

RSC Holdings Inc.
Form 10-Q
July 22, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2010

OR

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

Commission File Number 001-33485

RSC Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

22-1669012

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

**6929 E. Greenway Pkwy.
Scottsdale, Arizona**

85254

(Address of principal executive offices)

(Zip code)

(480) 905-3300

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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

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(Do not check if a smaller reporting company)

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

As of July 20, 2010 there were 103,456,886 shares of no par value Common Stock outstanding.

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Introductory Note

Unless the context otherwise requires, in this Quarterly Report on Form 10-Q, (i) we, us our and RSC Holdings means RSC Holdings Inc., (ii) RSC means RSC Equipment Rental, Inc. and RSC Equipment Rental of Canada, Ltd, which are our operating entities and indirect wholly-owned subsidiaries of RSC Holdings, and, when used in connection with disclosure relating to indebtedness incurred under the Senior ABL Revolving Facility and Second Lien Term Facility and in connection with the 2014 Senior Unsecured Notes (the 2014 Notes), 2017 Senior Secured Notes (the 2017 Notes) or the 2019 Senior Unsecured Notes (the 2019 Notes) (collectively the Notes), RSC Holdings III, LLC, (iii) ACAB means Atlas Copco AB, (iv) ACA means Atlas Copco Airpower n.v., a wholly owned subsidiary of ACAB, (v) ACF means Atlas Copco Finance S.à.r.l., a wholly owned subsidiary of ACAB, and (vi) Atlas means ACAB, ACA and ACF, except as otherwise set forth in this Quarterly Report on Form 10-Q.

Cautionary Note for Forward-Looking Information

All statements other than statements of historical facts included in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as may , plan , seek , will , should , expect , intend , estimate , anticipate , believe or continue or the negative thereof or or similar terminology.

Forward-looking statements include the statements in this Quarterly Report on Form 10-Q regarding, among other things: management forecasts; efficiencies; cost savings and opportunities to increase productivity and profitability; income and margins; liquidity; anticipated growth; economies of scale; the economy; future economic performance; our ability to maintain liquidity during adverse economic cycles and unfavorable external events; our business strategy; future acquisitions and dispositions; litigation; potential and contingent liabilities; management s plans; taxes; and refinancing of existing debt.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from our expectations are set forth below and disclosed in Risk Factors in Part II, Item 1A and elsewhere in this Quarterly Report on Form 10-Q, including, without limitation, in conjunction with the forward-looking statements included in this Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the following cautionary statements:

the effect of an economic downturn or other factors resulting in a decline in non-residential construction, non-construction maintenance, capital improvements and capital investment;

intense rental rate price pressure from competitors, some of whom are heavily indebted and may significantly reduce their prices to generate cash to meet debt covenants; from contractor customers some of whom are bidding contracts at cost or below to secure work for their remaining best employees; from industrial customers who generally are experiencing profitability shortfalls in the current economic climate and in return are asking all of their most significant suppliers for price reductions and cost reduction ideas;

the rental industry s ability to continue to sell used equipment through both the retail and auction markets at prices sufficient to enable us to maintain orderly liquidation values that support our borrowing base to meet our minimum availability and to avoid testing springing covenants of leverage and fixed charge coverage contained in our Senior ABL Revolving Facility credit agreement;

our ability to comply with our debt covenants;

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risks related to the credit markets willingness to continue to lend to borrowers rated B- and C;

our ability to generate cash and/or incur additional indebtedness to finance equipment purchases;

exposure to claims for personal injury, death and property damage resulting from the use of equipment rented or sold by us;

the effect of changes in laws and regulations, including those relating to employment legislation, the environment and customer privacy, among others;

fluctuations in fuel and, or supply costs;

heavy reliance on centralized information technology systems;

claims that the software products and information systems on which we rely infringe on the intellectual property rights of others; and

the other factors described in Part II, Item 1A of this Quarterly Report on Form 10-Q under the caption Risk Factors.

In light of these risks, uncertainties and assumptions, the forward-looking statements contained in this Quarterly Report on Form 10-Q might not prove to be accurate and you should not place undue reliance upon them. All forward-looking statements speak only as of the filing date of this Quarterly Report on Form 10-Q, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents**PART I. Financial Information****Item 1. Financial Statements****RSC HOLDINGS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except share data)****(Unaudited)**

	June 30, 2010	December 31, 2009
Assets		
Cash and cash equivalents	\$ 11,029	\$ 4,535
Accounts receivable, net of allowance for doubtful accounts of \$10,851 and \$10,741 at June 30, 2010 and December 31, 2009, respectively	196,679	181,975
Inventory	13,539	14,421
Rental equipment, net of accumulated depreciation of \$1,062,744 and \$1,016,606 at June 30, 2010 and December 31, 2009, respectively	1,347,910	1,384,999
Property and equipment, net of accumulated depreciation of \$193,412 and \$180,495 at June 30, 2010 and December 31, 2009, respectively	111,896	123,197
Goodwill and other intangibles, net	939,682	940,063
Deferred financing costs	49,920	55,539
Other assets	19,554	24,590
Total assets	\$ 2,690,209	\$ 2,729,319
Liabilities and Stockholders (Deficit) Equity		
Accounts payable	\$ 168,728	\$ 46,275
Accrued expenses and other liabilities	172,470	174,829
Debt	2,107,727	2,172,109
Deferred income taxes	275,042	312,465
Total liabilities	2,723,967	2,705,678
Commitments and contingencies		
Preferred stock, no par value, (500,000 shares authorized, no shares issued and outstanding at June 30, 2010 and December 31, 2009)		
Common stock, no par value, (300,000,000 shares authorized, 103,456,886 shares issued and outstanding at June 30, 2010 and 103,412,561 shares issued and outstanding at December 31, 2009)	831,854	829,288
Accumulated deficit	(859,785)	(799,842)
Accumulated other comprehensive loss	(5,827)	(5,805)
Total stockholders (deficit) equity	(33,758)	23,641
Total liabilities and stockholders (deficit) equity	\$ 2,690,209	\$ 2,729,319

See accompanying notes to the unaudited condensed consolidated financial statements.

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RSC HOLDINGS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June		Six Months Ended June	
	2010	30, 2009	2010	30, 2009
Revenues:				
Equipment rental revenue	\$ 259,734	\$ 270,500	\$ 481,947	\$ 557,970
Sale of merchandise	13,270	13,588	24,691	27,488
Sale of used rental equipment	27,993	42,470	55,099	92,373
Total revenues	300,997	326,558	561,737	677,831
Cost of revenues:				
Cost of equipment rentals, excluding depreciation	143,988	135,365	275,214	284,844
Depreciation of rental equipment	67,398	72,060	134,043	147,323
Cost of merchandise sales	9,880	9,418	17,954	19,418
Cost of used rental equipment sales	23,931	39,505	48,568	85,297
Total cost of revenues	245,197	256,348	475,779	536,882
Gross profit	55,800	70,210	85,958	140,949
Operating expenses:				
Selling, general and administrative	32,967	35,613	66,745	75,126
Depreciation and amortization of non-rental equipment and intangibles	9,910	11,194	19,967	22,976
Other operating gains, net	(138)	(222)	(2,450)	(114)
Total operating expenses, net	42,739	46,585	84,262	97,988
Operating income	13,061	23,625	1,696	42,961
Interest expense, net	48,233	40,035	98,026	80,245
Other expense (income), net	99	107	(100)	410
Loss before benefit for income taxes	(35,271)	(16,517)	(96,230)	(37,694)
Benefit for income taxes	13,156	5,027	36,287	12,700
Net loss	\$ (22,115)	\$ (11,490)	\$ (59,943)	\$ (24,994)

Weighted average shares outstanding used in computing net loss per common share:

Basic and diluted	103,506	103,435	103,491	103,432
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Net loss per common share:

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Basic and diluted	\$ (0.21)	\$ (0.11)	\$ (0.58)	\$ (0.24)
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See accompanying notes to the unaudited condensed consolidated financial statements.

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RSC HOLDINGS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2010	2009
	(In thousands)	
Cash flows from operating activities:		
Net loss	\$ (59,943)	\$ (24,994)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	154,010	170,299
Amortization of deferred financing costs	6,348	5,215
Amortization of original issue discount	543	
Share-based compensation expense	2,258	2,294
Gain on sales of rental and non-rental property and equipment, net of non-cash writeoffs	(5,325)	(5,616)
Deferred income taxes	(37,442)	(16,759)
Gain on insurance settlement	(1,736)	
Interest expense on hedge ineffectiveness	33	
Changes in operating assets and liabilities:		
Accounts receivable, net	(15,304)	73,167
Inventory	877	3,367
Other assets	5,389	3,680
Accounts payable	122,854	(67,293)
Accrued expenses and other liabilities	(2,669)	(20,176)
Net cash provided by operating activities	169,893	123,184
Cash flows from investing activities:		
Purchases of rental equipment	(146,966)	(18,337)
Purchases of property and equipment	(1,635)	(1,889)
Proceeds from sales of rental equipment	55,099	92,373
Proceeds from sales of property and equipment	1,652	8,130
Insurance proceeds from rental equipment and property claims	1,736	3,086
Net cash (used in) provided by investing activities	(90,114)	83,363
Cash flows from financing activities:		
Proceeds from Senior ABL Revolving Facility	84,000	60,816
Payments on Senior ABL Revolving Facility	(141,000)	(250,038)
Payments on Senior ABL Term Loan		(1,250)
Payments on capital leases and other debt	(15,969)	(22,197)
Payments for deferred financing costs	(1,109)	(4,087)
Proceeds from stock option exercises	308	256
Increase in outstanding checks in excess of cash balances		4,772
Net cash used in financing activities	(73,770)	(211,728)
Effect of foreign exchange rates on cash	485	238

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Net increase (decrease) in cash and cash equivalents	6,494	(4,943)
Cash and cash equivalents at beginning of period	4,535	13,670
Cash and cash equivalents at end of period	\$ 11,029	\$ 8,727

See accompanying notes to the unaudited condensed consolidated financial statements.

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**RSC HOLDINGS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(Unaudited)**

	Six Months Ended June 30,	
	2010	2009
	(In thousands)	
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 93,354	\$ 84,088
Cash (received) paid for taxes, net	(73)	5,635
Supplemental schedule of non-cash investing and financing activities:		
Purchase of assets under capital lease obligations	\$ 8,043	\$ 895
Accrued deferred financing costs	254	1,999
See accompanying notes to the unaudited condensed consolidated financial statements.		

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RSC HOLDINGS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(1) Organization

Business and Basis of Presentation

Description of Business

RSC Holdings Inc. (RSC Holdings) and its wholly owned subsidiaries (collectively, the Company) are engaged primarily in the rental of a diversified line of construction and industrial equipment, geographically dispersed throughout the United States and Canada. At June 30, 2010 the Company s total assets were \$2,690.2 million, of which 95.4% and 4.6% were employed in the Company s U.S. and Canadian operations, respectively. For the six months ended June 30, 2010, the Company generated approximately 85.8% of its revenues from equipment rentals, and it derived the remaining 14.2% of its revenues from sales of used equipment, merchandise and other related items.

Basis of Presentation

The accompanying unaudited condensed consolidated interim financial statements have been prepared in accordance with the accounting policies described in our Annual Report on Form 10-K/A for the year ended December 31, 2009 (the 2009 Form 10-K). In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all material adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of financial results for the interim periods presented. Interim results of operations are not necessarily indicative of full year results. Certain information and note disclosures have been condensed or omitted as permitted under Securities and Exchange Commission (SEC) rules and regulations governing the preparation of interim financial reporting on Form 10-Q; as such, this Quarterly Report on Form 10-Q should be read in conjunction with the 2009 Form 10-K.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying amounts of long-lived assets, goodwill, and inventories; the allowance for doubtful accounts; deferred income taxes; environmental liabilities; reserves for claims; assets and obligations related to employee benefits; the fair value of derivative instruments and determination of share-based compensation amounts. Management believes that its estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates.

Recent Accounting Pronouncements

In February 2010, the Financial Accounting Standards Board (the FASB) issued amended guidance on subsequent events. Under this amended guidance, SEC filers are no longer required to disclose the date through which subsequent events have been evaluated in originally issued and revised financial statements. The guidance was effective immediately and the Company has adopted this new guidance.

In January 2010, the FASB issued guidance to improve disclosures about fair value measurements. Specifically, the guidance requires new disclosures for transfers in and out of levels 1 and 2 of the fair value measurement hierarchy, and expands disclosures related to activity associated with level 3 fair value measurements. The new disclosures, which are effective for interim and annual reporting periods beginning after December 15, 2009, had no impact on the Company s disclosures at June 30, 2010.

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RSC HOLDINGS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)

In October 2009, the FASB issued updated guidance on multiple-deliverable revenue arrangements. Specifically, the guidance amends the existing criteria for separating consideration received in multiple-deliverable arrangements, eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The FASB guidance also establishes a hierarchy for determining the selling price of a deliverable, which is based on vendor-specific objective evidence; third-party evidence; or management estimates. Expanded disclosures related to multiple-deliverable revenue arrangements will also be required. The new guidance is effective for revenue arrangements entered into or materially modified on and after January 1, 2011. The Company does not expect the application of this new standard to have a significant impact on its consolidated financial statements.

(2) Fair Value of Financial Instruments

The fair value of a financial instrument is the exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The carrying values of cash, accounts receivable and accounts payable approximate fair values due to the short maturity of these financial instruments.

The fair values of the Company's Second Lien Term Facility, 2014 Notes, 2017 Notes and 2019 Notes are based on quoted market prices. The fair value of the Company's Senior ABL Revolving Facility is estimated based on borrowing rates currently available to the Company for debt with similar terms and maturities. The fair value of capital lease obligations approximates the carrying value due to the fact that the underlying instruments include provision to adjust interest rates to approximate fair market value.

See Note 6 for additional fair market information related to debt instruments and Note 8 for additional fair value information about other financial instruments.

(3) Net Loss per Share

Basic net loss per common share has been computed using the weighted average number of shares of common stock outstanding during the period. Diluted net loss per common share has been computed using the weighted average number of shares of common stock outstanding during the period.

The following table presents the calculation of basic and diluted net loss per common share:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
	(in 000s except per share data)			
Numerator:				
Net loss	\$ (22,115)	\$ (11,490)	\$ (59,943)	\$ (24,994)
Denominator:				
Weighted average shares basic	103,506	103,435	103,491	103,432
Employee stock options				
Weighted average shares diluted	103,506	103,435	103,491	103,432
Net loss per common share basic and diluted	\$ (0.21)	\$ (0.11)	\$ (0.58)	\$ (0.24)
Anti-dilutive stock based awards excluded	6,703	5,385	6,377	5,339

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RSC HOLDINGS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)

For the three and six months ended June 30, 2010 and 2009, no shares of common stock underlying stock options and restricted stock units were included in the computation of diluted net loss per common share because the inclusion of such shares would be anti-dilutive based on the net loss reported.

(4) Accumulated Other Comprehensive (Loss) Income

Accumulated other comprehensive (loss) income components as of June 30, 2010 were as follows:

	Foreign Currency Translation	Fair Market Value of Cash Flow Hedges	Accumulated Other Comprehensive (Loss) Income
		(in 000s)	
Balance at December 31, 2009	\$ 15,967	\$ (21,772)	\$ (5,805)
Foreign currency translation	(55)		(55)
Change in fair value of cash flow hedges, net of tax		33	33
Balance at June 30, 2010	\$ 15,912	\$ (21,739)	\$ (5,827)

Comprehensive (loss) income was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(in 000s)			
Net loss	\$ (22,115)	\$ (11,490)	\$ (59,943)	\$ (24,994)
Currency translation adjustments	(3,622)	7,320	(55)	5,277
Change in fair value of cash flow hedges, net of tax	(101)	5,955	33	4,723
Comprehensive (loss) income	\$ (25,838)	\$ 1,785	\$ (59,965)	\$ (14,994)

(5) Closed Location Charges

The Company regularly reviews the financial performance of its locations to identify those with operating margins that consistently fall below the Company's performance standards. Once identified, the Company continues to monitor these locations to determine if operating performance can be improved or if the performance is attributable to economic factors unique to the particular market with long-term prospects that are not favorable. If necessary, locations with unfavorable long-term prospects are closed and the rental fleet is deployed to more profitable locations with higher demand.

During the six months ended June 30, 2010, the Company closed three locations. During the year ended December 31, 2009, the Company closed or consolidated 24 locations. The closed location reserves at June 30, 2010 and December 31, 2009, consist of unpaid obligations for employee termination costs, costs to terminate operating leases prior to the end of their contractual lease term, estimated costs that will continue to be incurred under operating leases that have no future economic benefit to the Company, freight costs to transport fleet from closed locations to other locations and the write-off of leasehold improvements. Except in instances where a lease settlement agreement has been negotiated with a landlord, costs recognized to terminate operating leases before the end of their contractual term represent the estimated fair value of the liability at the cease-use date. The fair value of the liability is determined based on the present value of remaining lease rentals, reduced by estimated sublease rentals that could be reasonably

obtained for the property even if the Company does not intend to enter into a sublease. During the six months ended June 30, 2010, the Company reduced its closed location reserves by \$0.3 million due primarily to the execution of subleases containing favorable contractual terms relative to those used to

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RSC HOLDINGS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)

estimate the reserves. Although the Company does not expect to incur additional material charges for location closures occurring prior to June 30, 2010, additional charges are possible to the extent that actual future settlements differ from our estimates. The Company cannot predict the extent of future location closures or the financial impact of such closings, if any.

Closed location charges (to be cash settled) by type and a reconciliation of the associated accrued liability were as follows (in 000s):

	Lease Exit and Other Related Costs (a)	Employee Termination Costs (b)	Other Exit Costs (c)	Total
Closed location reserves at December 31, 2009	\$ (6,492)	\$ (122)	\$	\$ (6,614)
Charges incurred to close locations			(30)	(30)
Cash payments	1,296	135	30	1,461
Adjustments to reserve	251	(20)		