during the period ended June 30, | 1,028 | 572 | 1,016 | 414 |
| Dilutive effect of convertible preferred stock assumed converted during the period ended June 30 | | 282 | | 141 |
| Denominator for diluted net income per share | 36,840 | 34,969 | 36,743 | 34,655 |
| Basic net income per share | \$ 0.18 | \$ 0.14 | \$ 0.53 | \$ 0.45 |
| Diluted net income per share | \$ 0.17 | \$ 0.14 | \$ 0.52 | \$ 0.45 |

For the three months ended June 30, 2007 and 2008, options to purchase 302,550 and 507,330 shares of stock, respectively, were excluded from the calculation of diluted earnings per share because they were anti-dilutive. For the six months ended June 30, 2007 and 2008, options to purchase 496,050 and 564,400 shares of stock, respectively, were excluded from the calculation of diluted earnings per share because they were anti-dilutive. Basic weighted

average number of common shares outstanding as of June 30, 2007 and 2008 does not include 251,783 and 683,182, respectively, of nonvested share-awards because the awards had not then vested. For the three months ended June 30, 2007 and 2008, 2,571 and 45,663, respectively, of nonvested share awards were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive. For the six months ended June 30, 2007 and 2008, 3,907 and 320,312, respectively, of nonvested share-awards were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive. For the three and six months ended June 30, 2008, the if-converted method was used to calculate diluted earnings per share as it was not anti-dilutive in either period.

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MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited) Continued

NOTE F Share-Based Compensation

At June 30, 2008, we had three active share-based employee compensation plans. Stock option awards under these plans are granted with an exercise price per share equal to the fair market value of our common stock on the date of grant. Each option must expire no more than 10 years from the date it is granted and, historically, options are granted with vesting over a 4.5 year period.

In 2005, we began awarding nonvested shares under the existing share-based compensation plans. These share awards vest over a four year period for awards to an executive officer or over a five year period for awards to employees other than executive officers. The total value of these awards is expensed on a straight-line basis over the service period of the employees receiving the awards. The service period is the time during which the employees receiving awards must remain employees for the shares granted to fully vest. Starting in December 2006, we awarded to certain of our executive officers nonvested share-awards with vesting subject to a performance condition. Vesting of these share-awards is dependent upon the officers fulfilling the service period requirements as well as the Company achieving certain EBITDA targets in each of the next four years. At the date of the 2007 awards, the EBITDA targets were not known, and as such, the measurement date for the nonvested share-awards had not yet occurred. This target was established by our Board of Directors on February 20, 2008, at which point, the value of each nonvested share-award was \$15.85. We are required to assess the probability that the performance conditions will be met. If the likelihood of the performance conditions being met is deemed probable we will recognize the expense using the accelerated attribution method. The accelerated attribution method could result in as much as 50% of the total value of the shares being recognized in the first year of the service period if each of the four future targets is assessed as probable of being met. For performance based awards granted in 2006 and 2007, the accelerated attribution method has been used to recognize the expense.

In June 2008, in conjunction with the Merger and the hiring of Mobile Storage Group's employees, we awarded nonvested share awards for an aggregate of 157,535 shares. These awards vest over a period of between one and five years. The total value of these awards is expensed on a straight-line basis over the service period.

As of June 30, 2008, the total amount of unrecognized compensation cost related to nonvested share awards was approximately \$15.0 million, which is expected to be recognized over a weighted-average period of approximately 3.4 years.

The total value of the stock option grants is expensed on a straight-line basis over the service period of the employees receiving the grants. As of June 30, 2008, total unrecognized compensation cost related to stock option grants was approximately \$3.5 million and the related weighted-average period over which it is expected to be recognized is approximately 1.8 years.

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

A summary of stock option activity within the Company's stock-based compensation plans and changes for the six months ended June 30, 2008 is as follows:

| | Number of Shares (In thousands) | Weighted Average Exercise Price |
|------------------------------|--|--|
| Balance at December 31, 2007 | 2,028 | \$ 17.02 |
| Granted | | |
| Exercised | (98) | 10.77 |
| Terminated/expired | (52) | 16.94 |
| Balance at June 30, 2008 | 1,878 | \$ 17.35 |

The intrinsic value of options exercised during the six months ended June 30, 2008 was \$1.0 million.

A summary of nonvested share-awards activity within our share-based compensation plans and changes is as follows (share amounts in thousands):

| | Shares | Weighted Average Grant Date Fair Value |
|--------------------------------|---------------|---|
| Nonvested at December 31, 2007 | 532 | \$ 22.46 |
| Awarded | 165 | 20.44 |
| Released | (7) | 33.61 |
| Forfeited | (7) | 20.61 |
| Nonvested at June 30, 2008 | 683 | \$ 21.90 |

A summary of fully-vested stock options and stock options expected to vest, as of June 30, 2008, is as follows:

| | Number of Shares (In thousands) | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value (In thousands) |
|-----------------------------|--|--|--|---|
| Outstanding | 1,878 | \$ 17.35 | 5.4 | \$ 8,415 |
| Vested and expected to vest | 1,723 | \$ 16.80 | 5.2 | \$ 8,209 |
| Exercisable | 1,519 | \$ 16.09 | 4.9 | \$ 7,721 |

The fair value of each stock option award is estimated on the date of the grant using the Black-Scholes option pricing model. The following are the weighted average assumptions used for the periods noted:

| | Six Months Ended June 30, 2007 |
|-------------------------|---|
| Risk-free interest rate | 4.58% |

| | |
|--|--------|
| Expected holding period (years) | 3.00 |
| Expected stock volatility | 33.24% |
| Expected dividend rate | 0.00% |
| There were no stock options granted during the six months ended June 30, 2008. | |

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

NOTE G Inventories are valued at the lower of cost (principally on a standard cost basis which approximates the first-in, first-out (FIFO) method) or market. Market is the lower of replacement cost or net realizable value. Inventories primarily consist of raw materials, supplies, work-in-process and finished goods, all related to the manufacturing, refurbishment and maintenance of portable storage units and office units, primarily for our lease fleet and our units held for sale. Raw materials principally consist of raw steel, wood, glass, paint, vinyl and other assembly components used in manufacturing and refurbishing processes. Work-in-process primarily represents units being built at our manufacturing facility that are either pre-sold or being built to add to our lease fleet upon completion. Finished portable storage units primarily represents ISO (the International Organization for Standardization) containers held in inventory until the containers are either sold as is, refurbished and sold, or units in the process of being refurbished to be compliant with our lease fleet standards before transferring the units to our lease fleet. There is no certainty when we purchase the containers whether they will ultimately be sold, refurbished and sold, or refurbished and moved into our lease fleet. Units that we add to our lease fleet undergo an extensive refurbishment process that includes installing our proprietary locking system, signage, painting and sometimes adding our proprietary security doors. The increases in inventories include \$7.8 million that are the result of the Merger.

| | December 31, 2007 | June 30, 2008 |
|---------------------------------|----------------------------------|--------------------------|
| | (In thousands) | |
| Raw material and supplies | \$ 21,801 | \$ 25,520 |
| Work-in-process | 2,819 | 5,022 |
| Finished portable storage units | 4,811 | 10,395 |
| | \$ 29,431 | \$ 40,937 |

NOTE H We adopted the provision of FIN 48, *Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109* on January 1, 2007. FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109, *Accounting for Income Taxes*. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

We file U.S. federal tax returns, U.S. State tax returns, and foreign tax returns. We have identified our U.S. Federal tax return as our major tax jurisdiction. For the U.S. Federal return, years 2004 through 2006 are subject to tax examination by the U.S. Internal Revenue Service. We do not currently have any ongoing tax examinations with the IRS. We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to FIN 48. In addition, we did not record a cumulative effect adjustment related to the adoption of FIN 48. We do not anticipate that the total amount of unrecognized tax benefit related to any particular tax position will change significantly within the next 12 months.

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

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

NOTE I Property, plant and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the assets' estimated useful lives. Residual values are determined when the property is constructed or acquired and range up to 25%, depending on the nature of the asset. In the opinion of management, estimated residual values do not cause carrying values to exceed net realizable value. Normal repairs and maintenance to property, plant and equipment are expensed as incurred. When property or equipment is retired or sold, the net book value of the asset, reduced by any proceeds, is charged to gain or loss on the retirement of fixed assets. Property, plant and equipment consist of the following at:

| | December 31, 2007 | June 30, 2008 |
|-------------------------------|------------------------------|----------------------|
| | (In thousands) | |
| Land | \$ 772 | \$ 8,687 |
| Vehicles and equipment | 60,490 | 84,723 |
| Buildings and improvements | 11,514 | 13,821 |
| Office fixtures and equipment | 11,579 | 16,123 |
| | 84,355 | 123,354 |
| Less accumulated depreciation | (28,992) | (32,422) |
| | \$ 55,363 | \$ 90,932 |

The increase in property, plant and equipment includes \$34.2 million that is due to the Merger.

NOTE J - Mobile Mini has a lease fleet primarily consisting of refurbished, modified and manufactured portable storage and office units that are leased to customers under short-term operating lease agreements with varying terms. Depreciation is calculated using the straight-line method over our units' estimated useful life, after the date that we put the unit in service, and are depreciated down to their estimated residual values. Our steel units are depreciated over 25 years with an estimated residual value of 62.5%. Wood office units are depreciated over 20 years with an estimated residual value of 50%. Van trailers, which are a small part of our fleet, are depreciated over seven years to a 20% residual value. Van trailers are only added to the fleet in connection with acquisitions of portable storage businesses, and then only when van trailers are a part of the business acquired.

In the opinion of management, estimated residual values do not cause carrying values to exceed net realizable value. We continue to evaluate these depreciation policies as more information becomes available from other comparable sources and our own historical experience.

Normal repairs and maintenance to the portable storage and mobile office units are expensed as incurred. As of December 31, 2007, the lease fleet totaled \$865.6 million as compared to \$1,166.3 million at June 30, 2008, before accumulated depreciation of \$62.7 million and \$69.8 million, respectively. The increase in the value of the lease fleet before accumulated depreciation includes \$272.1 million in units acquired as part of the Merger.

Lease fleet consists of the following at:

| | December 31, 2007 | June 30, 2008 |
|--------------------------|------------------------------|----------------------|
| | (In thousands) | |
| Steel storage containers | \$ 459,665 | \$ 623,365 |
| Offices | 402,640 | 523,218 |
| Van trailers | 2,330 | 16,880 |
| Other | 956 | 2,832 |

| | | |
|--------------------------|------------|--------------|
| | 865,591 | 1,166,295 |
| Accumulated depreciation | (62,668) | (69,764) |
| | \$ 802,923 | \$ 1,096,531 |

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

NOTE K The Financial Accounting Standards Board (FASB) issued SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, which establishes the standards for companies to report information about operating segments. We have operations in the United States, Canada, the United Kingdom and The Netherlands. All of our branches operate in their local currency and although we are exposed to foreign exchange rate fluctuation in other foreign markets where we lease and sell our products, we do not believe this will have a significant impact on our results of operations. Currently, our branch operation is the only segment that concentrates on our core business of leasing. Each branch has similar economic characteristics covering all products leased or sold, including the same customer base, sales personnel, advertising, yard facilities, general and administrative costs and the branch management. Management's allocation of resources, performance evaluations and operating decisions are not dependent on the mix of a branch's products. We do not attempt to allocate shared revenue nor general, selling and leasing expenses to the different configurations of portable storage and office products for lease and sale. The branch operations include the leasing and sales of portable storage units, portable offices and combination units configured for both storage and office space. We lease to businesses and consumers in the general geographic area surrounding each branch. The operation includes our manufacturing facilities, which is responsible for the purchase, manufacturing and refurbishment of products for leasing and sale, as well as for manufacturing certain delivery equipment. In managing our business, we focus on growing our leasing revenues, particularly in existing markets where we can take advantage of the operating leverage inherent in our business model, adjusted EBITDA and earnings per share. We calculate adjusted EBITDA by first calculating EBITDA, which we define as net income before interest expense, debt restructuring or extinguishment expense, provision for income taxes, depreciation and amortization. This measure eliminates the effect on financing transactions that we enter into on an irregular basis based on capital needs and market opportunities. This measure also provides us with a means to track internally generated cash from which we can fund our interest expense and our lease fleet growth. In comparing EBITDA from year-to-year, we typically further adjust EBITDA to eliminate the effect of what we consider to be non-recurring events not related to our core business operations to arrive at what we define as adjusted EBITDA.

Discrete financial data on each of our products is not available and it would be impractical to collect and maintain financial data in such a manner; therefore, based on the provisions of SFAS No. 131, reportable segment information is the same as contained in our Condensed Consolidated Financial Statements.

The tables below represent our revenue and long-lived assets, consisting of lease fleet and property, plant and equipment, as attributed to geographic locations (in thousands):

Revenue from external customers:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------|--------------------------------|-----------|------------------------------|------------|
| | (In thousands) | | | |
| | 2007 | 2008 | 2007 | 2008 |
| North America | \$ 72,400 | \$ 73,615 | \$ 139,970 | \$ 145,429 |
| Other Nations | 5,850 | 7,470 | 11,300 | 14,197 |
| Total revenues | \$ 78,250 | \$ 81,085 | \$ 151,270 | \$ 159,626 |

Long-lived assets:

| | December 31, 2007 | June 30, 2008 |
|---------------|------------------------------|----------------------|
| | (In thousands) | |
| North America | \$ 810,573 | \$ 1,023,560 |
| Other Nations | 47,713 | 163,903 |

| | | |
|-------------------------|------------|--------------|
| Total long-lived assets | \$ 858,286 | \$ 1,187,463 |
|-------------------------|------------|--------------|

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

NOTE L Comprehensive income, net of tax, consisted of the following at:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands) | | | |
| Net income | \$ 6,331 | \$ 4,861 | \$ 19,028 | \$ 15,519 |
| Net unrealized holding gain (loss) on derivatives | (84) | 1,278 | (202) | (208) |
| Foreign currency translation adjustment | 1,138 | 817 | 1,229 | 783 |
| Total comprehensive income | \$ 7,385 | \$ 6,956 | \$ 20,055 | \$ 16,094 |

The components of accumulated other comprehensive income, net of tax, were as follows:

| | December 31, 2007 | June 30, 2008 |
|--|----------------------------------|--------------------------|
| | (In thousands) | |
| Accumulated net unrealized holding gain on derivatives | \$ (769) | \$ (977) |
| Foreign currency translation adjustment | 5,105 | 5,889 |
| Total accumulated other comprehensive income | \$ 4,336 | \$ 4,912 |

NOTE M Mergers and Acquisitions

We enter new markets in one of two ways, either by a new branch start-up or through acquiring a business consisting of the portable storage assets and related leases of other companies. An acquisition generally provides us with cash flow which enables us to immediately cover the overhead cost at the new branch. On occasion, we also purchase portable storage businesses in areas where we have existing small branches either as part of multi-market acquisitions or in order to increase our operating margins at those branches.

On June 27, 2008, a wholly-owned subsidiary of Mobile Mini merged with and into the ultimate parent company of Mobile Storage Group, Inc., MSG WC Holdings Corp., and immediately thereafter, MSG WC Holdings Corp. and two of its subsidiaries merged with and into Mobile Mini (Merger). As a result of the Merger, Mobile Storage Group, Inc. became a wholly-owned subsidiary of Mobile Mini. Upon the closing, Mobile Mini assumed Mobile Storage Group's outstanding indebtedness of \$540.5 million and paid aggregate consideration of \$220.8 million representing cash totaling approximately \$21.3 million and issued approximately 8.6 million shares of Preferred Stock with a liquidation preference of \$154.0 million and an estimated fair value at issuance of \$199.5 million. The Merger was effected pursuant to a merger agreement entered into on February 22, 2008. The Merger was approved by Mobile Mini stockholders at a special meeting of stockholders on June 26, 2008.

The results of operations for MSG are included herein from the effective date of the Merger, June 27, 2008. The results of operations had an immaterial impact on our operations for the period ended June 30, 2008, however, the Company's consolidated statements of income were impacted by the estimated expenses accrued related to integration and merger costs recorded for the period ended June 30, 2008. This expense, approximately \$11.6 million, primarily relates to transaction costs, incurred or estimated to be incurred for the closing of overlapping Mobile Mini lease properties and the repositioning of assets between the two entities' locations and personnel relocation costs. Certain other costs, primarily related to Mobile Mini's personnel closing bonuses and severance agreements and certain corporate costs incurred during the integration will be expensed as integration and merger expense as incurred in

future periods.

The Merger was accounted for as the purchase of a business in accordance with SFAS No. 141, *Business Combinations*, with the purchased assets and the assumed liabilities recorded at their estimated fair values at the date of acquisition.

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

The aggregate purchase price of the assets and operations acquired consists of the following for the six month period ended June 30, 2008:

| | 2008 (In thousands) |
|--|------------------------------------|
| Cash | \$ 21,273 |
| Assumption of debt | 540,552 |
| Issuance of convertible preferred stock, as initially valued | 199,500 |
| Total | \$ 761,325 |

Cash paid of \$27.2 million is net of cash acquired of \$5.9 million.

The fair value of the assets acquired and liabilities assumed have been initially allocated as follows:

| | 2008 (In thousands) |
|---|------------------------------------|
| Receivables | \$ 30,880 |
| Inventories | 7,872 |
| Lease fleet, net | 272,119 |
| Property, plant and equipment, net | 34,226 |
| Deposits, prepaid expenses and other assets | 2,767 |
| Intangible assets: | |
| Customer lists | 13,737 |
| Trade names | 54,995 |
| Non-compete agreements | 955 |
| Goodwill | 472,716 |
| Liabilities and other | (66,580) |
| Deferred taxes | (62,362) |
| | \$ 761,325 |

The reserve related to any leased property that is subsequently sub-leased or negotiated to terminate will be adjusted as each such agreement is consummated.

The purchase price for the acquisition of Mobile Storage Group has been initially allocated to the assets acquired and liabilities assumed based upon estimated fair values as of the Merger date and the allocation is subject to adjustments when additional information concerning asset and liability valuations is finalized. We do not believe any adjustments to the allocation of the purchase price or the reserves will have any material effect on our results of operations or financial position.

Included in other assets and intangibles are: (1) non-compete agreements that are amortized over the life of the agreement, typically 5 years, using the straight-line method with no residual value, (2) values associated with trade names which are not amortized as they have an indefinite life and (3) values associated with customer lists that are amortized on an accelerated basis over 10 years with no residual value.

In connection with the Merger, we identified additional remaining costs expected to be incurred to exit overlapping Mobile Storage Group's lease properties, property shut down costs, costs of Mobile Storage Group's severance agreements, costs for asset verifications and for damaged assets and recorded accrued liabilities and reserves of

approximately \$21.2 million. These liabilities and reserves are preliminary and are subject to adjustments, both positive and negative, as additional information and data becomes available.

Substantially all of the operating activities of Mobile Storage Group will continue as it is integrated into the operations of Mobile Mini. Upon signing of the merger agreement, both companies made plans to integrate their operations. All corporate functions in the United States, such as payroll, accounting, personnel and collections were transferred to Mobile Mini and discontinued at Mobile Storage Group. As part of the merger of the operations in the United Kingdom, one corporate office will be closed and consolidated with the other. In all cities with overlapping Mobile Storage Group and Mobile Mini branch locations, one branch will be shut down and consolidated with the other. In connection with this consolidation, certain corporate office, regional management and branch employees not hired by Mobile Mini were terminated in exchange for a severance payment. The majority of this consolidation was completed shortly after closing of the merger and the remainder will continue through the end of this year.

Table of Contents**MOBILE MINI, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) Continued****NOTE N Supplemental Pro Forma Information**

The following table summarizes Mobile Mini's unaudited condensed consolidated statements of income as if the merger with MSG WC Holdings Corp., the ultimate parent company of Mobile Storage Group, occurred on January 1 of each period presented:

| | Three Months Ended | | Six Months Ended | |
|----------------------------|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands) | | | |
| Total revenue | \$ 133,478 | \$ 140,766 | \$ 260,123 | \$ 279,522 |
| Net income | \$ (0.9) | \$ 6,995 | \$ 11,504 | \$ 18,948 |
| Diluted earnings per share | \$ (0.02) | \$ 0.16 | \$ 0.25 | \$ 0.44 |

The above table includes integration and merger expense of \$11.6 million for all periods presented and \$11.2 million of debt extinguishment expense in the 2007 periods presented.

The unaudited pro forma financial information is presented for informational purposes only and is not indicative, and should not be relied upon as being indicative of the results of operations that would have been achieved if the merger had actually taken place at the beginning of each of the periods presented.

NOTE O Condensed Consolidating Financial Information**Mobile Mini Supplemental Indenture**

In connection with the Merger, Mobile Mini entered into Mobile Mini Supplemental Indenture described in Note B pursuant to which the New Mobile Mini Guarantors became Guarantors under the Mobile Mini Indenture relating to the Senior Notes.

In connection with the Merger, Mobile Mini also entered into the MSG Supplemental Indenture described in Note B pursuant to which Mobile Mini became an Issuer under the MSG Indenture and the New MSG Guarantors became Guarantors under the MSG Indenture.

As a result of the Supplemental Indentures described above, the same subsidiaries of the Company are guarantors under each of the MSG Notes and the Senior Notes.

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

The following tables present the condensed consolidating financial information of Mobile Mini, Inc., representing the subsidiaries of the Guarantors of the Senior Notes and MSG Notes and the Non-Guarantor Subsidiaries. Separate financial statements of the subsidiary guarantors are not presented because the guarantee by each 100% owned subsidiary guarantor is full and unconditional, joint and several, and management has determined that such information is not material to investors.

**MOBILE MINI, INC.
CONDENSED CONSOLIDATING BALANCE SHEETS
As of June 30, 2008
(In thousands)
(unaudited)**

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|------------------------------------|-------------------|-----------------------|---------------------|---------------------|
| ASSETS | | | | |
| Cash and cash equivalents | \$ 2,390 | \$ 5,155 | \$ | \$ 7,545 |
| Receivables, net | 49,774 | 20,661 | | 70,435 |
| Inventories | 38,108 | 2,878 | (49) | 40,937 |
| Lease fleet, net | 951,832 | 144,699 | | 1,096,531 |
| Property, plant and equipment, net | 71,728 | 19,204 | | 90,932 |
| Deposits and prepaid expenses | 10,260 | 2,954 | | 13,214 |
| Other assets and intangibles, net | 67,155 | 25,032 | | 92,187 |
| Goodwill | 460,767 | 91,797 | | 552,564 |
| Intercompany | 127,371 | 36,559 | (163,930) | |
| Total assets | \$ 1,779,385 | \$ 348,939 | \$ (163,979) | \$ 1,964,345 |

**LIABILITIES AND STOCKHOLDERS
EQUITY**

| | | | | |
|----------------------------------|-----------|-----------|-----------|-----------|
| Liabilities: | | | | |
| Accounts payable | \$ 21,374 | \$ 16,691 | \$ | \$ 38,065 |
| Accrued liabilities | 86,717 | 10,044 | | 96,761 |
| Lines of credit | 470,937 | 133,182 | | 604,119 |
| Notes payable | 417 | 16,730 | (16,596) | 551 |
| Obligations under capital leases | 6,245 | 3 | | 6,248 |
| Senior notes, net | 345,421 | | | 345,421 |
| Deferred income taxes | 169,861 | 26,266 | (332) | 195,795 |
| Intercompany | 23 | 97,341 | (97,364) | |
| Total liabilities | 1,100,995 | 300,257 | (114,292) | 1,286,960 |

Commitments and contingencies

| | | | | |
|-----------------------------|---------|--|--|---------|
| Convertible preferred stock | 153,990 | | | 153,990 |
|-----------------------------|---------|--|--|---------|

Stockholders' equity:

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| | | | | |
|--|--------------|------------|--------------|--------------|
| Common stock | 370 | 18,433 | (18,433) | 370 |
| Additional paid-in capital | 328,000 | 31,536 | (31,536) | 328,000 |
| Retained earnings | 235,126 | (5,995) | 282 | 229,413 |
| Accumulated other comprehensive income | 204 | 4,708 | | 4,912 |
| Treasury stock, at cost | (39,300) | | | (39,300) |
| Total stockholders' equity | 524,400 | 48,682 | (49,687) | 523,395 |
| Total liabilities and stockholders' equity | \$ 1,779,385 | \$ 348,939 | \$ (163,979) | \$ 1,964,345 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATING BALANCE SHEETS
As of December 31, 2007
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|--|-------------------|-----------------------|---------------------|---------------------|
| ASSETS | | | | |
| Cash | \$ 2,033 | \$ 1,670 | \$ | \$ 3,703 |
| Receivables, net | 31,046 | 6,175 | | 37,221 |
| Inventories | 26,708 | 2,769 | (46) | 29,431 |
| Lease fleet, net | 764,133 | 38,790 | | 802,923 |
| Property, plant and equipment, net | 46,439 | 8,924 | | 55,363 |
| Deposits and prepaid expenses | 10,386 | 948 | | 11,334 |
| Other assets and intangibles, net | 6,256 | 2,830 | | 9,086 |
| Goodwill | 66,251 | 13,539 | | 79,790 |
| Intercompany | 36,575 | 36,145 | (72,720) | |
| Total assets | \$ 989,827 | \$ 111,790 | \$ (72,766) | \$ 1,028,851 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | | | |
| Liabilities: | | | | |
| Accounts payable | \$ 14,049 | \$ 6,511 | \$ | \$ 20,560 |
| Accrued liabilities | 37,330 | 1,611 | | 38,941 |
| Lines of credit | 205,100 | 32,757 | | 237,857 |
| Notes payable | 743 | 16,596 | (16,596) | 743 |
| Obligations under capital leases | 6 | 4 | | 10 |
| Senior notes, net | 149,379 | | | 149,379 |
| Deferred income taxes | 125,439 | (1,702) | (266) | 123,471 |
| Intercompany | 25 | 6,129 | (6,154) | |
| Total liabilities | 532,071 | 61,906 | (23,016) | 570,961 |
| Commitments and contingencies | | | | |
| Stockholders' equity: | | | | |
| Common stock | 367 | 18,433 | (18,433) | 367 |
| Additional paid-in capital | 278,591 | 31,538 | (31,536) | 278,593 |
| Retained earnings | 217,404 | (3,729) | 219 | 213,894 |
| Accumulated other comprehensive income | 694 | 3,642 | | 4,336 |
| Treasury stock, at cost | (39,300) | | | (39,300) |
| Total stockholders' equity | 457,756 | 49,884 | (49,750) | 457,890 |

| | | | | |
|---|------------|------------|-------------|--------------|
| Total liabilities and stockholders equity | \$ 989,827 | \$ 111,790 | \$ (72,766) | \$ 1,028,851 |
|---|------------|------------|-------------|--------------|

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
As of the Three Months Ended June 30, 2008
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|--|-------------------|-----------------------|---------------------|---------------------|
| Revenues: | | | | |
| Leasing | \$ 67,731 | \$ 5,118 | \$ | \$ 72,849 |
| Sales | 5,612 | 2,224 | (11) | 7,825 |
| Other | 272 | 139 | | 411 |
| Total revenues | 73,615 | 7,481 | (11) | 81,085 |
| Costs and expenses: | | | | |
| Cost of sales | 3,524 | 1,842 | (8) | 5,358 |
| Leasing, selling and general expenses | 38,384 | 5,412 | | 43,796 |
| Integration and merger expense | 11,293 | 316 | | 11,609 |
| Depreciation and amortization | 5,139 | 608 | | 5,747 |
| Total costs and expenses | 58,340 | 8,178 | (8) | 66,510 |
| Income (loss) from operations | 15,275 | (697) | (3) | 14,575 |
| Other income (expense): | | | | |
| Interest income | 348 | 25 | (344) | 29 |
| Interest expense | (5,679) | (1,084) | 344 | (6,419) |
| Foreign currency exchange | | 3 | | 3 |
| Income (loss) before provision for (benefit from) income taxes | 9,944 | (1,753) | (3) | 8,188 |
| Provision for (benefit from) income taxes | 3,808 | (447) | (34) | 3,327 |
| Net income (loss) | \$ 6,136 | \$ (1,306) | \$ 31 | \$ 4,861 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Three Months Ended June 30, 2007
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|--|-------------------|-----------------------|---------------------|---------------------|
| Revenues: | | | | |
| Leasing | \$ 66,550 | \$ 3,812 | \$ | \$ 70,362 |
| Sales | 5,606 | 1,956 | (24) | 7,538 |
| Other | 244 | 106 | | 350 |
| Total revenues | 72,400 | 5,874 | (24) | 78,250 |
| Costs and expenses: | | | | |
| Cost of sales | 3,573 | 1,605 | (18) | 5,160 |
| Leasing, selling and general expenses | 36,201 | 4,134 | | 40,335 |
| Depreciation and amortization | 4,590 | 523 | | 5,113 |
| Total costs and expenses | 44,364 | 6,262 | (18) | 50,608 |
| Income (loss) from operations | 28,036 | (388) | (6) | 27,642 |
| Other income (expense): | | | | |
| Interest income | 390 | 26 | (387) | 29 |
| Interest expense | (5,710) | (777) | 387 | (6,100) |
| Debt extinguishment expense | (11,224) | | | (11,224) |
| Foreign currency exchange | | (1) | | (1) |
| Income (loss) before provision for (benefit from) income taxes | 11,492 | (1,140) | (6) | 10,346 |
| Provision for (benefit from) income taxes | 4,307 | (256) | (36) | 4,015 |
| Net income (loss) | \$ 7,185 | \$ (884) | \$ 30 | \$ 6,331 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Six Months Ended June 30, 2008
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|--|-------------------|-----------------------|---------------------|---------------------|
| Revenues: | | | | |
| Leasing | \$ 133,073 | \$ 9,812 | \$ | \$ 142,885 |
| Sales | 11,822 | 4,120 | (19) | 15,923 |
| Other | 534 | 284 | | 818 |
| Total revenues | 145,429 | 14,216 | (19) | 159,626 |
| Costs and expenses: | | | | |
| Cost of sales | 7,610 | 3,396 | (15) | 10,991 |
| Leasing, selling and general expenses | 76,977 | 10,289 | | 87,266 |
| Integration and merger expense | 11,293 | 316 | | 11,609 |
| Depreciation and amortization | 10,214 | 1,202 | | 11,416 |
| Total costs and expenses | 106,094 | 15,203 | (15) | 121,282 |
| Income (loss) from operations | 39,335 | (987) | (4) | 38,344 |
| Other income (expense): | | | | |
| Interest income | 678 | 46 | (662) | 62 |
| Interest expense | (11,158) | (2,069) | 663 | (12,564) |
| Foreign currency exchange | | (8) | | (8) |
| Income (loss) before provision for (benefit from) income taxes | 28,855 | (3,018) | (3) | 25,834 |
| Provision for (benefit from) income taxes | 11,136 | (754) | (67) | 10,315 |
| Net income (loss) | \$ 17,719 | \$ (2,264) | \$ 64 | \$ 15,519 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Six Months Ended June 30, 2007
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|--|-------------------|-----------------------|---------------------|---------------------|
| Revenues: | | | | |
| Leasing | \$ 129,291 | \$ 7,124 | \$ | \$ 136,415 |
| Sales | 10,222 | 4,008 | (38) | 14,192 |
| Other | 457 | 206 | | 663 |
| Total revenues | 139,970 | 11,338 | (38) | 151,270 |
| Costs and expenses: | | | | |
| Cost of sales | 6,401 | 3,248 | (30) | 9,619 |
| Leasing, selling and general expenses | 69,399 | 7,774 | | 77,173 |
| Depreciation and amortization | 9,018 | 986 | | 10,004 |
| Total costs and expenses | 84,818 | 12,008 | (30) | 96,796 |
| Income (loss) from operations | 55,152 | (670) | (8) | 54,474 |
| Other income (expense): | | | | |
| Interest income | 755 | 26 | (744) | 37 |
| Interest expense | (11,437) | (1,361) | 745 | (12,053) |
| Debt extinguishment expense | (11,224) | | | (11,224) |
| Foreign currency exchange | | (1) | | (1) |
| Income (loss) before provision for (benefit from) income taxes | 33,246 | (2,006) | (7) | 31,233 |
| Provision for (benefit from) income taxes | 12,737 | (463) | (69) | 12,205 |
| Net income (loss) | \$ 20,509 | \$ (1,543) | \$ 62 | \$ 19,028 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2008
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|---|-------------------|-----------------------|---------------------|---------------------|
| Cash Flows From Operating Activities: | | | | |
| Net income | \$ 17,719 | \$ (2,264) | \$ 64 | \$ 15,519 |
| Adjustments to reconcile income to net cash provided by (used in) operating activities: | | | | |
| Provision for doubtful accounts | 573 | 177 | | 750 |
| Amortization of deferred financing costs | 669 | | | 669 |
| Share-based compensation expense | 2,095 | 269 | | 2,364 |
| Depreciation and amortization | 10,214 | 1,202 | | 11,416 |
| Gain on sale of lease fleet units | (2,750) | (344) | | (3,094) |
| Loss on disposal of property, plant and equipment | 29 | | | 29 |
| Other income | (662) | | 662 | |
| Deferred income taxes | 11,057 | (753) | (67) | 10,237 |
| Foreign currency exchange loss | | 8 | | 8 |
| Changes in certain assets and liabilities, net of effect of businesses acquired: | | | | |
| Receivables | (3,151) | 137 | | (3,014) |
| Inventories | (4,519) | 949 | | (3,570) |
| Deposits and prepaid expenses | 1,337 | (437) | | 900 |
| Other assets and intangibles | 100 | (1) | | 99 |
| Accounts payable | (3,715) | 1 | | (3,714) |
| Accrued liabilities | 12,726 | 216 | | 12,942 |
| Intercompany | 31 | 457 | (488) | |
| Net cash provided by (used in) operating activities | 41,753 | (383) | 171 | 41,541 |
| Cash Flows From Investing Activities: | | | | |
| Cash paid for businesses acquired | (24,485) | 3,212 | | (21,273) |
| Additions to lease fleet units | (24,375) | (10,238) | | (34,613) |
| Proceeds from sale of lease fleet units | 7,299 | 1,759 | (1) | 9,057 |
| Additions to property, plant and equipment | (3,768) | (1,074) | | (4,842) |
| Proceeds from sale of property, plant and equipment | 59 | | | 59 |
| Net cash used in investing activities | (45,270) | (6,341) | (1) | (51,612) |
| Cash Flows From Financing Activities: | | | | |
| Net borrowings under lines of credit | 130,860 | 9,934 | (31) | 140,763 |

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| | | | | |
|---|-----------|----------|-------|-----------|
| Deferred financing costs | (14,555) | | | (14,555) |
| Principal payments on notes payable | (113,101) | | | (113,101) |
| Principal payments on capital lease obligations | (6) | (1) | | (7) |
| Issuance of common stock, net | 1,053 | | | 1,053 |
| Net cash provided by financing activities | 4,251 | 9,933 | (31) | 14,153 |
| Effect of exchange rate changes on cash | (377) | 276 | (139) | (240) |
| Net increase in cash | 357 | 3,485 | | 3,842 |
| Cash at beginning of period | 2,033 | 1,670 | | 3703 |
| Cash at end of period | \$ 2,390 | \$ 5,155 | \$ | \$ 7,545 |

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

MOBILE MINI, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2007
(In thousands)
(unaudited)

| | Guarantors | Non-Guarantors | Eliminations | Consolidated |
|---|-------------------|-----------------------|---------------------|---------------------|
| Cash Flows From Operating Activities: | | | | |
| Net income | \$ 20,509 | \$ (1,543) | \$ 62 | \$ 19,028 |
| Adjustments to reconcile income to net cash provided by (used in) operating activities: | | | | |
| Debt extinguishment expense | 2,298 | | | 2,298 |
| Provision for doubtful accounts | 819 | 141 | | 960 |
| Amortization of deferred financing costs | 428 | | | 428 |
| Share-based compensation expense | 1,945 | 205 | | 2,150 |
| Depreciation and amortization | 9,018 | 986 | | 10,004 |
| Gain on sale of lease fleet units | (2,446) | (295) | | (2,741) |
| Loss on disposal of property, plant and equipment | 32 | | | 32 |
| Other income | (744) | | 744 | |
| Deferred income taxes | 11,685 | (463) | (69) | 11,153 |
| Foreign currency exchange loss | | 1 | | 1 |
| Changes in certain assets and liabilities, net of effect of businesses acquired: | | | | |
| Receivables | (32) | (1,465) | | (1,497) |
| Inventories | (3,407) | (663) | | (4,070) |
| Deposits and prepaid expenses | 580 | (33) | | 547 |
| Other assets and intangibles | (126) | 0 | | (126) |
| Accounts payable | (817) | 1,388 | | 571 |
| Accrued liabilities | (3,657) | 641 | | (3,016) |
| Intercompany | 54 | 680 | (734) | |
| Net cash provided by (used in) operating activities | 36,139 | (420) | 3 | 35,722 |
| Cash Flows From Investing Activities: | | | | |
| Cash paid for businesses acquired | (6,066) | | | (6,066) |
| Additions to lease fleet units | (56,864) | (7,300) | | (64,164) |
| Proceeds from sale of lease fleet units | 6,535 | 1,106 | (2) | 7,639 |
| Additions to property, plant and equipment | (6,203) | (6,335) | | (12,538) |
| Proceeds from sale of property, plant and equipment | 64 | | | 64 |
| Net cash used in investing activities | (62,534) | (12,529) | (2) | (75,065) |

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

| | Guarantors | Non- Guarantors | Eliminations | Consolidated |
|---|-------------------|----------------------------|---------------------|---------------------|
| Cash Flows From Financing Activities: | | | | |
| Net (repayments) borrowings under lines of credit | (25,871) | 14,542 | 412 | (10,917) |
| Proceeds from Senior Notes | 149,322 | | | 149,322 |
| Redemption of Senior Notes | (97,500) | | | (97,500) |
| Deferred financing costs | (3,604) | | | (3,604) |
| Principal payments on notes payable | (692) | | | (692) |
| Principal payments on capital lease obligations | (10) | | | (10) |
| Issuance of common stock, net | 5,175 | | | 5,175 |
| Net cash provided by financing activities | 26,820 | 14,542 | 412 | 41,774 |
| Effect of exchange rate changes on cash | 704 | 43 | (413) | 334 |
| Net increase in cash | 1,129 | 1,636 | | 2,765 |
| Cash at beginning of period | 655 | 715 | | 1,370 |
| Cash at end of period | \$ 1,784 | \$ 2,351 | \$ | \$ 4,135 |

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

The following discussion of our financial condition and results of operations should be read together with our December 31, 2007 consolidated financial statements and the accompanying notes thereto which are included in our Annual Report on Form 10-K and Form 10-K/A, filed with the Securities and Exchange Commission on February 29, 2008 and March 18, 2008, respectively. This discussion contains forward-looking statements. Forward-looking statements are based on current expectations and assumptions that involve risks and uncertainties. Our actual results may differ materially from those anticipated in those forward-looking statements.

Recent Developments

Acquisition of Mobile Storage Group

On June 27, 2008, we acquired the outstanding shares of Mobile Storage Group through a merger of a wholly-owned subsidiary of Mobile Mini into Mobile Storage Group's ultimate parent, MSG WC Holdings Corp. (the Merger). Immediately thereafter, each of MSG WC Holdings Corp. and two of its direct subsidiaries merged with and into Mobile Mini and Mobile Storage Group became a wholly-owned subsidiary of Mobile Mini.

In connection with the Merger, Mobile Mini assumed Mobile Storage Group's outstanding indebtedness of \$540.5 million and paid cash totaling approximately \$21.3 million and issued approximately 8.6 million shares of Preferred Stock with an initial fair value at issuance of \$199.5 million. The Merger was effected pursuant to a merger agreement entered into on February 22, 2008. The Merger was approved by Mobile Mini stockholders at a special meeting of stockholders on June 26, 2008.

Mobile Mini's unaudited condensed consolidated statements of income for the reporting periods ended June 30, 2008, included certain estimated expenses related to integration and merger. See the condensed unaudited consolidated financial statements and notes thereto included herein for additional information on the merger transactions.

This is the largest acquisition we have completed and it increased the scope of our operations in both the U.S. and the U.K. As a result of the Merger, we have 79 branch locations in 35 states in the U.S., 20 branch locations in the U.K., 3 branch locations in Canada, 1 branch location in The Netherlands and 12 operational yards in the U.S., in addition to our corporate offices and our manufacturing facility.

Credit Agreement

In connection with the Merger, we expanded our revolving credit facility to increase our borrowing limit and to include the combined assets of both Mobile Mini and Mobile Storage Group as security for the facility.

On June 27, 2008, we entered into an ABL Credit Agreement (the Credit Agreement) with Deutsche Bank AG New York Branch and the other lenders party thereto. The Credit Agreement provides for a \$900.0 million revolving credit facility. All amounts outstanding under the Credit Agreement are due on June 27, 2013. The obligations of Mobile Mini and its subsidiaries under the Credit Agreement are secured by a blanket lien on substantially all of our assets. For more information on the Credit Agreement, see "Liquidity and Capital Resources" below.

Overview

General

We derive most of our revenues from the leasing of portable storage containers and portable offices. With respect to our North America customers, the average intended lease term at lease inception is approximately 10 months for portable storage units and approximately 13 months for portable offices. In Europe, our customers have historically leased on a month-to-month basis. Our European operations are being transitioned to our long-term leasing model, and as a result, 40% of our European leases at December 31, 2007 have initial lease terms at lease inception of approximately 7 months

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for portable storage units. In 2007, the company-wide over-all lease term averaged 27 months for portable storage units and 22 months for portable offices. As a result of these long average lease terms, our leasing business tends to provide us with a recurring revenue stream and minimizes fluctuations in revenues. However, there is no assurance that we will maintain such lengthy overall lease terms.

In addition to our leasing business, we also sell portable storage containers and occasionally we sell portable office units. Our sales revenues as a percentage of total revenues represented 10% of revenues for the six-month period ended June 30, 2008 as compared to 9.9% of revenues for the fiscal year ended December 31, 2007. Our European subsidiaries, which in 2007 derived approximately 31.6% of their revenues from container sales, are being transitioned to our leasing business model. Sales continue to be a large part of their revenues, representing approximately 28.9% of their revenues for the six months ended June 30, 2008.

Historically, prior to the Merger, we have expanded our operations through both internally generated growth and acquisitions, which we use to gain a presence in new markets. Typically, we enter a new market through the acquisition of the business of a smaller local competitor and then apply our business model, which is usually much more customer service and marketing focused than the business we are buying or its competitors in the market. If we cannot find a desirable acquisition opportunity in a market we wish to enter, we establish a new location from the ground up. As a result, a new branch location will typically have fairly low operating margins during its early years, but as our marketing efforts help us penetrate the new market and we increase the number of units on rent at the new branch, we take advantage of operating efficiencies to improve operating margins at the branch and typically reach company average levels after several years. When we enter a new market, we incur certain costs in developing an infrastructure. For example, advertising and marketing costs will be incurred and certain minimum staffing levels and certain minimum levels of delivery equipment will be put in place regardless of the new market's revenue base. Once we have achieved revenues during any period that are sufficient to cover our fixed expenses, we generate high margins on incremental lease revenues. Therefore, each additional unit rented in excess of the break-even level, contributes significantly to profitability. Conversely, additional fixed expenses that we incur require us to achieve additional revenue as compared to the prior period to cover the additional expense.

Among the external factors we examine to determine the direction of our business is the level of non-residential construction activity, especially in areas of the country where we have a significant presence. Customers in the construction industry represented approximately 43% and 40% of our units on rent at December 31, 2007 and 2006, respectively, and because of the degree of operating leverage we have, increases or declines in non-residential construction activity can have a significant effect on our operating margins and net income. In 2007, after three years of very strong growth in non-residential construction activity in the U.S., the growth rate in this sector began to moderate and the level of our construction related business began to slow down in certain geographic areas, particularly in the southeast and southwest. This softness in the non-residential construction market is expected to continue over the next 12 months. We were able to offset a portion of these economic effects by continuing to gain market share for certain of our products, particularly our manufactured containers and portable offices, and by rapidly growing our base in Europe and certain geographic areas in the U.S. We believe that the loss of liquidity that is apparent in the financial markets in 2008 could continue to adversely affect the availability of credit to finance construction projects, which could exert downward pressure on our growth rate. To date, we have noted the most severe economic weakness in our California, Arizona and Florida markets.

In managing our business, we focus on our growth in leasing revenues, particularly in existing markets where we can take advantage of the operating leverage inherent in our business model. Mobile Mini's goal is to maintain a high growth rate so that revenue growth will exceed inflationary growth in expenses.

We are a capital-intensive business, so in addition to focusing on earnings per share, we focus on adjusted EBITDA to measure our results. We calculate this number by first calculating EBITDA, which we define as net income before interest expense, debt restructuring or extinguishment expense, provision for income taxes, depreciation and amortization. This measure eliminates the effect of financing transactions that we enter into on an irregular basis based on capital needs and market opportunities, and this measure provides us with a means to track internally generated cash from which we can fund our interest expense and our lease fleet growth. In comparing EBITDA from year to year, we typically further adjust EBITDA to eliminate the effect of what we consider non-recurring events not

related to our core business operations to arrive at what we define as adjusted EBITDA. In 2008 the cost of events related to the integration of our existing operations and acquired operations and merger expenses would be excluded to arrive at adjusted EBITDA.

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Because EBITDA is a non-GAAP financial measure, as defined by the SEC, we include below in this report reconciliations of EBITDA to the most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States.

We present EBITDA because we believe it provides useful information regarding our ability to meet our future debt payment requirements, capital expenditures and working capital requirements and that it provides an overall evaluation of our financial condition. In addition, EBITDA is a component of certain financial covenants under our revolving credit facility and is used to determine our available borrowing capacity and the interest rate in effect under the Credit Agreement at any point in time. EBITDA has certain limitations as an analytical tool and should not be used as a substitute for net income, cash flows or other consolidated income or cash flow data prepared in accordance with generally accepted accounting principles in the United States or as a measure of our profitability or our liquidity. In particular, EBITDA, as defined, does not include:

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

Debt restructuring or extinguishment expense as defined in our revolving credit facility, debt restructuring or debt extinguishment expenses are not deducted in our various calculations made under the Credit Agreement and are treated no differently than interest expense. As discussed above, interest expense is a necessary element of our cost to finance a portion of the capital expenditures needed for the growth of our business.

Income taxes EBITDA, as defined, does not reflect income taxes or the requirements for any tax payments.

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

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

increasing or decreasing trends in EBITDA;

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

whether EBITDA historically has remained at positive levels.

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

The table below is a reconciliation of EBITDA to net cash provided by operating activities for the periods ended June 30:

| | Three Months Ended | | Six Months Ended | |
|---|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands) | | | |
| EBITDA | \$ 32,783 | \$ 20,354 | \$ 64,514 | \$ 49,814 |
| Senior Note redemption premiums | (8,926) | | (8,926) | |
| Interest paid | (8,453) | (3,712) | (16,429) | (6,990) |
| Income and franchise taxes paid | (479) | (327) | (594) | (429) |
| Share-based compensation expense | 1,210 | 1,376 | 2,150 | 2,364 |
| Gain on sale of lease fleet units | (1,447) | (1,603) | (2,741) | (3,094) |
| Loss on disposal of property, plant and equipment | 23 | | 32 | 29 |

Changes in certain assets and liabilities, net of effect
of businesses acquired:

| | | | | |
|---|-----------|-----------|-----------|-----------|
| Receivables | (2,803) | (4,898) | (537) | (2,265) |
| Inventories | (65) | (3,067) | (4,070) | (3,570) |
| Deposits and prepaid expenses | 1,220 | 357 | 547 | 900 |
| Other assets and intangibles | 305 | 4,430 | 302 | 99 |
| Accounts payable and accrued liabilities | 1,655 | 7,701 | 1,474 | 4,683 |
| Net cash provided by operating activities | \$ 15,023 | \$ 20,611 | \$ 35,722 | \$ 41,541 |

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EBITDA is calculated as follows, without further adjustment, for the periods ended June 30:

| | Three Months Ended | | Six Months Ended | |
|------------------------------------|--|------------------|-------------------------|------------------|
| | June 30, | | June 30, | |
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands except percentages) | | | |
| Net income | \$ 6,331 | \$ 4,861 | \$ 19,028 | \$ 15,519 |
| Interest expense | 6,100 | 6,419 | 12,053 | 12,564 |
| Provision for income taxes | 4,015 | 3,327 | 12,205 | 10,315 |
| Depreciation and amortization | 5,113 | 5,747 | 10,004 | 11,416 |
| Debt extinguishment expense | 11,224 | | 11,224 | |
| EBITDA | \$ 32,783 | \$ 20,354 | \$ 64,514 | \$ 49,814 |
| EBITDA margin⁽¹⁾ | 41.9% | 25.1% | 42.6% | 31.2% |

- (1) EBITDA margin is calculated as EBITDA divided by total revenues expressed as a percentage.

In managing our business, we routinely compare our EBITDA margins from year to year and based upon age of branch. We define this margin as EBITDA divided by our total revenues, expressed as a percentage. We use this comparison, for example, to study internally the effect that increased costs have on our margins. As capital is invested in our established branch locations, we achieve higher EBITDA margins on that capital than we achieve on capital invested to establish a new branch, because our fixed costs are already in place in connection with the established branches. The fixed costs are those associated with yard and delivery equipment, as well as advertising, sales, marketing and office expenses. With a new market or branch, we must first fund and absorb the startup 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 EBITDA margins in its early years until the number of units on rent increases. Because of our high 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. Conversely, absent significant growth in leasing revenues, the EBITDA margin at a branch would be expected to remain relatively flat on a period-by-period comparative basis.

Accounting and Operating Overview

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

sales activities. Annual repair and maintenance expenses on our leased units over the last three fiscal years have averaged approximately 4.3% of lease revenues and are included in leasing, selling and general expenses. We expense our normal repair and maintenance costs as incurred (including the cost of periodically repainting units).

Our principal asset is our lease fleet, which has historically maintained value close to its original cost. The steel units in our lease fleet (other than van trailers) are depreciated on the straight-line method over our units' estimated useful life of 25 years after the date the unit is placed in service, with an estimated residual value of 62.5%. The depreciation policy is supported by our historical lease fleet data which shows that we have been able to obtain comparable rental rates and sales prices irrespective of the age of our container lease fleet. Our wood mobile office units are depreciated over 20 years to 50% of original cost. Van trailers, which constitute a small part of our fleet, are depreciated over seven years to a 20% residual value.

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In connection with the Merger, we acquired assets that were not part of our principal lease fleet. These assets include timber units which are older wood constructed portable offices in the U.K. that are depreciated over 5 years to 10% of their assigned value. Other units include portable fiberglass chemical toilets that are depreciated over 3 years to 30% of their assigned value.

The table below summarizes those transactions that increased the net value of our lease fleet from \$802.9 million at December 31, 2007, to \$1,096.5 million at June 30, 2008:

| | Dollars (In thousands) | Units |
|---|---------------------------------------|--------------------|
| Lease fleet at December 31, 2007, net | \$ 802,923 | 160,116 |
| Purchases: | | |
| Container purchases and containers obtained through acquisitions, including freight | 207,785 | 94,150 |
| Non-container or office units obtained through acquisitions | 72,824 | 21,487 |
| Manufactured units: | | |
| Steel storage containers, combination storage/office combo units and steel security Offices | 13,977 | 1,002 |
| New wood mobile offices | 7,020 | 218 |
| Refurbishment and customization ⁽³⁾ : | | |
| Refurbishment or customization of units purchased or acquired in the current year | 2,927 | 641 ⁽¹⁾ |
| Refurbishment or customization of 1,761 units purchased in a prior year | 3,624 | 100 ⁽²⁾ |
| Refurbishment or customization of 278 units obtained through acquisition in a prior year | 316 | 115 ⁽³⁾ |
| Other | (1,825) | (457) |
| Cost of sales from lease fleet | (5,962) | (2,219) |
| Depreciation | (7,078) | |
| Lease fleet at June 30, 2008, net | \$ 1,096,531 | 275,153 |

- ⁽¹⁾ These units represent the net additional units that were the result of splitting steel containers into one or more shorter units, such as splitting a 40-foot container into two 20-foot

units, or one
25-foot unit and
one 15-foot unit.

- (2) Includes units
moved from
finished goods
to lease fleet.
- (3) Does not
include any
routine
maintenance.

The table below outlines the composition of our lease fleet (by book value and unit count) at June 30, 2008:

| | Lease Fleet (In thousands) | Number of Units |
|--------------------------|---|----------------------------|
| Steel storage containers | \$ 623,365 | 218,240 |
| Offices | 523,218 | 42,386 |
| Van trailers | 16,880 | 14,527 |
| Other | 2,832 | |
| | 1,166,295 | |
| Accumulated depreciation | (69,764) | |
| | \$ 1,096,531 | 275,153 |

Our most recent fair market value and orderly liquidation value appraisals were conducted in December 2007. At June 30, 2008, based on these appraisal values, the fair market value of our lease fleet was approximately 112.6% of our lease fleet net book value, and the orderly liquidation value appraisal, on which our borrowings under our revolving credit facility

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are based, was approximately \$885.7 million, which equates to 80.8% of the lease fleet net book value. These are an independent third-party appraiser's estimation of value under two sets of assumptions, and there is no certainty that such values could in fact be achieved if any assumption were to prove incorrect at the time of an actual sale or liquidation.

Our expansion program and other factors can affect our overall lease fleet asset utilization rate. During the last five fiscal years, our annual utilization levels averaged 80.8%, and ranged from a low of 78.7% in 2003 to a high of 82.9% in 2005. Our utilization is somewhat seasonal, with the low realized in the first quarter and the high realized in the fourth quarter.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2008, Compared to Three Months Ended June 30, 2007

Total revenues for the quarter ended June 30, 2008, increased by \$2.8 million, or 3.6%, to \$81.1 million from \$78.3 million for the same period in 2007. Leasing revenues for the quarter increased by \$2.5 million, or 3.5%, to \$72.8 million from \$70.4 million for the same period in 2007. This increase resulted from a 2.1% increase in the average rental yield per unit, a 1.3% increase in the average number of units on lease and a 0.1% increase due to exchange rates as compared to the 2007 second quarter. The increase in yield resulted from an increase in average rental rates in North America over the last year and an increase in delivery charges for units. An increase in the mix of premium units having higher rental rates being added to our fleet was offset by an increase in the portion of our business conducted in Europe, where units are smaller and rates are lower. Our sales of portable storage and office units for the three months ended June 30, 2008, increased by 3.8% to \$7.8 million from \$7.5 million during the same period in 2007, with the increase primarily related to sales at our locations in Europe. As a percentage of total revenues, leasing revenues for the quarter ended June 30, 2008 and 2007 represented 89.8% and 89.9%, respectively. Our leasing business continues to be our primary focus and leasing revenues have become the predominant part of our revenue mix over the past several years.

Cost of sales are the costs related to our sales revenues only. Cost of sales stood at 68.5% of sales revenues for both periods. For both periods, our gross margins remained relatively high at 31.5% for both quarters, as we were able to pass the higher price of used containers on to our customers.

Leasing, selling and general expenses increased \$3.5 million, or 8.6%, to \$43.8 million for the quarter ended June 30, 2008, from \$40.3 million for the same period in 2007. Leasing, selling and general expenses, as a percentage of total revenues, increased to 54.0% for the quarter ended June 30, 2008, from 51.5% for the same period in 2007. As the markets we entered in the past few years continue to mature and as their revenues increase to cover our fixed expenses at those locations, we expect these markets will begin to contribute higher margins on incremental lease revenues. Each additional unit on lease in excess of the break-even level contributes significantly to profitability. The major increases in leasing, selling and general expenses for the quarter ended June 30, 2008, were primarily fixed costs for payroll and related expenses to support our leasing activities, delivery and freight costs, including the increased cost of fuel. Between the second and third quarters of 2007, we increased staffing levels at our European branches, increased advertising, secured additional transportation equipment and completed the move to our own rental locations. These expense increases are in part responsible for the increase in leasing, selling and general expenses during the three months ended June 30, 2008 as compared with the prior year period. In addition, during the three months ended June 30, 2008, we incurred \$1.2 million of additional expenses compared to same quarter in prior year in higher fuel costs incurred related to picking up containers.

Integration and merger expense for the 2008 period of \$11.6 million primarily represents estimated costs for exiting certain of Mobile Mini's branch operations that overlapped with Mobile Storage Group's properties, repositioning and relocating assets to their intended location and other costs associated with the integration of the companies. Other costs related to the Merger will be expensed as incurred, and will include compensation expense and office costs associated with closing certain branch locations, severance payments to employees and costs to convert their operations and systems to our enterprise resource planning (ERP) system.

EBITDA, excluding the integration and merger expense in 2008, decreased \$0.8 million to \$32.0 million for the quarter ended June 30, 2008 compared to \$32.8 million for the three months ended June 30, 2007. Including merger

and integration expense, EBITDA decreased \$12.4 million to \$20.4 compared to \$32.8 for the same period in 2007. EBITDA in 2007 excludes debt extinguishment expense.

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Depreciation and amortization expenses increased \$0.6 million, or 12.4%, to \$5.7 million in the quarter ended June 30, 2008, as compared to \$5.1 million during the same period in 2007. The increase is primarily due to the growth in lease fleet and related delivery equipment over the last year in order to meet increased demand and market expansion. Since June 30, 2007, excluding the Merger, our lease fleet cost basis for depreciation increased by approximately \$ 85.6 million.

Interest expense increased \$0.3 million, or 5.2%, to \$6.4 million for the quarter ended June 30, 2008 as compared to \$6.1 million for the same period in 2007. Our average debt outstanding for the three months ended June 30, 2008, compared to the same period in 2007, increased by 23.5%, including weight averaging of the debt obligations assumed in the Merger. Our average borrowing rate decreased during the second quarter of 2008 from the prior year level in part because of the lower LIBOR rates in effect during the 2008 period and in part due to the redemption of certain higher interest rate fixed debt and issuance of our 6.875% notes in May 2007. The weighted average interest rate on our debt for the three months ended June 30, 2008 was 5.8% compared to 7.1% for the three months ended June 30, 2007, excluding amortization of debt issuance costs. Taking into account the amortization of debt issuance costs, the weighted average interest rate was 6.3% in the 2008 quarter and 7.3% in the 2007 quarter.

Debt extinguishment expense for the 2007 period resulted from the write-off of the remaining unamortized deferred loan costs and the redemption premium on \$97.5 million aggregate principal amount of outstanding 9.5% Senior Notes redeemed in the second quarter of 2007.

Provision for income taxes was based on our annual effective tax rate of approximately 40.6% in the quarter ended June 30, 2008, as compared to 38.8% during the same period in 2007. Our consolidated tax provision includes the expected tax rates for our operations in the United States, Canada, United Kingdom and The Netherlands.

Net income for the three months ended June 30, 2008, was \$4.9 million compared to net income of \$6.3 million for the same period in 2007. Our 2008 second quarter net income results include integration and merger expense of \$11.6 million (approximately \$6.9 million after tax) and in 2007 include the effects of debt extinguishment expense related to our 9.5% Senior Notes, or \$11.2 million (approximately \$6.9 million after tax).

**Six Months Ended June 30, 2008, Compared to
Six Months Ended June 30, 2007**

Total revenues for the six months ended June 30, 2008, increased by \$8.3 million, or 5.5%, to \$159.6 million from \$151.3 million for the same period in 2007. Leasing revenues for the six months increased by \$6.5 million, or 4.7%, to \$142.9 million from \$136.4 million for the same period in 2007. This increase resulted from a 2.7% increase in the average rental yield per unit, a 1.8% increase in the average number of units on lease and a 0.2% increase due to exchange rates as compared to the 2007 second quarter. The increase in yield resulted from an increase in average rental rates in North America over the last year. An increase in the mix of premium units having higher rental rates being added to our fleet was offset by an increase in the portion of our business conducted in Europe, where units are smaller and rates are lower. Our sales of portable storage and office units for the six months ended June 30, 2008, increased by 12.2% to \$15.9 million from \$14.2 million during the same period in 2007, with the increase primarily related to a combination of increased sales of customized units at our locations in the United States during the first quarter of 2008 and increased sales activity in Europe during the second quarter. As a percentage of total revenues, leasing revenues for the six months ended June 30, 2008, represented 89.5% as compared to 90.2% for the same period in 2007. Our leasing business continues to be our primary focus and leasing revenues have been the predominant part of our revenue mix for several years.

Cost of sales are the costs related to our sales revenues only. Cost of sales for the six months ended June 30, 2008, increased to 69.0% of sales revenues from 67.8% of sales revenues in the same period in 2007. This increase was partially due to the sale of custom units and units sold from prior acquisitions at lower than typical margins. Our gross margin remained relatively high at 31.0% and 32.2% for the 2008 and 2007 periods, respectively.

Leasing, selling and general expenses increased \$10.1 million, or 13.1%, to \$87.3 million for the six months ended June 30, 2008, from \$77.2 for the same period in 2007. Leasing, selling and general expenses, as a percentage of total revenues, increased to 54.7% for the six months ended June 30, 2008, from 51.0% for the same period in 2007. As the markets we entered in the past years continue to mature and as their revenues increase to cover our fixed expenses at those locations, we expect these markets will begin to contribute higher margins on incremental lease revenues. Each

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additional unit on lease in excess of the break-even level contributes significantly to profitability. The major increases in leasing, selling and general expenses for the six months ended June 30, 2008, were primarily fixed costs for payroll and related expenses to support our leasing activities, delivery and freight costs, including the increased cost of fuel. Between the first and third quarters of 2007, we increased staffing levels at our European branches, increased advertising, secured additional transportation equipment and completed the move to our own rental locations. These expense increases are in part responsible for the increase in leasing, selling and general expenses during the six months ended June 30, 2008 as compared to the prior year period. In addition, results for the six months ended June 30, 2008 had benefited from lower repair and maintenance expenses related to our lease fleet. In addition, during the six months ended June 30, 2008, we incurred \$3.0 million of additional expenses related to picking up containers and higher fuel costs.

Integration and merger expense for the 2008 period primarily represents estimated costs for exiting certain of Mobile Mini's branch operations that overlapped with Mobile Storage Group's properties, repositioning and relocating assets to their intended location and other costs associated with personnel and office expenses associated with the integration of the companies. Other continuing costs for the Merger will be expensed as incurred, and will include compensation expense and office costs associated with closing certain branch locations, severance payments to employees and costs to convert their operations and systems to our ERP system.

EBITDA, excluding the integration and merger expense in 2008, decreased \$3.1 million to \$61.4 million for the six months ended June 30, 2008 compared to \$64.5 million for the same period in 2007. Including this expense, EBITDA decreased \$14.7 million to \$49.8 compared to \$64.5 for the same period in 2007. EBITDA in 2007 excludes debt extinguishment expense.

Depreciation and amortization expenses increased \$1.4 million, or 14.1%, to \$11.4 million in the six months ended June 30, 2008, from \$10.0 million during the same period in 2007. The increase is primarily due to the growth in lease fleet and related delivery equipment over the last year in order to meet increased demand and market expansion. Since June 30, 2007, excluding the Merger, our lease fleet cost basis for depreciation increased by approximately \$85.6 million.

Interest expense increased \$0.5 million, or 4.2%, to \$12.6 million for the six months ended June 30, 2008, as compared to \$12.1 million for the same period in 2007. Our average debt outstanding for the six months ended June 30, 2008, compared to the same period in 2007, increased by 23.2%, including weight averaging of the debt obligations assumed in the Merger. Our average borrowing rate declined during the second quarter of 2008 from the prior year level in part because of the lower LIBOR rates in effect during the 2007 period and in part due to the redemption of certain higher interest rate fixed debt and issuance of our 6.875% notes in May 2007. The weighted average interest rate on our debt for the six months ended June 30, 2008 was 6.0%, as compared to 7.2% for the six months ended June 30, 2007 excluding amortization of debt issuance costs. Taking into account the amortization of debt issuance costs, the weighted average interest rate was 6.3% in the 2008 quarter and 7.5% in the 2007 quarter. Debt extinguishment expense for the 2007 period resulted from the write-off of the remaining unamortized deferred loan costs and the redemption premium on \$97.5 million aggregate principal amount of outstanding 9.5% Senior Notes redeemed in the second quarter of 2007.

Provision for income taxes was based on our annual effective tax rate of approximately 39.9% in the six months ended June 30, 2008, as compared to 39.1% during the same period in 2007. Our consolidated tax provisions include the expected tax rates for our operations in the United States, Canada, United Kingdom and The Netherlands.

Net income for the six months ended June 30, 2008, was \$15.5 million compared to net income of \$19.0 million for the same period in 2007. Our 2008 net income results include integration and merger expense of \$11.6 million (approximately \$7.0 million after tax) and in 2007 include the effects of debt extinguishment expense related to our 9.5% Senior Notes, or \$11.2 million (approximately \$6.9 million after tax).

LIQUIDITY AND CAPITAL RESOURCES

Over the past several years, we have financed an increasing portion of our capital needs, most of which are discretionary and are used principally to acquire additional units for the lease fleet, through working capital and funds generated from operations. Leasing is a capital-intensive business that requires us to acquire assets before they generate revenues, cash flow and earnings. The assets which we lease have very long useful lives and require

relatively little recurrent

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maintenance expenditures. Most of the capital we deploy into our leasing business has been used to expand our operations geographically, to increase the number of units available for lease at our leasing locations, and to add to the mix of products we offer. During recent years, our operations have generated annual cash flow that exceeds our pre-tax earnings, particularly due to the deferral of income taxes caused by accelerated depreciation that is used for tax accounting.

During the past three years, our capital expenditures and acquisitions have been funded by our operating cash flow, a public offering of shares of our common stock in March 2006, our May 2007 offering of Senior Notes and through borrowings under our revolving credit facility. Our operating cash flow is generally weakest during the first quarter of each fiscal year, when customers who leased containers for holiday storage return the units. During the six months ended June 30, 2008, we cut back significantly on our capital expenditures and were able to fund the growth of our lease fleet and fixed assets with cash provided by operating activities. In addition to cash flow generated by operations, our principal current source of liquidity is our revolving credit facility described below.

Revolving Credit Facility In connection with the Merger, we expanded our revolving credit facility to increase our borrowing limit and to include the combined assets of both Mobile Mini and Mobile Storage Group as security for the facility.

On June 27, 2008, we entered into the \$900.0 million Credit Agreement described above under Recent Developments. As of August 6, 2008, borrowings outstanding under our credit facility were approximately \$605.5 million. At June 30, 2008, we had approximately \$604.1 million of borrowings outstanding and \$292.6 million of additional borrowing availability under the Credit Agreement, based upon borrowing base calculations as of such date.

Amounts borrowed under the Credit Agreement and repaid or prepaid during the term may be reborrowed.

Outstanding amounts under the Credit Agreement will bear interest, at the Company's option, at either (i) LIBOR plus a defined margin, or (ii) the Agent bank's prime rate plus a margin. LIBOR loans will initially bear interest at LIBOR plus 2.5% and base rate loans will initially bear interest at the Agent bank's prime rate plus 1.0%. Beginning after the quarter ended June 30, 2009, the applicable margins for each type of loan will range from 2.25% to 2.75% for LIBOR loans and 0.75% to 1.25% for base rate loans depending upon Mobile Mini's then-debt ratio, as defined in the Agreement.

All amounts outstanding under the Credit Agreement are due on June 27, 2013.

The Credit Agreement provides for UK borrowings, denominated in either Pounds Sterling or Euros, by our subsidiary Mobile Mini UK Limited based upon a UK borrowing base and for US borrowings, denominated in Dollars, by Mobile Mini, Inc. based upon a US and Canada borrowing base.

Availability of borrowings under the Credit Agreement is subject to a borrowing base calculation based upon a valuation of the our eligible accounts receivable, eligible container fleet (including containers held for sale, work-in-process and raw materials) and real property, each multiplied by an applicable advance rate or limit.

The obligations of Mobile Mini and our subsidiary guarantors under the Credit Agreement are secured by a blanket lien on substantially all of our assets.

Operating Activities. Our operations provided net cash flow of \$41.5 million for the six months ended June 30, 2008, compared to \$35.7 million during the same period in 2007. The \$5.8 million increase in cash generated by operations in 2008 was primarily due to increases in accrued liabilities, as a result of the preliminary reserves established in connection with the Merger and offset by \$3.5 million decrease in net income, primarily due to integration and merger expense, and a corresponding \$0.9 million decrease of deferred income taxes. In both years, cash provided by operating activities were negatively impacted by an increase in receivables and inventories, and 2008 was additionally impacted by a reduction in accounts payable. Accrued liabilities increased substantially as a result of the preliminary estimates related to integration and merger expense, whereas 2007 was negatively impacted by a reduction in accrued liabilities.

Investing Activities. Net cash used in investing activities was \$51.6 million for the six months ended June 30, 2008, compared to \$75.1 million for the same period in 2007. Cash paid for businesses acquired, which related solely to the MSG acquisition, was \$21.3 million for the six months ended June 30, 2008. Capital expenditures for our lease fleet, net of proceeds from sale of lease fleet units, were \$25.6 million for the six months ended June 30, 2008, compared to \$56.5 million for the same period in 2007. The capital expenditures for our lease fleet are discretionary and we were

able to

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reduce the level of spending as our growth rate declined. Capital expenditures for property, plant and equipment, net of proceeds from sales of property, plant and equipment, were \$4.8 million for the six months ended June 30, 2008 compared to the \$12.5 million for the same period in 2007. The majority of the 2007 expenditures for additions of delivery equipment, primarily trucks, trailers and forklifts, at our acquired locations, primarily our European branches. The amount of cash that we use during any period in investing activities is almost entirely within management's discretion. We have no contracts or other arrangements pursuant to which we are required to purchase a fixed or minimum amount of goods or services in connection with any portion of our business.

Financing Activities. Net cash provided by financing activities was \$14.1 million during the six months ended June 30, 2008, as compared to \$41.8 million of net cash provided by financing activities for the same period in 2007. During the six months ended June 30, 2008, we increased borrowings under our revolving credit facility by \$140.8 million which were used primarily to fund the Merger, related expenses and costs associated with our Credit Agreement.

The interest rate under our \$900.0 million revolving credit facility is based on our ratio of funded debt to earnings before interest expenses, taxes, depreciation and amortization, debt restructuring and extinguishment expenses and other adjustments, as defined in the Agreement, and any extraordinary gains or non-cash extraordinary losses. The borrowing rate under our prior credit facility at December 31, 2007 was LIBOR plus 1.25% per annum or the prime rate less 0.25% per annum, whichever we elect. The interest rate spread from LIBOR and prime rate can change based on our debt ratio measured at the end of each quarter, as defined in our Credit Agreement. The interest rate spread, at June 30, 2008 is set under the agreement at LIBOR plus 2.50% and prime plus 1.0% until June 30, 2009.

At June 30, 2008, we have interest rate swap agreements under which we effectively fixed the interest rate payable on \$75.0 million of borrowings under our Credit Agreement so that the rate is based upon a spread from a fixed rate, rather than a spread from the LIBOR rate. We account for the swap agreements in accordance with SFAS No. 133 which resulted in a charge to comprehensive income for the six months ended June 30, 2008, of \$0.3 million, net of applicable income tax benefit of \$0.1 million.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Our contractual obligations primarily consist of our outstanding balance under our revolving credit facility and our unsecured Senior Notes (including the 9.75% Senior Notes of Mobile Storage Group we assumed as part of the Merger), together with other unsecured notes payable obligations. We also have operating lease commitments for: 1) real estate properties for the majority of our branches, 2) delivery, transportation and yard equipment, typically under a five-year lease with purchase options at the end of the lease term at a stated or fair market value price and 3) other equipment, primarily office machines.

In connection with the issuance of our insurance policies, we have provided our various insurance carriers approximately \$3.3 million in letters of credit and an agreement under which we are contingently responsible for \$2.9 million to provide credit support for our payment of the deductibles and/or loss limitation reimbursements under the insurance policies. Additionally, at June 30, 2008, we had \$4.0 million held in trust which will be converted into approximately \$3.9 million of letters of credit related to insurance policies in connection with the Merger.

We currently do not have any obligations under purchase agreements or commitments. Historically, we enter into capitalized lease obligations from time to time to purchase delivery, transportation and yard equipment. Currently, we have \$6.2 million outstanding under capital lease commitments that we acquired with the Merger.

OFF-BALANCE SHEET TRANSACTIONS

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

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SEASONALITY

Demand from some of our customers is somewhat seasonal. Demand for leases of our portable storage units by large retailers is stronger from September through December because these retailers need to store more inventories for the holiday season. Our retail customers usually return these leased units to us early in the following year. This causes lower utilization rates for our lease fleet and a marginal decrease in cash flow during the first quarter of the year. Over the last few years, we have reduced the percentage of our units we reserve for this seasonal business from the levels we allocated in earlier years, decreasing our seasonality.

EFFECTS OF INFLATION

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

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

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

Revenue Recognition. Lease and leasing ancillary revenues and related expenses generated under portable storage units and office units are recognized on a straight-line basis. Revenues and expenses from portable storage unit delivery and hauling are recognized when these services are earned, in accordance with SAB No. 104. We recognize revenues from sales of containers and mobile office units upon delivery when the risk of loss passes, the price is fixed and determinable and collectibility is reasonably assured. We sell our products pursuant to sales contracts stating the fixed sales price with our customers.

Share-Based Compensation. SFAS 123(R) requires companies to recognize the fair-value of stock-based compensation transactions in the statement of income. The fair value of our stock-based awards is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes valuation calculation requires us to estimate key assumptions such as future stock price volatility, expected terms, risk-free rates and dividend yield. Expected stock price volatility is based on the historical volatility of our stock. We use historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived from an analysis of historical exercises and remaining contractual life of stock options, and represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant. We have never paid cash dividends, and do not currently intend to pay cash dividends, and thus have assumed a 0% dividend yield. If our actual experience differs significantly from the assumptions used to compute our stock-based compensation cost, or if different assumptions had been used, we may have recorded too much or too little stock-based compensation cost. For stock options and nonvested share awards subject solely to service conditions, we recognize expense using the straight-line attribution method. For nonvested share awards subject to service and performance conditions, we are required to assess the probability that such performance conditions will be met. If the likelihood of the performance condition being met is deemed probable, we will recognize the expense using accelerated attribution method. For performance based awards granted in 2007 and 2008, the accelerated attribution model was used to determine the expense of these awards. In addition, for both stock options and nonvested share awards, we are required to estimate the expected forfeiture rate of our stock grants and only recognize the expense for those shares expected to vest. If the actual forfeiture rate is materially different from our estimate, our stock-based compensation expense could be materially different. We had approximately \$3.5 million of total unrecognized compensation costs related to stock options at June 30, 2008 that are expected to be recognized over a weight-average period of 1.8 years. See Note F to the Condensed Consolidated Financial Statements for a further discussion on stock-based compensation.

Allowance for Doubtful Accounts. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We establish and maintain reserves against estimated losses based upon historical loss experience and evaluation of past-due accounts agings. Management reviews the level of allowances for doubtful accounts on a regular basis and adjusts the level of the allowances as needed.

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If we were to increase the factors used for our reserve estimates by 25%, it would have the following approximate effect on our net income and diluted earnings per share as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------------|---|-------------|--------------------------------------|-------------|
| | 2007 | 2008 | 2007 | 2008 |
| | (In thousands except per share data) | | | |
| As Reported: | | | | |
| Net income | \$6,331 | \$4,861 | \$19,028 | \$15,519 |
| Diluted earnings per share | \$ 0.17 | \$ 0.14 | \$ 0.52 | \$ 0.45 |
| As adjusted for change in estimates: | | | | |
| Net income | \$6,283 | \$4,834 | \$18,882 | \$15,406 |
| Diluted earnings per share | \$ 0.17 | \$ 0.14 | \$ 0.51 | \$ 0.44 |

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.

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

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

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

Our market capitalization relative to net book value; and

Significant negative industry or general economic trends.

Pursuant to SFAS No. 142, *Goodwill and Other Intangible Assets*, we operate on one reportable segment, which is comprised of three reporting units. We perform an annual impairment test on goodwill using the two-step process prescribed in SFAS No. 142. The first step is a screen for potential impairment, while the second step measures the amount of the impairment, if any. In addition, we will perform impairment tests during any reporting period in which events or changes in circumstances indicate that an impairment may have incurred. We performed the required impairment tests for goodwill as of December 31, 2007 and determined that goodwill is not impaired and it is not necessary to record any impairment losses related to goodwill. We will continue to perform this test in the future as required by SFAS No. 142.

Impairment Long-Lived Assets. We review property, plant and equipment and intangibles with finite lives (those assets resulting from acquisitions) for impairment when events or circumstances indicate these assets might be impaired. We test impairment using historical cash flows and other relevant facts and circumstances as the primary basis for its estimates of future cash flows. This process requires the use of estimates and assumptions, which are subject to a high degree of judgment. If these assumptions change in the future, whether due to new information or other factors, we may be required to record impairment charges for these assets.

Depreciation Policy. Our depreciation policy for our lease fleet uses the straight-line method over our units' estimated useful life, after the date that we put the unit in service. Our steel units are depreciated over 25 years with an estimated residual value of 62.5%. Wood offices units are depreciated over 20 years with an estimated residual value of 50%. Van trailers, which are a small part of our fleet, are depreciated over seven years to a 20% residual value. Van trailers are only added to the fleet as a result of acquisitions of portable storage businesses.

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We periodically review our depreciation policy against various factors, including the results of our lenders independent appraisal of our lease fleet, practices of the larger competitors in our industry, profit margins we are achieving on sales of depreciated units and lease rates we obtain on older units. If we were to change our depreciation policy on our steel units from 62.5% residual value and a 25-year life to a lower or higher residual and a shorter or longer useful life, such change could have a positive, negative or neutral effect on our earnings, with the actual effect being determined by the change. For example, a change in our estimates used in our residual values and useful life would have the following approximate effect on our net income and diluted earnings per share as reflected in the table below.

| | | Useful Life in Years | Three Months Ended | | Six Months Ended | |
|--------------------------------------|------------------|-------------------------------|--------------------------------------|------------------|------------------|------------------|
| | Salvage Value | | June 30, 2007 | June 30, 2008 | June 30, 2007 | June 30, 2008 |
| | | | (In thousands except per share data) | | | |
| As Reported: | 62.5% | 25 | | | | |
| Net income | | | \$6,331 | \$4,861 | \$19,028 | \$15,519 |
| Diluted earnings per share | | | \$ 0.17 | \$ 0.14 | \$ 0.52 | \$ 0.45 |
| As adjusted for change in estimates: | 70% | 20 | | | | |
| Net income | | | \$6,331 | \$4,861 | \$19,028 | \$15,519 |
| Diluted earnings per share | | | \$ 0.17 | \$ 0.14 | \$ 0.52 | \$ 0.45 |
| As adjusted for change in estimates: | 50% | 20 | | | | |
| Net income | | | \$5,411 | \$3,800 | \$17,223 | \$13,389 |
| Diluted earnings per share | | | \$ 0.15 | \$ 0.11 | \$ 0.47 | \$ 0.39 |
| As adjusted for change in estimates: | 40% | 40 | | | | |
| Net income | | | \$6,331 | \$4,861 | \$19,028 | \$15,519 |
| Diluted earnings per share | | | \$ 0.17 | \$ 0.14 | \$ 0.52 | \$ 0.45 |
| As adjusted for change in estimates: | 30% | 25 | | | | |
| Net income | | | \$5,135 | \$3,481 | \$16,682 | \$12,750 |
| Diluted earnings per share | | | \$ 0.14 | \$ 0.10 | \$ 0.45 | \$ 0.37 |
| As adjusted for change in estimates: | 25% | 25 | | | | |
| Net income | | | \$4,951 | \$3,269 | \$16,321 | \$12,324 |
| Diluted earnings per share | | | \$ 0.13 | \$ 0.09 | \$ 0.44 | \$ 0.36 |

Insurance Reserves. Our worker s compensation, auto and general liability insurance are purchased under large deductible programs. Our current per incident deductibles are: worker s compensation \$250,000, auto \$250,000 and general liability \$100,000. We provide for the estimated expense relating to the deductible portion of the individual claims. However, we generally do not know the full amount of our exposure to a deductible in connection with any particular claim during the fiscal period in which the claim is incurred and for which we must make an accrual for the deductible expense. We make these accruals based on a combination of the claims development experience of our staff and our insurance companies, and, at year end, the accrual is reviewed and adjusted, in part, based on an

independent actuarial review of historical loss data and using certain actuarial assumptions followed in the insurance industry. A high degree of judgment is required in developing these estimates of amounts to be accrued, as well as in connection with the underlying assumptions. In addition, our assumptions will change as our loss experience is developed. All of these factors have the potential for significantly impacting the amounts we have previously reserved in respect of anticipated deductible expenses, and we may be required in the future to increase or decrease amounts previously accrued.

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Our health benefit programs are considered to be self insured products; however, we buy excess insurance coverage that limits our medical liability exposure. Additionally, our medical program includes a total aggregate claim exposure and we are currently accruing and reserving to the total projected losses.

Contingencies. We are a party to various claims and litigations in the normal course of business. We do not anticipate that the resolution of such matters, known at this time, will have a material adverse effect on our business or consolidate financial position.

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

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, we consider estimated future taxable income as well as feasible tax planning strategies in each jurisdiction. If we determine that we will not realize all or a portion of our deferred tax assets, we will increase our valuation allowance with a charge to income tax expense or offset goodwill if the deferred tax asset was acquired in a business combination. Conversely, if we determine that we will ultimately be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance will be reduced with a credit to income tax expense except if the valuation allowance was created in conjunction with a tax asset in a business combination. We adopted FASB Interpretation 48 (FIN 48), *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109*, effective January 1, 2007.

Purchase Accounting. We accounted for the acquisition of Mobile Storage Group under the purchase method as required by SFAS No. 141. In accordance with the purchase method of accounting, the price paid by us for Mobile Storage Group, including the value of the redeemable convertible preferred stock, was allocated to the assets acquired and liabilities assumed based upon the estimated fair values of the assets and liabilities acquired and the fair value of the convertible redeemable participating preferred stock issued at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired represents goodwill that will be subject to annual impairment testing.

At June 30, 2008, we completed a preliminary purchase price allocation. The estimated fair values of assets acquired, liabilities assumed and convertible redeemable participating preferred stock issued were based on internal estimates and are subject to change as we complete more detailed analyses. Refer to Note M for a summary of the June 30, 2008, preliminary purchase price allocation. At June 30, 2008, the difference between the purchase price and the preliminary fair value of net identifiable assets and liabilities acquired was recorded as goodwill.

Earnings per share. Basic net income per share is calculated by dividing income allocable to common stockholders by the weighted-average number of common shares outstanding, net of shares subject to repurchase by us during the period. Income allocable to common stockholders is net earnings net of the undistributed earnings allocable to preferred stock. Diluted net income per share is calculated under the if-converted method unless the conversion of the preferred stock is anti-dilutive to basic net income per share. To the extent the inclusion of preferred stock is anti-dilutive, we calculate diluted net income per share under the two-class method. Potential common shares include restricted common stock and incremental shares of common stock issuable upon the exercise of stock options and vesting of nonvested stock awards and convertible preferred stock using the treasury stock method.

There have been no other significant changes in our critical accounting policies, estimates and judgments during the six month period ended June 30, 2008.

RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurement* (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair

value

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measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We adopted SFAS No. 157 on January 1, 2008, with no effect on our consolidated financial statements.

On February 15, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). Under SFAS No. 159, we may elect to report financial instruments and certain other items at fair value on a contract-by-contract basis with changes in value reported in earnings. This election is irrevocable. SFAS No. 159 provides an opportunity to mitigate volatility in reported earnings that is caused by measuring hedged assets and liabilities that were previously required to use a different accounting method than the related hedging contracts when the complex provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, applicable to hedge accounting are not met. The Company adopted SFAS No. 159 on January 1, 2008. The Company chose not to elect the fair value option for its financial assets and liabilities existing at January 1, 2008 and did not elect the fair value option on financial assets and liabilities transacted in the six months ended June 30, 2008. Therefore, the adoption of SFAS No. 159 had no impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS No. 141R) which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. Certain forms of contingent consideration and certain acquired contingencies will be recorded at fair value at the acquisition date. SFAS No. 141R also states acquisition costs will generally be expensed as incurred and restructuring costs will be expensed in periods after the acquisition date. We will apply SFAS No. 141R prospectively to business combinations with an acquisition date on or after January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements An Amendment of ARB No. 51* (SFAS No. 160). SFAS No. 160 amends Accounting Research Bulletin ARB No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 becomes effective beginning January 1, 2009. Presently, there are no non-controlling interests in any of the Company's consolidated subsidiaries; therefore, we do not expect the adoption of SFAS No. 160 to have a significant impact on our results of operations or financial condition.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities An Amendment of FASB Statement No. 133* (SFAS No. 161). SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts and details of credit-risk-related contingent features in hedged positions. The statement also requires enhanced disclosures regarding how and why entities use derivative instruments, how derivative instruments and related hedged items are accounted and how derivative instruments and related hedged items affect entities financial position, financial performance and cash flows. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. We do not expect the adoption of SFAS No. 161 will have a material effect on our results of operations or financial position.

In April 2008, the FASB issued FSP FAS 142-3, *Determining the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors to be considered in determining the useful life of intangible assets. Its intent is to improve the consistency between the useful life of an intangible asset and the period of expected cash flows used to measure its fair value. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. We currently adhere to FSP 142-3.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This section as well as other sections of this report contains forward-looking information about our financial results and estimates and our business prospects that involve substantial risks and uncertainties. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements are expressions of our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They include words such as anticipate, estimate, expect, project, intend, plan, believe, will, and other words and terms of similar meaning in connection with a

discussion of future operating or financial performance. In particular, these include statements relating to future actions, synergies and other expected results relating to our acquisition of Mobile Storage Group, future performance or results, expenses,

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the outcome of contingencies, such as legal proceedings and financial results. Among the factors that could cause actual results to differ materially are the following:

economic slowdown that affects any significant portion of our customer base, including economic slowdown in areas of limited geographic scope if markets in which we have significant operations are impacted by such slowdown

our ability to timely and efficiently integrate the new branches and employees that we acquired as a result of our merger and business combination with Mobile Storage Group

our ability to manage our planned growth, both internally and at new branches

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

our ability to obtain additional debt or equity financing on acceptable terms

changes in the supply and price of used ocean-going containers

changes in the supply and cost of the raw materials we use in manufacturing storage units, including steel

competitive developments affecting our industry, including pricing pressures in newer markets

the timing and number of new branches that we open or acquire

our ability to protect our patents and other intellectual property

currency exchange and interest rate fluctuations

governmental laws and regulations affecting domestic and foreign operations, including tax obligations

changes in generally accepted accounting principles

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

increases in costs and expenses, including cost of raw materials and employment costs

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Form 10-Q, 8-K and 10-K reports to the Securities and Exchange Commission. Our Form 10-K filing for the fiscal year ended December 31, 2007, listed various important factors that could cause actual results to differ materially from expected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. Readers can find them in Item 1A of that filing and this filing under the heading "Risk Factors". You may obtain a copy of our Form 10-K by requesting it from the Company's Investor Relations Department at (480) 894-6311 or by mail to Mobile Mini, Inc., 7420 S. Kyrene Rd., Suite 101, Tempe, Arizona 85283. Our filings with the SEC, including the Form 10-K, may be accessed through Mobile Mini's website at www.mobilemini.com, and at the SEC's website at

<http://www.sec.gov>. Material on our website is not incorporated in this report, except by express incorporation by reference herein.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Swap Agreement. We seek to reduce earnings and cash flow volatility associated with changes in interest rates through a financial arrangement intended to provide a hedge against a portion of the risks associated with such volatility. We continue to have exposure to such risks to the extent they are not hedged.

Interest rate swap agreements are the only instruments we use to manage interest rate fluctuations affecting our variable rate debt. At June 30, 2008, we had interest rate swap agreements under which we pay a fixed rate and receive a variable interest rate on \$75.0 million of debt. For the six months ended June 30, 2008, in accordance with SFAS No. 133, comprehensive income included a \$0.3 million charge, net of applicable income tax benefit of \$0.1 million, related to the fair value of our interest rate swap agreements.

Impact of Foreign Currency Rate Changes. We currently have branch operations outside the United States and we bill those customers primarily in their local currency which is subject to foreign currency rate changes. Our operations in Canada are billed in the Canadian Dollar, operations in the United Kingdom are billed in Pound Sterling and operations in The Netherlands are billed in the Euro. We are exposed to foreign exchange rate fluctuations as the financial results of

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our non-United States operations are translated into U.S. Dollars. The impact of foreign currency rate changes has historically been insignificant with our Canadian operations, but we have more exposure to volatility with our European operations. In order to help minimize our exchange rate gain and loss volatility, we finance our European entities through our revolving credit facility which allows us to also borrow those funds locally in Pound Sterling denominated debt.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures, subject to the limitations as noted below, were effective during the period and as of the end of the period covered by this report.

Because of inherent limitations, our disclosure controls and procedures may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the controls system are met. Because of the inherent limitations in all controls systems, no evaluation of controls can provide absolute assurance that all controls issues and instances of fraud, if any, have been detected.

Changes in Internal Controls.

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

In connection with the integration of Mobile Storage Group, we are working to implement our internal controls and procedures throughout the former Mobile Storage Group operations in both the United States and United Kingdom.

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PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

We refer you to documents filed by us with the SEC, specifically Item 1A. Risk Factors in our most recent annual report on Form 10-K for the fiscal year ended December 31, 2007, which identifies important risk factors that could materially affect our business, financial condition and future results. We also refer you to the factors and cautionary language set forth in the section entitled Cautionary Statements Regarding Forward-looking Statements in Management's Discussion & Analysis of this quarterly report on Form 10-Q. The risks described in our Form 10-K and herein are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results. The risk factors included in our annual report on Form 10-K for the fiscal year ended December 31, 2007, as amended, have not materially changed other than as set forth below:

Our acquisition and subsequent integration of Mobile Storage Group involves numerous risks and we may not be able to address these risks without substantial expense, delay or other operational or financial problems.

The acquisition and ongoing integration of Mobile Storage Group involves various risks, the occurrence of any of which could have a material negative effect on our business, including:

the inability to assimilate the products, operations and personnel of Mobile Storage Group;

the potential disruption of our existing business, including the diversion of management attention and inconsistencies in standards controls, procedures or policies;

the inability to integrate Mobile Storage Group into our internal controls and procedures;

the inability to collect on indemnification claims, if any, pursuant to the merger agreement;

the loss of customers;

the loss of key employees of either Mobile Storage Group or Mobile Mini; and

the inability to obtain the desired strategic and financial benefits and synergies from the Mobile Storage Group acquisition.

We entered into the Mobile Storage Group merger agreement with the expectation that the transaction would result in various benefits, including, among other things, an expanded customer base and ongoing cost savings and operating efficiencies. The success of the transaction will depend, in part, on our ability to realize such anticipated benefits from combining the businesses of our company and Mobile Storage Group. The anticipated benefits and cost savings of the transaction may not be realized fully, or at all, or may take longer to realize than expected. Failure to achieve anticipated benefits could result in increased costs and decreases in the amounts of expected revenues of the combined company. Additionally, the integration may take longer than anticipated and may have unanticipated adverse results relating to our combined business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Our annual meeting of stockholders was held on June 25, 2008, in Phoenix, Arizona. On the record date for the annual meeting, 34,624,220 shares of common stock were outstanding and eligible to vote. A quorum was present at the annual meeting. The table below briefly describes the proposal and the results from the annual meeting of stockholders.

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| | Number of Shares Voted: | | | |
|--|--------------------------------|-----------------|----------------|-------------------------|
| | For | Withheld | Abstain | |
| Elect two members of the Board of Directors, for three-year terms: | | | | |
| Michael L. Watts | 32,828,662 | 7,900 | | 126,683 |
| Steven G. Bunger | 32,828,662 | 7,900 | | 126,683 |
| | For | Against | Abstain | Broker Non-Votes |
| Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2008: | 32,601,994 | 87,485 | 15,844 | 257,935 |
| Approve of the amendment to our 2006 Equity Incentive Plan to change the provision relating to automatic annual grants of shares to our independent directors: | 25,155,029 | 1,221,268 | 183,217 | 6,403,744 |
| Approve the adoption of our Senior Executive Incentive Plan: | 25,707,064 | 656,698 | 194,323 | 6,405,173 |
| In addition to the election of two directors at the annual meeting, the terms of three directors continued after the meeting. The continuing directors are Lawrence Trachtenberg, Jeffrey S. Goble and Stephen A McConnell. Ronald J. Marusiak resigned his position on the Board effective June 25, 2008. There were no disagreements between Mobile Mini and Mr. Marusiak that led to his resignation. Frederick G. McNamee was appointed to fill the vacancy created by Mr. Marusiak's resignation. | | | | |
| A special meeting of stockholders was held on June 26, 2008, in Phoenix, Arizona. On the record date for this special meeting, 34,641,254 shares of common stock were outstanding and eligible to vote. A quorum was present at this special meeting. | | | | |
| | Number of Shares Voted: | | | |
| | For | Against | Abstain | Broker Non-Votes |
| Approve and adopt the Merger Agreement and the merger: | 27,094,747 | 61,873 | 146,859 | 0 |
| Approve an amendment to our certificate of incorporation to increase the number of shares of authorized shares of preferred stock from \$5.0 million to \$20.0 million: | 26,952,045 | 202,140 | 149,294 | 0 |
| Approve an amendment to our certificate of incorporation to authorize designation of a series of preferred stock as Series A Convertible Redeemable Participating Preferred Stock: | 26,985,028 | 167,212 | 151,239 | 0 |

Approve the issuance of 8.6 million
 shares of Series A Convertible
 Redeemable Participating Preferred
 Stock in connection with the merger:

| | | | |
|------------|---------|---------|---|
| 26,983,992 | 168,248 | 151,239 | 0 |
| 48 | | | |

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| | For | Against | Abstain | Broker Non-Votes |
|---|------------|----------------|----------------|-----------------------------|
| Approve adjournments or postponements of the special meeting, if necessary: | 26,565,944 | 579,317 | 158,218 | 0 |

Approve an amendment to our certificate of incorporation to provide that the authorized preferred stock may be issued in one or more classes or any series of any class, with such voting powers, designations, preferences and relative participating, optional or other rights, as well as any qualifications, limitations or restrictions, as shall be fixed by the Board of Directors of Mobile Mini from time to time:

| | | | |
|------------|------------|---------|---|
| 13,762,468 | 13,338,477 | 152,534 | 0 |
|------------|------------|---------|---|

On June 27, 2008, Mr. Sanjay Swani and Mr. Michael E. Donovan were appointed to the Board of Directors with terms expiring in 2011 and 2009, respectively. Messrs. Swani and Donovan were appointed, effective upon the consummation of the merger under the Merger Agreement, on June 27, 2008, and pursuant to the right of Welsh, Carson, Anderson and Stowe under a merger-related stockholders' agreement to designate two directors to the Board of Directors of Mobile Mini upon consummation of the merger of Mobile Mini with the parent company of Mobile Storage Group.

ITEM 6. EXHIBITS

Exhibits (all filed herewith):

| Number | Description |
|---------------|---|
| 10.1 | Mobile Mini, Inc. 2006 Equity Incentive Plan (As amended and approved by stockholders at 2008 Annual Meeting). |
| 10.2 | Employment Agreement dated June 27, 2008, between Mobile Mini, Inc. and Bill Armstead. |
| 10.3 | Employment Agreement dated June 27, 2008, between Mobile Mini, Inc. and Jody Miller. |
| 31.1 | Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-K. |
| 31.2 | Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-K. |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to item 601(b)(32) of Regulation S-K. |

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SIGNATURES

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

MOBILE MINI, INC.

Date: August 11, 2008

/s/ Lawrence Trachtenberg
Lawrence Trachtenberg
Chief Financial Officer &
Executive Vice President
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