

CAI International, Inc.  
Form 10-Q  
May 06, 2015  
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UNITED STATES

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 March 31, 2015

or

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

For the transition period from            to

Commission file number: 001-33388

CAI International, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization) 94-3109229  
(I.R.S. Employer Identification No.)

Steuart Tower, 1 Market Plaza, Suite 900  
San Francisco, California 94105  
(Address of principal executive offices) (Zip Code)

415-788-0100

(Registrant's telephone number, including area code)

None

(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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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.

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

|   |                   |
|---|-------------------|
| Common                                    | April 30, 2015    |
| Common Stock, \$.0001 par value per share | 21,142,521 shares |

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SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain forward-looking statements, including, without limitation, statements concerning the conditions in our industry, our operations, our economic performance and financial condition, including, in particular, statements relating to our business, operations, growth strategy and service development efforts. The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for certain forward-looking statements so long as such information is identified as forward-looking and is accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the information. When used in this Quarterly Report on Form 10-Q, the words “may,” “might,” “should,” “estimate,” “project,” “plan,” “anticipate,” “expect,” “intend,” “outlook,” “believe” and other similar expressions are intended to identify forward-looking statements and information. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. These forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain and subject to a number of risks and uncertainties. These risks and uncertainties include, without limitation, those in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission (SEC) on February 27, 2015 and our other reports filed with the SEC. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. Reference is also made to such risks and uncertainties detailed from time to time in our other filings with the SEC.

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## PART I — FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## CAI INTERNATIONAL, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share information)

(UNAUDITED)

|  | March 31,<br>2015 | December<br>31,<br>2014 |
|--|-------------------|-------------------------|
| Assets   |                   |                         |
| Current assets   |                   |                         |
| Cash   | \$ 23,078         | \$ 27,810               |
| Cash held by variable interest entities  | 33,582            | 26,011                  |
| Accounts receivable (owned fleet), net of allowance for doubtful accounts of \$902 and \$680 at March 31, 2015 and December 31, 2014, respectively | 43,053            | 49,524                  |
| Accounts receivable (managed fleet)  | 8,482             | 8,498                   |
| Current portion of direct finance leases   | 19,064            | 18,150                  |
| Prepaid expenses   | 15,335            | 14,396                  |
| Other current assets   | 407               | 410                     |
| Total current assets   | 143,001           | 144,799                 |
| Restricted cash  | 7,978             | 8,232                   |
| Rental equipment, net of accumulated depreciation of \$292,356 and \$274,333 at March 31, 2015 and December 31, 2014, respectively                 | 1,654,834         | 1,564,777               |
| Net investment in direct finance leases  | 76,104            | 76,814                  |
| Furniture, fixtures and equipment, net of accumulated depreciation of \$2,115 and \$2,019 at March 31, 2015 and December 31, 2014, respectively    | 852               | 945                     |
| Intangible assets, net of accumulated amortization of \$4,726 and \$4,817 at March 31, 2015 and December 31, 2014, respectively                    | 183               | 273                     |
| Total assets (1)   | \$ 1,882,952      | \$ 1,795,840            |
| Liabilities and Stockholders' Equity   |                   |                         |
| Current liabilities  |                   |                         |
| Accounts payable   | \$ 6,235          | \$ 8,414                |

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|   |              |              |
|---|--------------|--------------|
| Accrued expenses and other current liabilities  | 5,320        | 9,029        |
| Due to container investors  | 10,031       | 12,984       |
| Unearned revenue  | 7,596        | 7,172        |
| Current portion of debt   | 224,088      | 203,199      |
| Current portion of capital lease obligations  | 239          | 1,015        |
| Rental equipment payable  | 51,286       | 7,381        |
| Total current liabilities   | 304,795      | 249,194      |
| Debt  | 1,074,661    | 1,058,754    |
| Deferred income tax liability   | 43,744       | 43,419       |
| Capital lease obligations   | -            | 1,568        |
| Total liabilities (2)   | 1,423,200    | 1,352,935    |
| Stockholders' equity  |              |              |
| Common stock: par value \$.0001 per share; authorized 84,000,000 shares; issued and outstanding |              |              |
| 21,142,521 and 20,788,277 shares at March 31, 2015 and December 31, 2014, respectively          | 2            | 2            |
| Additional paid-in capital  | 160,589      | 154,894      |
| Accumulated other comprehensive loss  | (8,096)      | (5,677)      |
| Retained earnings   | 306,439      | 292,897      |
| Total CAI stockholders' equity  | 458,934      | 442,116      |
| Non-controlling interest  | 818          | 789          |
| Total stockholders' equity  | 459,752      | 442,905      |
| Total liabilities and stockholders' equity  | \$ 1,882,952 | \$ 1,795,840 |



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- (1) Total assets at March 31, 2015 and December 31, 2014 include the following assets of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs: Cash, \$33,582 and \$26,011; Net investment in direct finance leases, \$282 and \$156; and Rental equipment, net of accumulated depreciation, \$98,566 and \$102,100, respectively.
  
- (2) Total liabilities at March 31, 2015 and December 31, 2014 include the following VIE liabilities for which the VIE creditors do not have recourse to CAI International, Inc.: Current portion of debt, \$80,108 and none; Debt, \$57,431 and \$132,419, respectively.

See accompanying notes to unaudited consolidated financial statements.

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CAI INTERNATIONAL, INC.

## CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

(UNAUDITED)

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2015                            | 2014      |
| Revenue  |                                 |           |
| Rental revenue   | \$ 54,883                       | \$ 50,684 |
| Management fee revenue                                       | 1,257                           | 1,525     |
| Finance lease income   | 2,352                           | 2,055     |
| Total revenue  | 58,492                          | 54,264    |
| Operating expenses   |                                 |           |
| Depreciation of rental equipment                             | 21,223                          | 18,663    |
| Amortization of intangible assets                            | 84                              | 99        |
| Gain on disposition of used rental equipment                 | (357)                           | (1,790)   |
| Storage, handling and other expenses                         | 6,765                           | 5,993     |
| Marketing, general and administrative expenses               | 7,127                           | 6,706     |
| (Gain) loss on foreign exchange                              | (41)                            | 164       |
| Total operating expenses                                     | 34,801                          | 29,835    |
| Operating income   | 23,691                          | 24,429    |
| Interest expense   | 8,781                           | 8,795     |
| Interest income  | (3)                             | (4)       |
| Net interest expense   | 8,778                           | 8,791     |
| Net income before income taxes and non-controlling interest  | 14,913                          | 15,638    |
| Income tax expense   | 1,342                           | 1,407     |
| Net income   | 13,571                          | 14,231    |
| Net (income) loss attributable to non-controlling interest   | (29)                            | 40        |
| Net income attributable to CAI common stockholders           | \$ 13,542                       | \$ 14,271 |
| Net income per share attributable to CAI common stockholders |                                 |           |
| Basic  | \$ 0.65                         | \$ 0.64   |
| Diluted  | \$ 0.64                         | \$ 0.63   |

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Weighted average shares outstanding

|         |        |        |
|---------|--------|--------|
| Basic   | 20,903 | 22,213 |
| Diluted | 21,295 | 22,658 |

See accompanying notes to unaudited consolidated financial statements.

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CAI INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(UNAUDITED)

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2015                            | 2014      |
| Net income   | \$ 13,571                       | \$ 14,231 |
| Other comprehensive income, net of tax:                              |                                 |           |
| Foreign currency translation adjustments                             | (2,419)                         | 65        |
| Comprehensive income   | 11,152                          | 14,296    |
| Comprehensive (income) loss attributable to non-controlling interest | (29)                            | 40        |
| Comprehensive income attributable to CAI common stockholders         | \$ 11,123                       | \$ 14,336 |

See accompanying notes to unaudited consolidated financial statements.

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CAI INTERNATIONAL, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(UNAUDITED)

|   | Three Months Ended March 31,<br>2015 | 2014      |
|---|--------------------------------------|-----------|
| Cash flows from operating activities  |                                      |           |
| Net income  | \$ 13,571                            | \$ 14,231 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                      |           |
| Depreciation  | 21,330                               | 18,790    |
| Amortization of debt issuance costs   | 692                                  | 687       |
| Amortization of intangible assets   | 84                                   | 99        |
| Stock-based compensation expense  | 512                                  | 409       |
| Unrealized loss on foreign exchange   | 114                                  | 100       |
| Gain on disposition of used rental equipment                                      | (357)                                | (1,790)   |
| Deferred income taxes   | 325                                  | (2)       |
| Bad debt expense  | 104                                  | -         |
| Changes in other operating assets and liabilities:                                |                                      |           |
| Accounts receivable   | 6,219                                | (3,418)   |
| Prepaid expenses and other assets   | 25                                   | (29)      |
| Accounts payable, accrued expenses and other current liabilities                  | (5,928)                              | (2,119)   |
| Due to container investors  | (2,953)                              | (1,458)   |
| Unearned revenue  | 466                                  | 125       |
|   | 34,204                               | 25,625    |

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|  |           |  |           |
|--|-----------|--|-----------|
| Net cash provided by operating activities                            |           |  |           |
| Cash flows from investing activities                                 |           |  |           |
| Purchase of rental equipment   | (88,332)  |  | (73,202)  |
| Net proceeds from disposition of used rental equipment               | 13,884    |  | 11,070    |
| Purchase of furniture, fixtures and equipment                        | (15)      |  | (11)      |
| Receipt of principal payments from direct financing leases           | 5,154     |  | 3,346     |
| Net cash used in investing activities                                | (69,309)  |  | (58,797)  |
| Cash flows from financing activities                                 |           |  |           |
| Proceeds from debt   | 94,581    |  | 66,700    |
| Principal payments on debt   | (59,952)  |  | (39,592)  |
| Debt issuance costs  | (1,654)   |  | -         |
| Decrease in restricted cash  | 254       |  | 255       |
| Exercise of stock options  | 4,374     |  | 28        |
| Excess tax benefit from share-based compensation awards              | 810       |  | -         |
| Net cash provided by financing activities                            | 38,413    |  | 27,391    |
| Effect on cash of foreign currency translation                       | (469)     |  | 95        |
| Net increase (decrease) in cash                                      | 2,839     |  | (5,686)   |
| Cash at beginning of the period                                      | 53,821    |  | 45,741    |
| Cash at end of the period  | \$ 56,660 |  | \$ 40,055 |
| Supplemental disclosure of cash flow information                     |           |  |           |
| Cash paid during the period for:                                     |           |  |           |
| Income taxes   | \$ 1,665  |  | \$ 315    |
| Interest   | 8,909     |  | 9,333     |
| Supplemental disclosure of non-cash investing and financing activity |           |  |           |

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|  |    |       |    |        |
|--|----|-------|----|--------|
| Transfer of rental<br>equipment to direct<br>finance lease | \$ | 5,448 | \$ | 16,669 |
|--|----|-------|----|--------|

See accompanying notes to unaudited consolidated financial statements.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(1)The Company and Nature of Operations

Organization

CAI International, Inc. and its subsidiaries (collectively, CAI or the Company) is a transportation finance and logistics company. The Company purchases equipment, which it leases primarily to container shipping lines, freight forwarders and other transportation companies. The Company also manages equipment for third-party investors. In operating its fleet, the Company leases, re-leases and disposes of equipment and contracts for the repair, repositioning and storage of equipment. The Company's equipment fleet consists primarily of intermodal marine containers. The Company also owns a small fleet of railcars, which it leases in North America.

The Company's common stock is traded on the New York Stock Exchange under the symbol "CAP". The Company's corporate headquarters are located in San Francisco, California.

Basis of Presentation

The accompanying unaudited consolidated financial statements include the financial statements of the Company, its wholly-owned subsidiaries, and its 80%-owned subsidiary, CAIJ, Inc. (CAIJ). The equity attributable to the minority interest in CAIJ is shown as a non-controlling interest on the Company's consolidated balance sheets, and the related net income is presented as net income attributable to non-controlling interest on the Company's consolidated statements of income. All significant intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the Company's financial position as of March 31, 2015 and December 31, 2014, the Company's results of operations for the three months ended March 31, 2015 and 2014, and the Company's cash flows for the three months ended March 31, 2015 and 2014. The results of operations and cash flows for the periods presented are not necessarily indicative of the results of operations or cash flows which may be reported for the remainder of 2015 or in any future period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been condensed or omitted. The accompanying unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2014, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on February 27, 2015.

(2)Accounting Policies and Recent Accounting Pronouncements

(a)Accounting Policies

There were no changes to the Company's accounting policies during the three months ended March 31, 2015. See Note 2 to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 27, 2015, for a description of the Company's significant



accounting policies.

(b)Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU No. 2014-09). This new standard will replace all current U.S. GAAP guidance on this topic and eliminates industry-specific guidance. Leasing revenue recognition is specifically excluded from this ASU, and therefore, the new standard will only apply to management fee revenue, sales of equipment portfolios and dispositions of used equipment. The guidance is effective for interim and annual periods beginning after December 15, 2016, with early application prohibited. Adoption of the guidance is not expected to have a material impact on the Company's consolidated financial statements.

In February 2015, the FASB issued Accounting Standards Update No. 2015-02, Consolidation (Topic 810): Amendment to the Consolidation Analysis (ASU No. 2015-02). The new guidance will change (1) the identification of variable interests (fees paid to a decision maker or service provider), (2) the variable interest entity (VIE) characteristics for a limited partnership or similar entity and (3) the primary beneficiary determination. The guidance is effective for annual and interim periods beginning after December 15, 2015, with early adoption permitted. The new guidance will be applied on a retrospective basis and is not expected to have a material impact on the Company's consolidated financial statements.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, Simplifying the Presentation of Debt Issuance Costs (ASU No. 2015-03). The new guidance will require debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. The guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, with early adoption permitted. The new guidance will be applied on a retrospective basis and is not expected to have a material impact on the Company's consolidated financial statements.

(3)Consolidation of Variable Interest Entities as a Non-Controlling Interest

The Company regularly performs a review of its container fund arrangements with investors to determine whether a fund is a VIE and whether the Company has a variable interest that provides it with a controlling financial interest and is the primary beneficiary of the VIE in accordance with FASB Accounting Standard Codification (ASC) Topic 810, Consolidation. If the fund is determined to be a VIE, further analysis is performed to determine if the Company is a primary beneficiary of the VIE and meets both of the following criteria under Paragraph 14A of ASC Topic 810:

- It has power to direct the activities of a VIE that most significantly impact the entity's economic performance; and
- It has the obligation to absorb losses of the entity that could be potentially significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE.

If in the Company's judgment both of the above criteria are met, the VIE's financial statements are included in the Company's consolidated financial statements as required under ASC Topic 810, Consolidation. The equity attributable to the VIE is shown as a non-controlling interest on the Company's consolidated balance sheets and the after tax result attributable to its operations is shown as a net income or loss attributable to non-controlling interest on the Company's consolidated statements of income.

The Company currently enters into two types of container fund arrangements with investors which are reviewed under ASC Topic 810, Consolidation. These arrangements include container funds that the Company manages for investors and container funds that have entered into financing arrangements with investors. Several of the funds that the Company manages, and all of the funds under financing arrangements, are Japanese container funds that were established by a related party under separate investment agreements allowed under Japanese commercial laws (see Note 11). Each of the funds is financed by unrelated Japanese third party investors.

Managed Container Funds

All container funds under management by the Company are considered VIEs because as manager of the funds, the Company has the power to direct the activities that most significantly impact the entity's economic performance including the leasing and managing of containers owned by the funds. The fees earned for arranging, managing and establishing the funds are not significant to the expected returns of the funds so the Company does not have a variable interest in the funds. The rights to receive benefits and obligations to absorb losses that could potentially be significant to the funds belong to the third party investors, so the Company concluded that it is not the primary beneficiary of the funds. The Company recognizes gain on sale of containers to the unconsolidated VIEs as sales in the ordinary course of business. For the three months ended March 31, 2015 and 2014, the Company sold no container portfolios to the

VIEs.

#### Collateralized Financing Obligations

As of March 31, 2015, the Company has transferred containers with a total net book value of \$142.1 million at the time of transfer to Japanese investor funds while concurrently entering into lease agreements for the same containers, under which the Company leases the containers back from the Japanese investors. In accordance with ASC Topic 840, Sale-Leaseback Transactions, the Company concluded these were financing transactions under which sale-leaseback accounting was not applicable.

The container funds under financing arrangements are considered VIEs under ASC Topic 810, Consolidation because as lessee of the funds, the Company has the power to direct the activities that most significantly impact each entity's economic performance including the leasing and managing of containers owned by the funds. The terms of the transactions include options for the Company to purchase the containers from the funds at a fixed price. As a result of the residual interest resulting from the fixed price call option, the Company concluded that it may absorb a significant amount of the variability associated with the funds' anticipated economic performance and, as a result, the Company has a variable interest in the funds. As the Company has the power to direct the activities that most significantly impact the economic performance of the VIEs and the variable interest provides the Company with the right to receive benefits from the entity that could potentially be significant to the funds, the Company determined that it is the primary beneficiary of these VIEs and included the VIEs assets and liabilities as of March 31, 2015 and December 31, 2014, and the results of the VIEs' operations and cash flows for the three months ended March 31, 2015 and 2014 in the Company's consolidated financial statements.

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CAI INTERNATIONAL, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The containers that were transferred to the Japanese investor funds had a net book value of \$98.8 million as of March 31, 2015. The container equipment, together with \$33.6 million of cash held by the investor funds, has been included on the Company's consolidated balance sheets with the offsetting liability related to the funds presented in the debt section of the Company's consolidated balance sheets as collateralized financing obligations of \$128.2 million and term loans held by VIE of \$9.4 million. See Note 6(e) and 6(f) for additional information. No gain or loss was recognized by the Company on the initial consolidation of the VIEs.

## (4) Net Investment in Direct Finance Leases

The following table represents the components of the Company's net investment in direct finance leases (in thousands):

|   | March 31,<br>2015 | December<br>31,<br>2014 |
|---|-------------------|-------------------------|
| Gross finance lease receivables (1)     | \$ 116,420        | \$ 116,992              |
| Unearned income (2)                     | (21,252)          | (22,028)                |
| Net investment in direct finance leases | \$ 95,168         | \$ 94,964               |

(1) At the inception of the lease, the Company records the total minimum lease payments, executory costs, if any, and unguaranteed residual value as gross finance lease receivables. The gross finance lease receivables are reduced as customer payments are received. There was no unguaranteed residual value at March 31, 2015 and December 31, 2014 included in gross finance lease receivables. There were no executory costs included in gross finance lease receivables as of March 31, 2015 and December 31, 2014.

(2) The difference between the gross finance lease receivables and the cost of the equipment or carrying amount at the lease inception is recorded as unearned income. Unearned income together with initial direct costs, are amortized to income over the lease term so as to produce a constant periodic rate of return. There were no unamortized initial direct costs as of March 31, 2015 and December 31, 2014.

In order to estimate the allowance for losses contained in the gross finance lease receivables, the Company reviews the credit worthiness of its customers on an ongoing basis. The review includes monitoring credit quality indicators, the aging of customer receivables and general economic conditions.

The categories of gross finance lease receivables based on the Company's internal customer credit ratings can be described as follows:

Tier 1— These customers are typically large international shipping lines that have been in business for many years and have world-class operating capabilities and significant financial resources. In most cases, the Company has had a long commercial relationship with these customers and currently maintains regular communication with them at several levels of management, which provides the Company with insight into the customer's current operating and financial performance. In the Company's view, these customers have the greatest ability to withstand cyclical down turns and would likely have greater access to needed capital than lower-rated customers. The Company views the risk of default for Tier 1 customers to range from minimal to moderate.

Tier 2— These customers are typically either smaller shipping lines or freight forwarders with less operating scale or with a high degree of financial leverage, and accordingly the Company views these customers as subject to higher volatility in financial performance over the business cycle. The Company generally expects these customers to have less access to capital markets or other sources of financing during cyclical down turns. The Company views the risk of default for Tier 2 customers as moderate.

Tier 3— Customers in this category exhibit volatility in payments on a regular basis.

Based on the above categories, the Company's gross finance lease receivables were as follows (in thousands):

|        | March 31,<br>2015 | December<br>31,<br>2014 |
|--------|-------------------|-------------------------|
| Tier 1 | \$ 85,583         | \$ 89,960               |
| Tier 2 | 30,837            | 27,032                  |
| Tier 3 | -                 | -                       |
|        | \$ 116,420        | \$ 116,992              |

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Contractual maturities of the Company's gross finance lease receivables subsequent to and as of March 31, 2015 for the years ending March 31 were as follows (in thousands):

|                     |            |
|---------------------|------------|
| 2016                | \$ 26,966  |
| 2017                | 23,009     |
| 2018                | 27,922     |
| 2019                | 25,154     |
| 2020                | 6,123      |
| 2021 and thereafter | 7,246      |
|                     | \$ 116,420 |

(5)Intangible Assets

The Company amortizes intangible assets on a straight line basis over their estimated useful lives as follows:

|                             |            |
|-----------------------------|------------|
| Trademarks                  | 1-10 years |
| Contracts – owned equipment | 5-7 years  |

Total amortization expense was \$0.1 million for both the three months ended March 31, 2015 and 2014.

Intangible assets as of March 31, 2015 and December 31, 2014 were as follows (in thousands):

|                            | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
|----------------------------|-----------------------------|-----------------------------|---------------------------|
| March 31, 2015             |                             |                             |                           |
| Trademarks                 | \$ 1,272                    | \$ (1,107)                  | \$ 165                    |
| Contracts- owned equipment | 3,637                       | (3,619)                     | 18                        |
|                            | \$ 4,909                    | \$ (4,726)                  | \$ 183                    |
| December 31, 2014          |                             |                             |                           |
| Trademarks                 | \$ 1,278                    | \$ (1,084)                  | \$ 194                    |
| Contracts- owned equipment | 3,812                       | (3,733)                     | 79                        |
|                            | \$ 5,090                    | \$ (4,817)                  | \$ 273                    |

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## (6) Debt and Capital Lease Obligations

## Debt

Details of the Company's debt as of March 31, 2015 and December 31, 2014 were as follows (dollars in thousands):

| Reference | March 31, 2015                       |            |              | Average Interest | December 31, 2014   |              | Average Interest | Agreement Terminates       |
|-----------|--------------------------------------|------------|--------------|------------------|---------------------|--------------|------------------|----------------------------|
|           | Outstanding Current                  | Long-term  |              |                  | Outstanding Current | Long-term    |                  |                            |
| (a)(i)    | Revolving credit facility            | \$ -       | \$ 327,000   | 1.9%             | \$ -                | \$ 289,000   | 1.9%             | March 2020                 |
| (a)(ii)   | Revolving credit facility - Rail     | -          | 74,750       | 1.9%             | -                   | 61,769       | 1.9%             | July 2019                  |
| (b)(i)    | Term loan                            | 1,800      | 25,050       | 2.3%             | 1,800               | 25,500       | 2.2%             | April 2018<br>October 2019 |
| (b)(ii)   | Term loan                            | 9,000      | 136,500      | 1.9%             | 9,000               | 138,750      | 1.8%             | 2019                       |
| (b)(iii)  | Term loan                            | 9,940      | 106,895      | 1.9%             | 9,940               | 109,380      | 1.9%             | April 2017                 |
| (c)       | Senior secured notes                 | 8,240      | 74,160       | 4.9%             | 8,240               | 78,280       | 4.9%             | September 2022             |
| (d)       | Asset backed notes                   | 40,000     | 272,875      | 3.4%             | 40,000              | 282,875      | 3.4%             | March 2028                 |
| (e)       | Collateralized financing obligations | 78,279     | 49,872       | 0.8%             | 57,390              | 65,184       | 0.8%             | June 2019                  |
| (f)       | Term loans held by VIE               | 1,829      | 7,559        | 2.6%             | 1,829               | 8,016        | 2.6%             | June 2019                  |
| (g)       | Short term line of credit            | 75,000     | -            | 1.5%             | 75,000              | -            | 1.5%             | May 2016                   |
|           | Total Debt                           | \$ 224,088 | \$ 1,074,661 |                  | \$ 203,199          | \$ 1,058,754 |                  |                            |

## (a) Revolving Credit Facilities

Revolving credit facilities consist of the following:

(i) On March 15, 2013, the Company entered into the Third Amended and Restated Revolving Credit Agreement, as amended, with a consortium of banks to finance the acquisition of container rental equipment and for general working



capital purposes. On January 30, 2015, the Company entered into an amendment to the Third Amended and Restated Revolving Credit Agreement with a consortium of banks, pursuant to which the prior revolving credit facility was refinanced. The agreement was amended to extend the maturity date to March 15, 2020, reduce the interest rate, increase the commitment level from \$760.0 million to \$775.0 million, and revise certain of the covenants and restrictions under the prior facility to provide the Company with additional flexibility.

As of March 31, 2015, the maximum commitment under the revolving credit facility was \$775.0 million. The revolving credit facility may be increased up to a maximum of \$960.0 million, in accordance with the terms of the agreement, so long as no default or event of default exists either before or immediately after giving effect to the increase. There is a commitment fee on the unused amount of the total commitment, payable quarterly in arrears. The revolving credit facility provides that swing line loans (short-term borrowings of up to \$10.0 million in the aggregate that are payable within 10 business days or at maturity date, whichever comes earlier) and standby letters of credit (up to \$15.0 million in the aggregate) will be available to the Company. These credit commitments are part of, and not in addition to, the total commitment provided under the revolving credit facility. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar rate loans, as defined in the revolving credit agreement. Interest rates are based on LIBOR for Eurodollar loans and Base Rate for Base Rate loans. In addition to various financial and other covenants, the Company's revolving credit facility also includes certain restrictions on the Company's ability to incur other indebtedness or pay dividends to stockholders. As of March 31, 2015, the Company was in compliance with the terms of the revolving credit facility.

As of March 31, 2015, the Company had \$447.9 million in availability under the revolving credit facility (net of \$0.1 million in letters of credit) subject to its ability to meet the collateral requirements under the agreement governing the facility. The entire amount of the facility drawn at any time plus accrued interest and fees is callable on demand in the event of certain specified events of default.

The Company's revolving credit facility, including any amounts drawn on the facility, is secured by substantially all of the assets of the Company (not otherwise used as security for its other credit facilities) including equipment owned by the Company, which had a net book value of \$619.9 million as of March 31, 2015, the underlying leases thereon and the Company's interest in any money received under such contracts.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(ii) On July 25, 2014, the Company and CAI Rail Inc. (CAI Rail), a wholly-owned subsidiary of the Company, entered into an Amended and Restated Revolving Credit Agreement, as amended, with a consortium of banks to finance the acquisition of railcars. As of March 31, 2015, the maximum credit commitment under the revolving credit facility was \$250.0 million. CAI Rail's revolving credit facility may be increased up to a maximum of \$325.0 million, in accordance with the terms of the agreement, subject to certain conditions.

Borrowings under this revolving credit facility bear interest at a variable rate. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar rate loans, as defined in the revolving credit agreement. Interest rates are based on LIBOR for Eurodollar loans and Base Rate for Base Rate loans.

As of March 31, 2015, CAI Rail had \$175.2 million in availability under the revolving credit facility, subject to its ability to meet the collateral requirements under the agreement governing the facility. The entire amount of the facility drawn at any time plus accrued interest and fees is callable on demand in the event of certain specified events of default.

The agreement governing CAI Rail's revolving credit facility contains various financial and other covenants. As of March 31, 2015, CAI Rail was in compliance with the terms of the revolving credit facility. CAI Rail's revolving credit facility, including any amounts drawn on the facility, is secured by all of the assets of CAI Rail, which had a net book value of \$96.4 million as of March 31, 2015, and is guaranteed by the Company.

(b)Term Loans

Term loans consist of the following:

(i) On March 22, 2013, the Company entered into a \$30.0 million five-year loan agreement with Development Bank of Japan (DBJ). The loan is payable in 19 quarterly installments of \$0.5 million starting July 31, 2013 and a final payment of \$21.5 million on April 30, 2018. The loan bears interest at a variable rate based on LIBOR. As of March 31, 2015, the loan had a balance of \$26.9 million.

(ii) On December 20, 2010, the Company entered into a term loan agreement with a consortium of banks. Under this loan agreement, the Company was eligible to borrow up to \$300.0 million, subject to certain borrowing conditions, which amount is secured by certain assets of the Company's wholly-owned foreign subsidiaries. The loan agreement is an amortizing facility with a term of six years. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar rate loans, as defined in the term loan agreement. The loan bears a variable interest rate based on LIBOR for Eurodollar loans, and Base Rate for base rate loans.

On March 28, 2013, the term loan was amended which reduced the principal balance of the loan from \$249.4 million to \$125.0 million through payment of \$124.4 million from the proceeds of the \$229.0 million fixed-rate asset-backed notes issued by the Company's indirect wholly-owned subsidiary, CAL Funding II Limited (see Note 6(d) below).

On October 1, 2014, the Company entered into an amended and restated term loan agreement with a consortium of banks, pursuant to which the prior loan agreement was refinanced. The amended and restated term loan agreement, which contains similar terms to the prior loan agreement, was amended to, among other things: (a) reduce the

borrowing rates from LIBOR plus 2.25% to LIBOR plus 1.6% (per annum) for Eurodollar loans, (b) increase the outstanding loan commitment from \$115.0 million to \$150.0 million, (c) extend the maturity date to October 1, 2019, and (d) revise certain of the covenants and restrictions under the prior loan agreement to provide the Company with additional flexibility. As of March 31, 2015, the term loan had a balance of \$145.5 million.

(iii) On April 11, 2012, the Company entered into a term loan agreement with a consortium of banks. The agreement, as amended, provides for a five year term loan of up to \$142.0 million, subject to certain borrowing conditions, which amount is secured by certain assets of the Company. The commitment under the loan may be increased to a maximum of \$200.0 million under certain conditions described in the agreement. The outstanding principal amounts under the term loan bear interest based on LIBOR, amortized quarterly, and require quarterly payments equal to 1.75% multiplied by the outstanding principal amount at such time. The facility contains various financial and other covenants. The full \$142.0 million has been drawn and was primarily used to repay outstanding amounts under the Company's senior revolving credit facility. All unpaid amounts then outstanding are due and payable on April 11, 2017. As of March 31, 2015, the loan had a balance of \$116.8 million.

The Company's term loans are secured by rental equipment owned by the Company, which had a net book value of \$350.8 million as of March 31, 2015.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(c)Senior Secured Notes

On September 13, 2012, Container Applications Limited (CAL), a wholly-owned subsidiary of the Company, entered into a Note Purchase Agreement with certain institutional investors, pursuant to which CAL issued \$103.0 million of its 4.90% Senior Secured Notes due September 13, 2022 (the Notes) to the investors. The Notes are guaranteed by the Company and secured by certain assets of CAL and the Company.

The Notes bear interest at 4.9% per annum, due and payable semiannually on March 13 and September 13 of each year, commencing on March 13, 2013. In addition, CAL is required to make certain principal payments on March 13 and September 13 of each year, commencing on March 13, 2013. Any unpaid principal and interest is due and payable on September 13, 2022. The Note Purchase Agreement provides that CAL may prepay at any time all or any part of the Notes in an amount not less than 10% of the aggregate principal amount of the Notes then outstanding. As of March 31, 2015, the Notes had a balance of \$82.4 million.

The Notes are secured by certain rental equipment owned by the Company, which had a net book value of \$107.2 million as of March 31, 2015.

(d)Asset-Backed Notes

On October 18, 2012, CAL Funding II Limited (CAL II), a wholly-owned indirect subsidiary of CAI, issued \$171.0 million of 3.47% fixed rate asset-backed notes (Series 2012-1 Asset-Backed Notes). Principal and interest on the Series 2012-1 Asset-Backed Notes is payable monthly commencing on November 26, 2012, and the Series 2012-1 Asset-Backed Notes mature in October 2027. The proceeds from the Series 2012-1 Asset-Backed Notes were used to repay part of the Company's borrowings under its senior revolving credit facility. As of March 31, 2015, the Series 2012-1 Asset-Backed Notes had a balance of \$129.7 million.

On March 28, 2013, CAL II issued \$229.0 million of 3.35% fixed rate asset-backed notes (Series 2013-1 Asset-Backed Notes). Principal and interest on the Series 2013-1 Asset-Backed Notes is payable monthly commencing on April 25, 2013, and the Series 2013-1 Asset-Backed Notes mature in March 2028. The proceeds from the Series 2013-1 Asset-Backed Notes were used partly to reduce the balance of the Company's term loan as described in Note 6 (b)(ii) above, and to partially pay down the Company's senior revolving credit facility. The Series 2013-1 Asset-Backed Notes had a balance of \$183.2 million as of March 31, 2015.

The Company's asset-backed notes are secured by certain rental equipment owned by the Company, which had a net book value of \$403.2 million as of March 31, 2015.

The agreements under each of the asset-backed notes described above require the Company to maintain a restricted cash account to cover payment of the obligations. As of March 31, 2015, the restricted cash account had a balance of \$8.0 million.

(e)Collateralized Financing Obligations

As of March 31, 2015, the Company had collateralized financing obligations of \$128.1 million (see Note 3). The obligations had an average interest rate of 0.8% as of March 31, 2015 with maturity dates between June 2015 and June 2019. The debt is secured by a pool of containers covered under the financing arrangements.

(f)Term Loans Held by VIE

On June 25, 2014, one of the Japanese investor funds that is consolidated by the Company as a VIE (see Note 3) entered into a term loan agreement with a bank. Under the terms of the agreement, the Japanese investor fund entered into two loans; a five year, amortizing loan of \$9.2 million at a fixed interest rate of 2.7%, and a five year, non-amortizing loan of \$1.6 million at a variable interest rate based on LIBOR. The debt is secured by assets of the Japanese investor fund, and is subject to certain borrowing conditions set out in the loan agreement. As of March 31, 2015, the term loans held by the Japanese investor fund totaled \$9.4 million and had an average interest rate of 2.6%.

The Company's term loans held by VIE are secured by rental equipment owned by the Company, which had a net book value of \$19.1 million as of March 31, 2015.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(g) Short Term Line of Credit

On May 8, 2014, CAL entered into a short term uncommitted line of credit agreement. Under this credit agreement, CAL is eligible to borrow up to \$75.0 million, subject to certain borrowing conditions. Loans made under the line of credit are repayable on the earlier of (a) 3 months after the loan is made, and (b) the facility termination date of May 8, 2016. Outstanding loans bear a variable interest rate based on LIBOR. The full \$75.0 million has been drawn and was primarily used to repay outstanding amounts under the Company's senior revolving credit facility. As of March 31, 2015, the loan had a balance of \$75.0 million, which is due and payable on June 24, 2015. The Company intends to renew the loan prior to the maturity date. Interest is charged on the outstanding loan at an annual rate of 1.5%.

The agreements relating to all of the Company's debt contain various financial and other covenants. As of March 31, 2015, the Company was in compliance with all of its debt covenants.

Capital Lease Obligations

As of March 31, 2015, the Company had capital lease obligations of \$0.2 million. The underlying obligations are denominated in Euros at floating interest rates averaging 2.8% as of March 31, 2015 with maturity dates between June 2015 and March 2016. The loans are secured by containers covered by the lease obligations, which had a net book value of \$0.5 million as of March 31, 2015.

(7) Stock-Based Compensation Plan

Stock Options

The Company grants stock options to certain employees and independent directors pursuant to its 2007 Equity Incentive Plan (Plan) which was adopted on April 23, 2007 and amended on June 5, 2009, June 3, 2011 and June 8, 2012. Under the Plan, a maximum of 1,721,980 share awards may be granted.

Stock options granted to employees have a vesting period of four years from grant date, with 25% vesting after one year, and 1/48th vesting each month thereafter until fully vested. Stock options granted to independent directors vest in one year. All of the stock options have a contractual term of ten years.

The following table summarizes the Company's stock option activities for the three months ended March 31, 2015 and 2014:

| Three Months Ended March 31, |      |
|------------------------------|------|
| 2015                         | 2014 |

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|                                  | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price |
|----------------------------------|---------------------|--|---------------------|--|
| Options outstanding at January 1 | 1,420,749           | \$ 15.67                                 | 1,263,485           | \$ 14.84                                 |
| Options granted - employees      | -                   | \$ -                                     | -                   | \$ -                                     |
| Options granted - directors      | -                   | \$ -                                     | -                   | \$ -                                     |
| Options forfeited - employees    | -                   | \$ -                                     | (5,417)             | \$ 22.55                                 |
| Options exercised - employees    | (354,244)           | \$ 12.35                                 | (1,583)             | 17.77                                    |
| Options outstanding at March 31  | 1,066,505           | \$ 16.78                                 | 1,256,485           | \$ 14.80                                 |
| Options exercisable              | 835,276             | \$ 15.31                                 | 1,065,373           | \$ 13.23                                 |
| Weighted average remaining term  | 5.1 years           |  | 5.0 years           |  |

The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2015 and 2014 was \$4.0 million and less than \$0.1 million, respectively. The aggregate intrinsic value of all options outstanding as of March 31, 2015 was \$8.6 million based on the closing price of the Company's common stock of \$24.57 per share on March 31, 2015, the last trading day of the quarter.

The Company recorded stock-based compensation expense of \$0.4 million for the three months ended March 31, 2015 and 2014. As of March 31, 2015, the remaining unamortized stock-based compensation cost relating to stock options granted to the Company's employees and independent directors was approximately \$1.9 million which is to be recognized over the remaining weighted average vesting period of approximately 2.5 years.

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CAI INTERNATIONAL, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## Restricted Stock

The Company grants restricted stock to certain employees pursuant to the Plan. The restricted stock is valued based on the closing price of the Company's stock on the date of grant and has a vesting period of four years. The following table summarizes the activity of restricted stock under the Company's Plan:

|   | Number of<br>Shares of<br>Restricted<br>Stock | Weighted<br>Average<br>Grant<br>Date<br>Fair Value |
|---|---|--|
| Restricted stock outstanding, December 31, 2014 | 42,502  | \$ 23.87   |
| Restricted stock granted                        | -   | \$ -   |
| Restricted stock vested                         | (1,046)                                       | \$ 24.37   |
| Restricted stock forfeited                      | -   | \$ -   |
| Restricted stock outstanding, March 31, 2015    | 41,456  | \$ 23.86   |

The Company recognized \$0.1 million and less than \$0.1 million of stock compensation expense relating to restricted stock for the three months ended March 31, 2015 and 2014 respectively. As of March 31, 2015, unamortized stock compensation expense relating to restricted stock was \$0.8 million to be recognized over the remaining average vesting period of 2.6 years.

Stock-based compensation expense is recorded as a component of marketing, general and administrative expense in the Company's consolidated statements of income with a corresponding credit to additional paid-in capital in the Company's consolidated balance sheets.

## (8)Income Taxes

The consolidated income tax expense for the three months ended March 31, 2015 and 2014 was determined based upon estimates of the Company's consolidated effective income tax rates for the years ending December 31, 2015 and 2014, respectively. The difference between the consolidated effective income tax rate and the U.S. federal statutory rate is primarily attributable to foreign income taxes, state income taxes and the effect of certain permanent differences.

The Company's estimated full year effective tax rate, before certain non-recurring discrete items, was 7.9% at March 31, 2015 compared to 9.4% at March 31, 2014. The lower estimated full year effective tax rate at March 31, 2015 was



due primarily to higher pretax income from foreign operations where statutory rates are lower than the U.S. income tax rates.

The Company recognizes in the financial statements a liability for tax uncertainty if it is more likely than not that the position will be sustained on audit, based on the technical merits of the position. As of March 31, 2015, the Company had unrecognized tax benefits of \$0.1 million, which if recognized, would reduce the Company's effective tax rate. Total accrued interest relating to unrecognized tax benefits was less than \$0.1 million as of March 31, 2015. The Company does not believe the total amount of unrecognized tax benefits as of March 31, 2015 will increase or decrease for the remainder of 2015.

#### (9) Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash, accounts receivable, accounts payable and short term line of credit approximate fair value because of the immediate or short-term maturity of these financial instruments. The Company's collateralized financing obligations of \$128.1 million as of March 31, 2015 were estimated to have a fair value of approximately \$127.2 million based on the fair value of estimated future payments calculated using prevailing interest rates. The fair value of these financial instruments would be categorized as Level 3 of the fair value hierarchy. Management believes that the balances of the Company's revolving credit facilities of \$401.8 million, term loans totaling \$289.2 million, senior secured notes of \$82.4 million, asset-backed notes of \$312.9 million, term loans held by VIE of \$9.4 million, net investment in direct finance leases of \$95.2 million and capital lease obligations of \$0.2 million approximate their fair values as of March 31, 2015. The fair value of these financial instruments would be categorized as Level 3 of the fair value hierarchy.

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CAI INTERNATIONAL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(10) Commitments and Contingencies

In addition to its debt obligations described in Note 6 above, the Company had commitments to purchase approximately \$148.1 million of rental equipment as of March 31, 2015. The Company also utilizes certain office facilities and equipment under long-term non-cancellable operating lease agreements with total future minimum lease payments of approximately \$3.3 million as of March 31, 2015.

(11) Related Party Transactions

The Company has transferred legal ownership of certain containers to Japanese container funds which were established by Japan Investment Adviser Co., Ltd. (JIA) and CAIJ. CAIJ is an 80%-owned subsidiary of CAI with the remaining 20% owned by JIA. Prior to September 30, 2013, JIA was owned and controlled by the Managing Director of CAIJ. Prior to the transfer of containers from the Company, the container funds received contributions from unrelated Japanese investors, under separate Japanese investment agreements allowed under Japanese commercial laws. The contributions were used to purchase container equipment from the Company. Under the terms of the agreements, the CAI-related Japanese entities manage the activities of certain Japanese entities but may outsource the whole or part of each operation to a third party. Pursuant to its services agreements with investors, the Japanese container funds have outsourced the general management of their operations to CAIJ. The Japanese container funds have also entered into equipment management service agreements and financing arrangements whereby the Company manages the leasing activity of containers owned by the Japanese container funds.

As described in Note 3, the Japanese managed container funds and financing arrangements are considered VIEs. However, with the exception of the financing arrangements described in Note 3, the Company does not consider its interest in the managed Japanese container funds to be a variable interest. As such, the Company did not consolidate the assets and liabilities, results of operations or cash flows of these funds in its consolidated financial statements. The sale of containers to the unconsolidated Japanese VIEs has been recorded on the Company's books as a sale in the ordinary course of business.

As described in Note 3, the Company has included in its consolidated financial statements, the assets and liabilities, results of operations, and cash flows of the financing arrangements, in accordance with ASC Topic 810, Consolidation.

(12) Segment and Geographic Information

The Company operates in one industry segment, equipment leasing. Prior to the year ended December 31, 2014, the Company had two reportable business segments, equipment leasing and equipment management. The Company determined that equipment management no longer meets the requirements of a reportable segment and, as such, it no longer discloses two reportable segments.

Geographic Data

The Company earns its revenue primarily from international containers which are deployed by its customers in a wide variety of global trade routes. Virtually all of the Company's containers are used internationally and typically no container is domiciled in one particular place for a prolonged period of time. As such, substantially all of the Company's container assets are considered to be international with no single country of use.

The Company's railcars, with a net book value of \$97.0 million as of March 31, 2015, are used primarily to transport cargo within North America.

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CAI INTERNATIONAL, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## (13)Earnings Per Share

Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock; however, potential common equivalent shares are excluded if their effect is anti-dilutive.

The following table sets forth the reconciliation of basic and diluted net income per share for the three months ended March 31, 2015 and 2014 (in thousands, except per share data):

|   | Three Months Ended<br>March 31, |           |
|---|---------------------------------|-----------|
|   | 2015                            | 2014      |
| Numerator   |                                 |           |
| Net income attributable to CAI common stockholders used<br>in the calculation of basic and diluted earnings per share | \$ 13,542                       | \$ 14,271 |
| Denominator   |                                 |           |
| Weighted-average shares used in the calculation of basic earnings per share   | 20,903                          | 22,213    |
| Effect of dilutive securities:  |                                 |           |
| Stock options and restricted stock  | 392                             | 445       |
| Weighted-average shares used in the calculation of diluted earnings per share   | 21,295                          | 22,658    |
| Net income per share attributable to CAI common stockholders:   |                                 |           |
| Basic   | \$ 0.65                         | \$ 0.64   |
| Diluted   | \$ 0.64                         | \$ 0.63   |

The calculation of diluted earnings per share for the three months ended March 31, 2015 and 2014 excluded from the denominator 445,050 shares and 364,333 shares, respectively, of common stock options because their effect would have been anti-dilutive.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and related notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 27, 2015. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those contained in or implied by any forward-looking statements. The financial information included in this discussion and in our consolidated financial statements may not be indicative of our consolidated financial position, operating results, changes in equity and cash flows in the future.

Unless the context requires otherwise, references to "CAI," the "Company," "we," "us" or "our" in this Quarterly Report on Form 10-Q refer to CAI International, Inc. and its subsidiaries.

## Overview

We are one of the world's leading transportation finance and logistics companies. We purchase equipment, which we lease primarily to container shipping lines, freight forwarders and other transportation companies. We also manage equipment for third party investors. In operating our fleet, we lease, re-lease and dispose of equipment and contract for the repair, repositioning and storage of equipment. Our equipment fleet consists primarily of intermodal marine containers. We also own a small fleet of railcars, which we lease within North America.

The following table shows the composition of our fleet as of March 31, 2015 and 2014 and our average utilization for the three months ended March 31, 2015 and 2014:

|                                 | As of March 31, |           |
|---------------------------------|-----------------|-----------|
|                                 | 2015            | 2014      |
| Owned container fleet in TEUs   | 967,649         | 882,665   |
| Managed container fleet in TEUs | 229,575         | 275,102   |
| Total container fleet in TEUs   | 1,197,224       | 1,157,767 |
| Owned container fleet in CEUs   | 998,166         | 924,234   |
| Managed container fleet in CEUs | 208,326         | 253,761   |
| Total container fleet in CEUs   | 1,206,492       | 1,177,995 |
| Owned railcar fleet in units    | 2,649           | 1,859     |

|   | Three Months<br>Ended<br>March 31, |       |
|---|------------------------------------|-------|
|   | 2015                               | 2014  |
| Average container fleet utilization in TEUs | 92.9%                              | 90.0% |
| Average container fleet utilization in CEUs | 93.5%                              | 91.0% |
| Average railcar fleet utilization           | 93.6%                              | 98.4% |

The intermodal marine container industry-standard measurement unit is the 20-foot equivalent unit, or TEU, which compares the size of a container to a standard 20-foot container. For example, a 20-foot container is equivalent to one TEU and a 40-foot container is equivalent to two TEUs. Containers can also be measured in cost equivalent units (CEUs), whereby the cost of each type of container is expressed as a ratio relative to the cost of a standard 20-foot dry van container. For example, the CEU ratio for a standard 40-foot dry van container is 1.6 and a 40-foot high cube container is 1.7. Utilization of containers is computed by dividing total units on lease, in CEUs or TEUs, by the total CEUs or TEUs in our container fleet. Utilization of railcars is computed by dividing the number of railcars on lease by the total number of railcars in our fleet. In both cases, the total fleet excludes new units not yet leased and off-hire units designated for sale.

During the three months ended March 31, 2015, we paid \$88.3 million to purchase rental equipment, and we plan to invest in additional containers and railcars in the future. Our investment in containers this period included the purchase of container portfolios from our managed fleet. We believe investments in equipment and management of equipment for equipment investors are beneficial to our company, and we will continue to pursue both opportunities.

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## Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

The following table summarizes our operating results for the three months ended March 31, 2015 and 2014 (dollars in thousands):

|  | Three Months Ended |           | Increase/(Decrease) |         |
|--|--------------------|-----------|---------------------|---------|
|  | March 31,<br>2015  | 2014      | Amount              | Percent |
| Total revenue                                      | \$ 58,492          | \$ 54,264 | \$ 4,228            | 8 %     |
| Operating expenses                                 | 34,801             | 29,835    | 4,966               | 17      |
| Net interest expense                               | 8,778              | 8,791     | (13)                | -       |
| Net income attributable to CAI common stockholders | 13,542             | 14,271    | (729)               | (5)     |

Total revenue for the three months ended March 31, 2015 increased \$4.2 million, or 8%, compared to the three months ended March 31, 2014, primarily due to a \$4.2 million, or 8%, increase in rental revenue and a \$0.3 million, or 14%, increase in finance lease income, partially offset by a \$0.3 million, or 18%, decrease in management fee revenue. Operating expenses for the three months ended March 31, 2015 increased \$5.0 million, or 17%, compared to the three months ended March 31, 2014, mainly as a result of a \$2.6 million, or 14%, increase in depreciation expense, a \$1.4 million, or 80% decrease in gain on disposition of used rental equipment, a \$0.8 million, or 13%, increase in storage, handling and other expenses, and a \$0.4 million, or 6%, increase in marketing, general and administrative expenses, partially offset by a \$0.2 million, or 125%, increase in gain on foreign exchange. Net interest expense for the three months ended March 31, 2015 remained consistent with the same three-month period in 2014. The increase in revenue was offset by the increase in operating expenses, and resulted in a \$0.7 million, or 5%, decrease in net income attributable to CAI common stockholders for the three months ended March 31, 2015 compared to the same three-month period in 2014.

Revenue. The following discussion explains the significant changes in the composition of our total revenue for the three months ended March 31, 2015 compared to the three months ended March 31, 2014:

Rental Revenue. Rental revenue increased \$4.2 million, or 8%, to \$54.9 million for the three months ended March 31, 2015, from \$50.7 million for the three months ended March 31, 2014. The increase was primarily due to a \$3.8 million increase in rental revenue attributable to an 8% increase in the average number of CEUs of owned containers on lease, a \$0.4 million increase in CAI Rail revenue as a result of the addition of rail cars to our fleet during the last twelve months, and a \$0.5 million increase in handling revenue as a result of additional lease-outs during the period, partially offset by a \$1.0 million decrease in rental revenue attributable to a 2% decrease in average owned container per diem rental rates. We made investments in containers during the last twelve months which increased the average size of the owned fleet by 8%, and saw an increase in the average utilization of our owned fleet, on a CEU basis, from approximately 92.8% during the three months ended March 31, 2014 to approximately 94.4% during the three months ended March 31, 2015. The reduction in average container per diem rental rates has been caused by competitive

market pressure, as well as our investment in used containers through sale and leaseback transactions and the acquisition of container portfolios from our managed fleet. Used containers are purchased at a lower price, and command a lower per diem rental rate, than new containers. Approximately 10% of our investment in containers during the last twelve months was in used containers.

**Management Fee Revenue.** Management fee revenue decreased \$0.3 million, or 18%, to \$1.3 million for the three months ended March 31, 2015 from \$1.5 million for the three months ended March 31, 2014 due to an 13% reduction in the size of the on-lease managed container fleet and a decrease of 3% in average per diem rates in our managed fleet for the three months ended March 31, 2015 compared to the three months ended March 31, 2014.

The size of our managed fleet has decreased in the past several years as market conditions have favored the purchase of container portfolios from our managed container fleet rather than establishing new portfolios. We continue to believe that the management of equipment for third party investors is beneficial to our company and we will continue to pursue those opportunities. At the same time, based on market conditions, we intend to continue to pursue the purchase of container portfolios from our managed fleet if attractive opportunities present themselves. Consequently, market conditions will dictate whether there will be net additions or subtractions from our managed fleet.

**Finance Lease Income.** Finance lease income of \$2.4 million for the three months ended March 31, 2015 increased \$0.3 million, or 14%, from \$2.1 million for the three months ended March 31, 2014, reflecting additional finance leases entered into during the last 12 months.



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Expenses. The following discussion explains the significant changes in expenses for the three months ended March 31, 2015 compared to the three months ended March 31, 2014:

**Depreciation of Rental Equipment.** Depreciation of rental equipment increased by \$2.6 million, or 14%, to \$21.2 million for the three months ended March 31, 2015, from \$18.7 million for the three months ended March 31, 2014. This increase was primarily attributable to an 8% increase in the average size of our owned container fleet and an increase of \$0.1 million in depreciation attributable to CAI Rail, reflecting the increase in size of our railcar fleet over the past 12 months.

**Gain on Disposition of Used Rental Equipment.** Gain on disposition of used rental equipment decreased by \$1.4 million, or 80%, to \$0.4 million for the three months ended March 31, 2015, from \$1.8 million for the three months ended March 31, 2014. The decrease has primarily been caused by a reduction in average sale price, reflecting the continued decline in new equipment prices, as well as the impact of the strengthening of the dollar compared to other currencies.

**Storage, Handling and Other Expenses.** Storage, handling and other expenses increased by \$0.8 million, or 13%, to \$6.8 million for the three months ended March 31, 2015, from \$6.0 million for the three months ended March 31, 2014. The increase is largely attributable to an increase of 8% in the average size of our owned equipment fleet in CEUs and an increase in the volume of units being sold, which led to an increase in handling charges and repair costs of \$0.8 million, compared to three months ended March 31, 2014. The increase was partially offset by a \$0.2 million decrease in storage costs, resulting from an improvement in the average utilization of our owned fleet, from 92.8% during the three months ended March 31, 2014 to 94.4% during the three months ended March 31, 2015.

**Marketing, General and Administrative Expenses.** Marketing, general and administrative expenses increased by \$0.4 million, or 6%, to \$7.1 million for the three months ended March 31, 2015, from \$6.7 million for the three months ended March 31, 2014. The increase was primarily a result of higher employee-related costs in our rail car business as a result of an increase in headcount, as well as a \$0.1 million increase in bad debt expense associated with non-payment by a specific customer.

**Loss on Foreign Exchange.** We recognized a gain of less than \$0.1 million on foreign exchange transactions for the three months ended March 31, 2015, compared to a loss of \$0.2 million for the three months ended March 31, 2014. Gains and losses on foreign currency primarily occur when foreign denominated financial assets and liabilities are either settled or remeasured in U.S. dollars. The gain on foreign exchange for the three months ended March 31, 2015 was primarily the result of movements in the U.S. dollar exchange rate against the Euro.

**Net Interest Expense.** Net interest expense of \$8.8 million for the three months ended March 31, 2015 remained consistent with the three months ended March 31, 2014. There was a slight decrease in net interest expense attributable to a reduction in the average interest rate on outstanding debt, which was offset by a slight increase in our average loan principal balance as we continue to increase our borrowings to finance our acquisition of additional rental equipment.

**Income Tax Expense.** Income tax expense decreased by \$0.1 million, or 5%, to \$1.3 million for the three months ended March 31, 2015, from \$1.4 million for the three months ended March 31, 2014. The full year estimated effective tax rate for the three months ended March 31, 2015, before certain non-recurring discrete items, was 7.9%, compared to 9.4% for the three months ended March 31, 2014. The proportion of our on-lease owned fleet owned by subsidiary companies in Barbados and Bermuda, where income tax rates are lower than in the U.S., increased from approximately 91% as of March 31, 2014 to 92% as of March 31, 2015. The increase in the proportion of the fleet

owned by our international subsidiaries has led to a corresponding increase in the proportion of pretax income generated in lower tax jurisdictions, resulting in a decrease in the effective tax rate.

### Liquidity and Capital Resources

Our principal sources of liquidity have been cash flows from operations, sales of equipment portfolios, borrowings from financial institutions and equity offerings. We believe that cash flow from operations, future sales of equipment portfolios and borrowing availability under our credit facilities are sufficient to meet our liquidity needs for at least the next 12 months.

We have typically funded a significant portion of the purchase price for new equipment through borrowings under our credit facilities. However, from time to time we have funded new equipment acquisitions through the use of working capital.

### Revolving Credit Facilities

(i) On March 15, 2013, we entered into the Third Amended and Restated Revolving Credit Agreement, as amended, with a consortium of banks to finance the acquisition of container rental equipment and for general working capital purposes. As of March 31, 2015, the maximum commitment under the revolving credit facility was \$775.0 million, which may be increased to a maximum of \$960.0 million under certain conditions described in the agreement. As of March 31, 2015, we had an outstanding balance of \$327.0 million and availability of \$447.9 million under the revolving credit facility (net of \$0.1 million in letters of credit), subject to our ability to meet the collateral requirements under the agreement governing the facility. The entire amount of the facility drawn at any time plus accrued interest and fees is callable on demand in the event of certain specified events of default.

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There is a commitment fee on the unused amount of the total commitment, payable quarterly in arrears. The revolving credit facility provides that swing line loans (short-term borrowings of up to \$10.0 million in the aggregate that are payable within 10 business days or at maturity date, whichever comes earlier) and standby letters of credit (up to \$15.0 million in the aggregate) will be available to us. These credit commitments are part of, and not in addition to, the maximum credit commitment. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar Rate loans as defined in the revolving credit facility. Interest rates are based on LIBOR for Eurodollar loans and Base Rate for Base Rate loans. As of March 31, 2015, the average interest rate on the revolving credit facility was 1.9%. The revolving credit facility will mature in March 2020.

We use the revolving credit facility primarily to fund the purchase of containers and for general working capital needs. As of March 31, 2015, we had commitments to purchase \$148.1 million of rental equipment and had rental equipment payable of \$51.3 million. We have typically used our cash flow from operations and the proceeds from sales of equipment portfolios to third-party investors to repay our revolving credit facility. As we expand our owned fleet, the revolving credit facility balance will be higher and will result in higher interest expense.

(ii) On July 25, 2014, we entered into an Amended and Restated Revolving Credit Agreement, as amended, for CAI Rail with a consortium of banks to finance the acquisition of railcars. As of March 31, 2015, the maximum credit commitment under the revolving line of credit was \$250.0 million. CAI's revolving credit facility may be increased to a maximum of \$325.0 million, in accordance with the terms of the agreement. Borrowings under this revolving credit facility bear interest at a variable rate. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar loans as defined in the revolving credit agreement. Interest rates are based on LIBOR for Eurodollar loans and Base Rate for Base Rate loans. As of March 31, 2015, the average interest rate under the agreement was 1.9%.

As of March 31, 2015, the outstanding balance under CAI Rail's revolving credit facility was \$74.8 million. As of March 31, 2015, we had \$175.2 million in availability under the facility, subject to our ability to meet the collateral requirements under the agreement governing the facility. The entire amount of the facility drawn at any time plus accrued interest and fees is callable on demand in the event of certain specified events of default. The revolving credit facility will terminate in July 2019.

Term Loan Facilities

(i) On March 22, 2013, we entered into a \$30.0 million five-year loan agreement with Development Bank of Japan (DBJ). The loan is payable in 19 quarterly installments of \$0.5 million starting July 31, 2013 and a final payment of \$21.5 million on April 30, 2018. The loan bears a variable interest rate based on LIBOR. As of March 31, 2015, the loan had a balance of \$26.9 million and an average interest rate of 2.3%.

(ii) On December 20, 2010, we entered into a term loan agreement with a consortium of banks. Under this loan agreement, we were eligible to borrow up to \$300.0 million, subject to certain borrowing conditions, which amount is secured by certain assets of our wholly owned foreign subsidiaries. The loan agreement is an amortizing facility with a term of six years. The interest rates vary depending upon whether the loans are characterized as Base Rate loans or Eurodollar rate loans, as defined in the term loan agreement. The loan bears a variable interest rate based on LIBOR for Eurodollar loans and Base Rate for base rate loans.

On March 28, 2013, the term loan agreement was amended which reduced the principal balance of the loan from \$249.4 million to \$125.0 million through payment of \$124.4 million from the proceeds of the \$229.0 million fixed-rate asset-backed notes issued by the Company's indirect wholly-owned subsidiary, CAL Funding II Limited

(see paragraph (ii) of Asset-Backed Notes below).

On October 1, 2014, we entered into an amended and restated term loan agreement with a consortium of banks, pursuant to which the prior loan agreement was refinanced. The amended and restated term loan agreement, which contains similar terms to the prior loan agreement, was amended to, among other things: (a) reduce the borrowing rates from LIBOR plus 2.25% to LIBOR plus 1.6% (per annum) for Eurodollar loans, (b) increase the outstanding loan commitment from \$115.0 million to \$150.0 million, (c) extend the maturity date to October 1, 2019, and (d) revise certain of the covenants and restrictions under the prior loan agreement to provide the Company with additional flexibility. As of March 31, 2015, the term loan had a balance of \$145.5 million and average interest rate of 1.9%.

(iii) On April 11, 2012, we entered into another term loan agreement with a consortium of banks. The agreement, as amended, provides for a five year term loan of up to \$142.0 million, subject to certain borrowing conditions, which amount is secured by certain of our assets. The commitment under the loan may be increased to a maximum of \$200.0 million, under certain conditions described in the agreement. The outstanding principal amounts under the term loan bear interest based on LIBOR, amortized quarterly, and require quarterly payments equal to 1.75% multiplied by the outstanding principal amount at such time. The full \$142.0 million has been drawn and was primarily used to repay outstanding amounts under the revolving credit facility. All unpaid amounts then outstanding are due and payable on April 11, 2017. As of March 31, 2015, the loan had a balance of \$116.8 million and an interest rate of 1.9%.

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### Asset-Backed Notes

(i) On October 18, 2012, CAL II issued \$171.0 million of 3.47% fixed rate asset-backed notes (Series 2012-1 Asset-Backed Notes). Principal and interest on the Series 2102-1 Asset-Backed Notes is payable monthly commencing on November 26, 2012, and the Series 2012-1 Asset-Backed Notes mature in October 2027. The proceeds from the Series 2012-1 Asset-Backed Notes were used to repay part of the Company's borrowings under its senior revolving credit facility. The Series 2012-1 Asset-Backed Notes had a balance of \$129.7 million as of March 31, 2015.

(ii) On March 28, 2013, CAL II issued \$229 million of 3.35% fixed rate asset-backed notes (Series 2013-1 Asset-Backed Notes). Principal and interest on the Series 2013-1 Asset-Backed Notes is payable monthly commencing on April 25, 2013, and the Series 2013-1 Asset-Backed Notes mature in March 2028. The proceeds from the new Series 2013-1 Asset-Backed Notes were used partly to reduce the balance of the Company's term loan with a consortium of banks as described in paragraph (ii) of Term Loan Facilities above, and to partially pay down the Company's senior revolving credit facility. The Series 2013-1 Asset-Backed Notes had a balance of \$183.2 million as of March 31, 2015.

The agreements under each of the asset-backed notes described above require the Company to maintain a restricted cash account to cover payment of the obligations. As of March 31, 2015, the restricted cash account had a balance of \$8.0 million.

### Other Debt Obligations

On September 13, 2012, our wholly-owned subsidiary, Container Applications Limited (CAL), entered into a Note Purchase Agreement with certain institutional investors, pursuant to which CAL issued \$103.0 million of its 4.90% Senior Secured Notes due September 13, 2022 (the Notes) to the investors. The Notes are guaranteed by us and secured by certain of our assets and those of CAL.

The Notes bear interest at 4.9% per annum, due and payable semiannually on March 13 and September 13 of each year, commencing on March 13, 2013. In addition, CAL is required to make certain principal payments on March 13 and September 13 of each year, commencing on March 13, 2013. Any unpaid principal and interest is due and payable on September 13, 2022. As of March 31, 2015, the Notes had a balance of \$82.4 million.

On May 8, 2014, CAL entered into a short term uncommitted line of credit agreement. Under this credit agreement, CAL is eligible to borrow up to \$75.0 million, subject to certain borrowing conditions. Loans made under the line of credit are repayable on the earlier of (a) 3 months after the loan is made, and (b) the facility termination date of May 8, 2016. Outstanding loans bear a variable interest rate based on LIBOR. The full \$75.0 million has been drawn and was primarily used to repay outstanding amounts under our senior revolving credit facility. As of March 31, 2015, the loan had a balance of \$75.0 million, which is due and payable on June 24, 2015. We intend to renew the loan prior to its maturity date. Interest is charged on the outstanding loan at an annual rate of 1.5%.

On June 25, 2014, one of the Japanese investor funds that is consolidated by us as a VIE (see Note 3 to our unaudited consolidated financial statements) entered into a term loan agreement with a bank. Under the terms of the agreement, the Japanese investor fund entered into two loans; a five year, amortizing loan of \$9.2 million at a fixed interest rate of 2.7%, and a five year, non-amortizing loan of \$1.6 million at a variable interest rate based on LIBOR. The debt is secured by assets of the Japanese investor fund, and is subject to certain borrowing conditions set out in the loan agreement. As of March 31, 2015, the term loans held by the Japanese investor fund totaled \$9.4 million and had an

average interest rate of 2.6%.

As of March 31, 2015, we had collateralized financing obligations totaling \$128.1 million (see Note 3 to our unaudited consolidated financial statements). The obligations had an average interest rate of 0.8% as of March 31, 2015 with maturity dates between June 2015 and June 2019.

As of March 31, 2015, we had capital lease obligations of \$0.2 million. The underlying obligations are denominated in Euros at floating interest rates averaging 2.8% as of March 31, 2015, with maturity dates between June 2015 and March 2016.

Our term loans, senior secured notes, asset-backed notes, collateralized financing obligations, term loans held by VIEs and capital lease obligations are secured by specific pools of rental equipment and other assets owned by the Company, the underlying leases thereon and the Company's interest in any money received under such contracts.

In addition to customary events of default, our revolving credit facilities and term loans contain restrictive covenants, including limitations on certain liens, indebtedness and investments. In addition, all of our debt facilities contain various restrictive financial and other covenants. The financial covenants in our debt facilities require us to maintain (1) a maximum consolidated funded debt to consolidated tangible net worth ratio of 3.75:1.00; and (2) a minimum fixed charge coverage ratio of 1.20:1.00. As of March 31, 2015, we were in compliance with all of our debt covenants.

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Under certain conditions, as defined in our credit agreements with our banks and/or note holders, we are subject to certain cross default provisions that may result in an acceleration of principal repayment under these credit facilities if an uncured default condition were to exist. Our asset-backed notes are not subject to any such cross default provisions.

## Cash Flow

The following table sets forth certain cash flow information for the three months ended March 31, 2015 and 2014 (in thousands):

|  | Three Months Ended |           |
|--|--------------------|-----------|
|  | March 31,          |           |
|  | 2015               | 2014      |
| Net income                                     | \$ 13,571          | \$ 14,231 |
| Adjustments to income                          | 20,633             | 11,394    |
| Net cash provided by operating activities      | 34,204             | 25,625    |
| Net cash used in investing activities          | (69,309)           | (58,797)  |
| Net cash provided by financing activities      | 38,413             | 27,391    |
| Effect on cash of foreign currency translation | (469)              | 95        |
| Net increase (decrease) in cash                | 2,839              | (5,686)   |
| Cash at beginning of period                    | 53,821             | 45,741    |
| Cash at end of period                          | \$ 56,660          | \$ 40,055 |

## Operating Activities Cash Flows

Net cash provided by operating activities of \$34.2 million for the three months ended March 31, 2015 increased \$8.6 million from \$25.6 million for the three months ended March 31, 2014. The increase was due to a \$3.9 million increase in net income as adjusted for depreciation, amortization and other non-cash items, and a \$4.7 million increase in our net working capital adjustments. Net working capital decreased by \$2.2 million in the three months ended March 31, 2015, due to a \$5.9 million decrease in accounts payable, accrued expenses and other liabilities, primarily caused by the timing of payments, and a \$3.0 million decrease in amounts due to container investors, partially offset by a \$6.2 million increase in accounts receivable, primarily caused by the timing of receipts, and a \$0.5 million increase in unearned revenue. Net working capital decreased by \$6.9 million in the three months ended March 31, 2014, due to a \$3.5 million decrease in accounts payable, accrued expenses, due to container investors and unearned revenue, primarily caused by the timing of payments, and a \$3.4 million decrease in accounts receivable, reflecting the increase in revenue during the period.

## Investing Activities Cash Flows

Net cash used in investing activities increased \$10.5 million to \$69.3 million for the three months ended March 31, 2015, from \$58.8 million for the three months ended March 31, 2014. The increase in cash usage was primarily attributable to a \$15.1 million increase in the purchase of rental equipment, partially offset by an increase of \$2.8 million in cash proceeds received from dispositions of used rental equipment and an increase of \$1.8 million in receipt of principal payments from direct finance leases.

#### Financing Activities Cash Flows

Net cash provided by financing activities for the three months ended March 31, 2015 increased \$11.0 million compared to the three months ended March 31, 2014 primarily as a result of higher net borrowings being required to finance the acquisition of rental equipment. During the three months ended March 31, 2015, our net cash inflow from borrowings was \$34.6 million compared to \$27.1 million for the three months ended March 31, 2014, reflecting the increase in investment in rental equipment during the three months ended March 31, 2015 compared to the three months ended March 31, 2014.



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## Contractual Obligations and Commercial Commitments

The following table sets forth our contractual obligations and commercial commitments by due date as of March 31, 2015 (in thousands):

|  | Payments Due by Period |                     |              |              |              |              |                      |
|--|------------------------|---------------------|--------------|--------------|--------------|--------------|----------------------|
|  | Total                  | Less than<br>1 year | 1-2<br>years | 2-3<br>years | 3-4<br>years | 4-5<br>years | More than<br>5 years |
| Total debt obligations:                            |                        |                     |              |              |              |              |                      |
| Revolving credit facilities                        | \$ 401,750             | \$ -                | \$ -         | \$ -         | \$ -         | \$ 401,750   | \$ -                 |
| Short-term line of credit                          | 75,000                 | 75,000              | -            | -            | -            | -            | -                    |
| Term loans   | 289,185                | 20,740              | 20,740       | 107,755      | 30,450       | 109,500      | -                    |
| Senior secured notes                               | 82,400                 | 8,240               | 6,110        | 6,110        | 6,110        | 6,110        | 49,720               |
| Asset-backed notes                                 | 312,875                | 40,000              | 40,000       | 40,000       | 40,000       | 40,000       | 112,875              |
| Collateralized financing obligations               | 128,151                | 78,279              | 23,556       | 16,164       | -            | 10,152       | -                    |
| Term loans held by VIE                             | 9,388                  | 1,829               | 1,829        | 1,829        | 1,829        | 2,072        | -                    |
| Capital lease obligations                          | 239                    | 239                 | -            | -            | -            | -            | -                    |
| Interest on debt and capital lease obligations (1) | 123,141                | 29,289              | 26,041       | 22,159       | 19,037       | 15,681       | 10,934               |
| Rental equipment payable                           | 51,286                 | 51,286              | -            | -            | -            | -            | -                    |
| Rent, office facilities and equipment              | 3,315                  | 1,350               | 1,139        | 712          | 91           | 23           | -                    |
| Equipment purchase commitments                     | 148,126                | 123,102             | 25,024       | -            | -            | -            | -                    |
| Total contractual obligations                      | \$ 1,624,856           | \$ 429,354          | \$ 144,439   | \$ 194,729   | \$ 97,517    | \$ 585,288   | \$ 173,529           |

(1) Our estimate of interest expense commitment includes \$37.4 million relating to our revolving credit facilities, \$0.3 million related to our line of credit, \$17.2 million relating to our term loans, \$21.7 million relating to our senior secured notes, \$42.1 million relating to our asset back notes, \$3.7 million relating to our collateralized financing obligations, \$0.8 million related to our term loans held by VIEs, and less than \$0.1 million relating to our capital lease obligations. The calculation of interest commitment related to our debt assumes the following weighted-average interest rates as of March 31, 2015: revolving credit facilities, 1.9%; term loans, 1.9%; senior secured notes, 4.9%; asset-backed notes, 3.4%; collateralized financing obligations, 0.8%; term loans held by VIE, 2.6%; and capital lease obligations, 2.8%. These calculations assume that weighted-average interest rates will remain at the same level over the next five years. We expect that interest rates will vary over time based upon fluctuations in the underlying indexes upon which these rates are based.

See Note 6 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for a description of the terms of our debt.

#### Off-Balance Sheet Arrangements

As of March 31, 2015, we had no material off-balance sheet arrangements or obligations other than noted below. An off-balance sheet arrangement includes any contractual obligation, agreement or transaction arrangement involving an unconsolidated entity under which we would have: (1) retained a contingent interest in transferred assets; (2) an obligation under derivative instruments classified as equity; (3) any obligation arising out of a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to us, or that engages in leasing, hedging or research and development services with us; or (4) made guarantees.

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We transferred ownership of certain equipment to Japanese equipment funds which were established by Japan Investment Adviser Co., Ltd. (JIA) and CAIJ. CAIJ is an 80%-owned subsidiary of CAI with the remaining 20% owned by JIA. Prior to September 30, 2013, JIA was owned and controlled by a Managing Director of CAIJ. Prior to the purchase of equipment from us, the purchasing entities had received contributions from unrelated Japanese investors, under separate Japanese investment agreements allowed under Japanese commercial laws. The contributions were used to purchase equipment from us. Under the terms of the agreements, the CAI-related Japanese entities manage each of the investments but may outsource the whole or part of each operation to a third party. Pursuant to its services agreements with investors, the Japanese equipment funds have outsourced the general management of their operations to CAIJ. The Japanese equipment funds have also entered into equipment management service agreements and financing arrangements whereby we manage the leasing activity of equipment owned by the Japanese equipment funds. The profit or loss from each investment will substantially belong to each respective investor, except with respect to certain financing arrangements where the terms of the transaction provide us with an option to purchase the equipment at a fixed price. If we decide to exercise our purchase options and resell the equipment to a third party, then we would realize any profit from the sale. See Notes 3 and 11 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Estimates

There have been no changes to our accounting policies during the three months ended March 31, 2015. See Note 2 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 27, 2015.

Recent Accounting Pronouncements

The most recent accounting pronouncements that are relevant to our business are described in Note 2(b) to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of changes in value of a financial instrument, derivative or non-derivative, caused by fluctuations in foreign exchange rates and interest rates. Changes in these factors could cause fluctuations in our results of operations and cash flows. We are exposed to the market risks described below.

**Foreign Exchange Rate Risk.** Although we have significant foreign-based operations, the U.S. Dollar is our primary operating currency. Thus, most of our revenue and expenses are denominated in U.S. Dollars. We have equipment sales in British Pound Sterling, Euros and Japanese Yen and incur overhead costs in foreign currencies, primarily in British Pound Sterling and Euros. CAI Consent Sweden AB, one of our wholly-owned subsidiaries, has significant amounts of revenue as well as expenses denominated in Euros and Swedish Krone. During the three months ended March 31, 2015, the U.S. Dollar increased in value in relation to other major foreign currencies (such as the Euro and British Pound Sterling). The increase in the U.S. Dollar has decreased our revenues and expenses denominated in foreign currencies. The increase in the value of the U.S. Dollar relative to foreign currencies will also result in U.S. dollar denominated assets held at some of our foreign subsidiaries to increase in value relative to the foreign subsidiaries' local currencies. For the three months ended March 31, 2015, we recognized a gain on foreign exchange

of less than \$0.1 million. A 10% change in foreign exchange rates would not have a material impact on our business, financial position, results of operations or cash flows.

**Interest Rate Risk.** The nature of our business exposes us to market risk arising from changes in interest rates to which our variable-rate debt is linked. As of March 31, 2015, the principal amount of debt outstanding under the variable-rate arrangements of our revolving credit facilities was \$401.8 million. In addition, at March 31, 2015, we had balances on our variable-rate term loans of \$289.2 million, a short-term line of credit of \$75.0 million, term loans held by VIE of \$9.4 million, and \$0.2 million of variable rate capital lease obligations. The average interest rate on our variable rate debt was 1.9% as of March 31, 2015 based on LIBOR plus a margin based on certain conditions.

A 1.0% increase or decrease in underlying interest rates for these obligations will increase or decrease interest expense by approximately \$7.8 million annually assuming debt remains constant at March 31, 2015 levels.

We do not currently participate in hedging, interest rate swaps or other transactions to manage the market risks described above.

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ITEM 4.CONTROLS AND PROCEDURES

Management Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we carried out an evaluation, under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that as of March 31, 2015 our disclosure controls and procedures were effective with respect to controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and are accumulated and communicated to the Company’s management, including the Company’s principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under Exchange Act) that occurred during the quarter ended March 31, 2015, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1.LEGAL PROCEEDINGS

From time to time we may be a party to litigation matters or disputes arising in the ordinary course of business, including in connection with enforcing our rights under our leases. Currently, we are not a party to any legal proceedings which are material to our business, financial condition, results of operations or cash flows.

ITEM 1A.RISK FACTORS

Before making an investment decision, investors should carefully consider the risks described below and in the “Risk Factors” in Part 1: Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 27, 2015. These risks are not the only ones facing our company. Additional risks not currently known to us or that we currently believe are immaterial may also impair our business operations. Any of these risks could adversely affect our business, cash flows, financial condition and results of operations. The trading price of our common stock could fluctuate due to any of these risks, and investors may lose all or part of their investment. In assessing these risks, investors should also refer to the other information contained or incorporated by reference in this Quarterly Report on Form 10-Q. Except as set forth below, there have been no material changes in our risk factors from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2014.

Per diem rates for our leased containers may continue to decrease, which would have a negative effect on our business and results of operations.

Per diem rates for our leased containers have declined over the past couple of years and may continue to decline in the future. Per diem rates for our leased containers depend on a large number of factors, including the following:

- the type and length of the lease;
- embedded residual assumptions;
- the type and age of the containers;
- the number of new units available for lease by our competitors;
- the location of the containers being leased;
- the price of new containers; and
- interest rates.

Because steel is the major component used in the construction of new containers, the price of new containers and per diem rates on new containers are highly correlated with the price of raw steel. For example, steel prices decreased during 2014, which resulted in a corresponding decrease in new container prices. We cannot predict container prices in the future. If newly manufactured container prices continue to decline, we may need to lease the containers at low return rates or at a loss.

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Per diem rates may be negatively impacted by the entrance of new leasing companies, overproduction of new containers by manufacturers and over-buying of containers by container shipping lines and leasing competitors. In the event that the container shipping industry were to be characterized by overcapacity in the future, or if available supply of containers were to increase significantly as a result of, among other factors, new companies entering the business of leasing and selling containers, both utilization and per diem rates may decrease, adversely affecting our business, financial condition, results of operations and cash flows.

ITEM 2.UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3.DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4.MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5.OTHER INFORMATION

None.

ITEM 6.EXHIBITS

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which are incorporated by reference herein.







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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.

CAI International, Inc.  
(Registrant)

May 6, 2015 /s/ VICTOR M. GARCIA  
Victor M. Garcia  
President and Chief Executive Officer  
(Principal Executive Officer)

May 6, 2015 /s/ TIMOTHY B. PAGE  
Timothy B. Page  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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EXHIBITS INDEX

- 3.1 Amended and Restated Certificate of Incorporation of CAI International, Inc. (incorporated by reference to Exhibit 3.1 of our Registration Statement on Form S-1, as amended, File No. 333-140496 filed on April 24, 2007).
- 3.2 Amended and Restated Bylaws of CAI International, Inc. (incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed on March 10, 2009).
- 10.1 Amendment No. 3 to Third Amended and Restated Revolving Credit Agreement, dated January 30, 2015, by and among CAI International, Inc., Container Applications Limited, Bank of America, N.A. and other lending institutions from time to time party to the Third Amended and Restated Revolving Credit Agreement, Bank of America, N.A., as administrative agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Union Bank, N.A. and Wells Fargo Securities, LLC, as joint lead arrangers and book managers, and Bank of Montreal (Chicago Branch), JP Morgan Chase Bank, N.A. and Santander Bank, N.A., as co-agents (incorporated by reference to Exhibit 99.1 of our Current Report on Form 8-K, filed on February 5, 2015).
- 31.1 Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial statements, formatted in XBRL: (i) Consolidated Balance Sheets as of March 31, 2015 and December 31, 2014, (ii) Consolidated Statements of Income for the three months ended March 31, 2015 and 2014; (iii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2015 and 2014, (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 and (v) Notes to Unaudited Consolidated Financial Statements.