

TAL International Group, Inc.  
Form 10-Q  
July 31, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 10-Q**

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

**For The Quarterly Period Ended June 30, 2012**

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- 001-32638**

**TAL International Group, Inc.**

(Exact name of registrant as specified in the charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-1796526**  
(I.R.S. Employer  
Identification Number)

**100 Manhattanville Road, Purchase, New York**  
(Address of principal executive office)

**10577-2135**  
(Zip Code)

**(914) 251-9000**

(Registrant's telephone number including area code)

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

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

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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 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

As of July 20, 2012, there were 33,573,033 shares of the Registrant's common stock, \$.001 par value outstanding.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that involve substantial risks and uncertainties. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the Securities and Exchange Commission, or SEC, or in connection with oral statements made to the press, potential investors or others. All statements, other than statements of historical facts, including statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management are forward-looking statements. The words "expect," "estimate," "anticipate," "predict," "believe," "think," "plan," "will," "should," "intend," "seek," "potential" and similar expressions and variations are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements in this report are subject to a number of known and unknown risks and uncertainties that could cause our actual results, performance or achievements to differ materially from those described in the forward-looking statements, including, but not limited to, the risks and uncertainties described in the section entitled "Risk Factors" in our Annual Report on Form 10-K filed with the SEC on February 22, 2012, in this report as well as in the other documents we file with the SEC from time to time, and such risks and uncertainties are specifically incorporated herein by reference.

Forward-looking statements speak only as of the date the statements are made. Except as required under the federal securities laws and rules and regulations of the SEC, we undertake no obligation to update or revise forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. We caution you not to unduly rely on the forward-looking statements when evaluating the information presented in this report.

**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The consolidated financial statements of TAL International Group, Inc. ("TAL" or the "Company") as of June 30, 2012 and December 31, 2011 and for the three and six months ended June 30, 2012 and June 30, 2011 included herein have been prepared by the Company, without audit, pursuant to U.S. generally accepted accounting principles and the rules and regulations of the SEC. In addition, certain information and note disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements reflect, in the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the results for the interim periods. The results of operations for such interim periods are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K filed with the SEC, on February 22, 2012, from which the accompanying December 31, 2011 Balance Sheet information was derived, and all of our other filings filed with the SEC from October 11, 2005 through the current date pursuant to the Exchange Act.

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## TAL INTERNATIONAL GROUP, INC.

## Consolidated Balance Sheets

(Dollars in thousands, except share data)

(Unaudited)

|   | June 30,<br>2012    | December 31,<br>2011 |
|---|---------------------|----------------------|
| <b>ASSETS:</b>  |                     |                      |
| Leasing equipment, net of accumulated depreciation and allowances of \$697,080 and \$626,965                        | \$ 2,993,687        | \$ 2,663,443         |
| Net investment in finance leases, net of allowances of \$978 and \$1,073  | 133,400             | 146,742              |
| Equipment held for sale   | 31,744              | 47,048               |
| <b>Revenue earning assets</b>   | <b>3,158,831</b>    | <b>2,857,233</b>     |
| Cash and cash equivalents   | 56,308              | 140,877              |
| Restricted cash   | 36,825              | 34,466               |
| Accounts receivable, net of allowances of \$656 and \$667   | 64,219              | 56,491               |
| Goodwill  | 71,898              | 71,898               |
| Deferred financing costs  | 26,351              | 24,028               |
| Other assets  | 13,984              | 11,539               |
| Fair value of derivative instruments  | 757                 | 771                  |
| <b>Total assets</b>   | <b>\$ 3,429,173</b> | <b>\$ 3,197,303</b>  |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>  |                     |                      |
| Equipment purchases payable   | \$ 115,965          | \$ 55,320            |
| Fair value of derivative instruments  | 70,045              | 78,122               |
| Accounts payable and other accrued expenses   | 61,768              | 66,607               |
| Net deferred income tax liability   | 232,061             | 198,867              |
| Debt  | 2,359,245           | 2,235,585            |
| <b>Total liabilities</b>  | <b>2,839,084</b>    | <b>2,634,501</b>     |
| <b>Stockholders' equity:</b>  |                     |                      |
| Preferred stock, \$.001 par value, 500,000 shares authorized, none issued   |                     |                      |
| Common stock, \$.001 par value, 100,000,000 shares authorized, 36,584,876 and 36,412,659 shares issued respectively | 37                  | 36                   |
| Treasury stock, at cost, 3,011,843 shares   | (37,535)            | (37,535)             |
| Additional paid-in capital  | 492,496             | 489,468              |
| Accumulated earnings  | 144,741             | 120,449              |
| Accumulated other comprehensive (loss)  | (9,650)             | (9,616)              |
| <b>Total stockholders' equity</b>   | <b>590,089</b>      | <b>562,802</b>       |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 3,429,173</b> | <b>\$ 3,197,303</b>  |

The accompanying notes to the unaudited consolidated financial statements are an integral part of these statements.

Table of Contents**TAL INTERNATIONAL GROUP, INC.****Consolidated Statements of Operations****(Dollars and shares in thousands, except earnings per share)****(Unaudited)**

|  | <b>Three Months Ended<br/>June 30,</b> |                  | <b>Six Months Ended<br/>June 30,</b> |                  |
|--|--|------------------|--------------------------------------|------------------|
|  | <b>2012</b>                            | <b>2011</b>      | <b>2012</b>                          | <b>2011</b>      |
| <b>Revenues:</b>   |  |                  |                                      |                  |
| Leasing revenues:  |  |                  |                                      |                  |
| Operating leases   | \$ 124,303                             | \$ 102,294       | \$ 243,784                           | \$ 197,618       |
| Finance leases   | 3,552                                  | 4,224            | 7,250                                | 8,470            |
| <b>Total leasing revenues</b>                                | <b>127,855</b>                         | <b>106,518</b>   | <b>251,034</b>                       | <b>206,088</b>   |
| Equipment trading revenue                                    | 21,308                                 | 12,877           | 35,769                               | 37,093           |
| Management fee income  | 820                                    | 736              | 1,480                                | 1,439            |
| Other revenues   | 40                                     | 90               | 72                                   | 129              |
| <b>Total revenues</b>  | <b>150,023</b>                         | <b>120,221</b>   | <b>288,355</b>                       | <b>244,749</b>   |
| <b>Operating expenses (income):</b>                          |  |                  |                                      |                  |
| Equipment trading expenses                                   | 19,031                                 | 10,094           | 31,594                               | 29,383           |
| Direct operating expenses                                    | 6,026                                  | 4,363            | 11,607                               | 8,463            |
| Administrative expenses                                      | 11,128                                 | 10,612           | 22,234                               | 21,175           |
| Depreciation and amortization                                | 47,169                                 | 35,161           | 92,374                               | 67,414           |
| (Reversal) provision for doubtful accounts                   | (183)                                  | 102              | (169)                                | 141              |
| Net (gain) on sale of leasing equipment                      | (13,152)                               | (16,899)         | (23,912)                             | (24,784)         |
| <b>Total operating expenses</b>                              | <b>70,019</b>                          | <b>43,433</b>    | <b>133,728</b>                       | <b>101,792</b>   |
| Operating income   | 80,004                                 | 76,788           | 154,627                              | 142,957          |
| <b>Other expenses:</b>                                       |  |                  |                                      |                  |
| Interest and debt expense                                    | 28,073                                 | 25,750           | 54,698                               | 49,481           |
| Net loss on interest rate swaps                              | 6,728                                  | 15,139           | 3,756                                | 7,132            |
| <b>Total other expenses</b>                                  | <b>34,801</b>                          | <b>40,889</b>    | <b>58,454</b>                        | <b>56,613</b>    |
| Income before income taxes                                   | 45,203                                 | 35,899           | 96,173                               | 86,344           |
| Income tax expense   | 15,906                                 | 12,708           | 33,949                               | 30,566           |
| <b>Net income</b>  | <b>\$ 29,297</b>                       | <b>\$ 23,191</b> | <b>\$ 62,224</b>                     | <b>\$ 55,778</b> |
| Net income per common share Basic                            | \$ 0.88                                | \$ 0.70          | \$ 1.87                              | \$ 1.76          |
| Net income per common share Diluted                          | \$ 0.87                                | \$ 0.70          | \$ 1.85                              | \$ 1.73          |
| Cash dividends paid per common share                         | \$ 0.58                                | \$ 0.50          | \$ 1.13                              | \$ 0.95          |
| Weighted average number of common shares outstanding Basic   | 33,216                                 | 32,905           | 33,204                               | 31,732           |
| Dilutive stock options                                       | 418                                    | 448              | 399                                  | 432              |
| Weighted average number of common shares outstanding Diluted | 33,634                                 | 33,353           | 33,603                               | 32,164           |

The accompanying notes to the unaudited consolidated financial statements are an integral part of these statements.

Table of Contents**TAL INTERNATIONAL GROUP, INC.****Consolidated Statements of Comprehensive Income****(Dollars in thousands)****(Unaudited)**

|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2012</b>                            | <b>2011</b> | <b>2012</b>                          | <b>2011</b> |
| <b>Net income</b>  | \$ 29,297                              | \$ 23,191   | \$ 62,224                            | \$ 55,778   |
| <b>Other comprehensive income (loss):</b>  |  |             |                                      |             |
| Change in fair value of derivative instruments designated as cash flow hedges (net of income tax effect of \$(625), \$(554), \$(625) and \$(827), respectively)        | (1,145)                                | (1,013)     | (1,145)                              | (1,513)     |
| Amortization of net loss on terminated derivative instruments designated as cash flow hedges (net of income tax effect of \$288, \$244, \$570 and \$453, respectively) | 528                                    | 441         | 1,046                                | 828         |
| Foreign currency translation adjustment  | (43)                                   | (17)        | 65                                   | 60          |
| Other comprehensive income, net of tax   | (660)                                  | (589)       | (34)                                 | (625)       |
| <b>Comprehensive income</b>  | \$ 28,637                              | \$ 22,602   | \$ 62,190                            | \$ 55,153   |

The accompanying notes to the unaudited consolidated financial statements are an integral part of these statements.



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## TAL INTERNATIONAL GROUP, INC.

## Consolidated Statements of Cash Flows

(Dollars in thousands)

(Unaudited)

|  | Six months ended<br>June 30, |                   |
|--|------------------------------|-------------------|
|  | 2012                         | 2011              |
| <b>Cash flows from operating activities:</b>   |                              |                   |
| Net income   | \$ 62,224                    | \$ 55,778         |
| Adjustments to reconcile net income to net cash provided by operating activities:            |                              |                   |
| Depreciation and amortization  | 92,374                       | 67,414            |
| Amortization of deferred financing costs   | 2,674                        | 1,674             |
| Amortization of net loss on terminated derivative instruments designated as cash flow hedges | 1,616                        | 1,576             |
| Net (gain) on sale of leasing equipment  | (23,912)                     | (24,784)          |
| Net loss on interest rate swaps  | 3,756                        | 7,132             |
| Deferred income taxes  | 33,949                       | 30,566            |
| Stock compensation charge  | 2,056                        | 1,194             |
| Changes in operating assets and liabilities:   |                              |                   |
| Net equipment purchased for resale activity  | 4,175                        | (12,134)          |
| Realized loss on interest rate swaps terminated prior to their contractual maturities        | (13,598)                     | (12,524)          |
| Other change in operating assets and liabilities   | (15,616)                     | (15,032)          |
| <b>Net cash provided by operating activities</b>   | <b>149,698</b>               | <b>100,860</b>    |
| <b>Cash flows from investing activities:</b>   |                              |                   |
| Purchases of leasing equipment   | (396,006)                    | (574,154)         |
| Investment in finance leases   |                              | (2,614)           |
| Proceeds from sale of equipment, net of selling costs  | 64,728                       | 53,731            |
| Cash collections on finance lease receivables, net of income earned                          | 17,037                       | 18,033            |
| Other  | 91                           | 13                |
| <b>Net cash (used in) investing activities</b>   | <b>(314,150)</b>             | <b>(504,991)</b>  |
| <b>Cash flows from financing activities:</b>   |                              |                   |
| Issuance of common stock   |                              | 85,724            |
| Common stock dividends paid  | (37,532)                     | (30,292)          |
| Financing fees paid under debt facilities  | (4,997)                      | (6,828)           |
| Borrowings under debt facilities   | 732,404                      | 709,000           |
| Payments under debt facilities   | (596,710)                    | (333,175)         |
| Payments under capital lease obligations   | (11,896)                     | (10,904)          |
| Stock options exercised  | 283                          | 1,200             |
| Excess tax benefits from stock compensation  | 690                          |                   |
| (Increase) in restricted cash  | (2,359)                      | (12,742)          |
| <b>Net cash provided by financing activities</b>   | <b>79,883</b>                | <b>401,983</b>    |
| <b>Net (decrease) in unrestricted cash and cash equivalents</b>                              | <b>\$ (84,569)</b>           | <b>\$ (2,148)</b> |
| Unrestricted cash and cash equivalents, beginning of period                                  | 140,877                      | 62,594            |
| <b>Unrestricted cash and cash equivalents, end of period</b>                                 | <b>\$ 56,308</b>             | <b>\$ 60,446</b>  |

**Supplemental non-cash investing activities:**

|   |    |         |    |        |
|---|----|---------|----|--------|
| Accrued and unpaid purchases of equipment | \$ | 115,965 | \$ | 49,042 |
|---|----|---------|----|--------|

The accompanying notes to the unaudited consolidated financial statements are an integral part of these statements.

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**TAL INTERNATIONAL GROUP, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Description of the Business, Basis of Presentation and Recently Adopted Accounting Pronouncements**

**A. Description of the Business**

TAL International Group, Inc. ("TAL" or the "Company") leases intermodal transportation equipment, primarily maritime containers, and provides maritime container management services, through a worldwide network of offices, third-party depots and other facilities. The Company operates in both international and domestic markets. The majority of the Company's business is derived from leasing its containers to shipping line customers through a variety of long-term and short-term contractual lease arrangements. The Company also sells its own containers and containers purchased from third parties for resale. TAL also enters into management agreements with third-party container owners under which the Company manages the leasing and selling of containers on behalf of the third party owners.

**B. Basis of Presentation**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the reported amounts of revenues and expenses during the reporting period and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to the accompanying prior period financial statements and notes to conform to the current year's presentation.

**C. Recently Adopted Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard No. 2011-04 ("ASU 2011-04"), *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 provides guidance to prospectively ensure common fair value measurement and disclosure requirements between U.S. GAAP and IFRS. The Company has adopted ASU 2011-04 effective January 1, 2012. The Company's adoption of ASU 2011-04 had no material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05 ("ASU 2011-05"), *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. ASU 2011-05 requires the presentation of the components of net income, other comprehensive income and total comprehensive income in a single continuous statement or in two separate but consecutive statements. Effective January 1, 2012, the Company has adopted the two consecutive statements approach. The Company's adoption of ASU 2011-05 had no material impact on the Company's consolidated financial statements as it is presentation-only in nature.

**Note 2 Fair Value of Financial Instruments**

The Company believes that the carrying amounts of cash and cash equivalents, accounts receivable, finance lease receivable and other assets approximate their fair value as of June 30, 2012.

Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 2 Fair Value of Financial Instruments (Continued)**

Fair value represents the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes the following fair value hierarchy when selecting inputs for its valuation techniques, with the highest priority given to Level 1:

Level 1 Financial assets and liabilities whose values are based on observable inputs such as quoted prices for identical instruments in active markets (unadjusted).

Level 2 Financial assets and liabilities whose values are based on observable inputs such as (i) quoted prices for similar instruments in active markets; (ii) quoted prices for identical or similar instruments in markets that are not active; or (iii) model-derived valuations in which all significant inputs are observable in active markets.

Level 3 Financial assets and liabilities whose values are derived from valuation techniques based on one or more significant unobservable inputs.

The Company does not measure debt at fair value in its consolidated balance sheets. The fair value, which was measured using Level 2 inputs, and the carrying value of the Company's debt are listed in the table below as of the date indicated.

| In Thousands              | As of<br>June 30, 2012 |
|---------------------------|------------------------|
| <b>Liabilities</b>        |                        |
| Debt carrying value       | \$ 2,359,245           |
| Debt estimated fair value | \$ 2,384,805           |

The Company estimated the fair value of its debt instruments based on the net present value of its future debt payments, using a discount rate which reflects the Company's estimate of current market interest rates and spreads as of the respective balance sheet date.

**Note 3 Dividends**

The Company paid the following quarterly dividends during the six months ended June 30, 2012 and 2011 on its issued and outstanding common stock:

| Record Date   | Payment<br>Date | Aggregate<br>Payment | Per Share<br>Payment |
|---------------|-----------------|----------------------|----------------------|
| June 1, 2012  | June 22, 2012   | \$ 19.2 million      | \$ 0.58              |
| March 8, 2012 | March 29, 2012  | \$ 18.3 million      | \$ 0.55              |
| June 2, 2011  | June 23, 2011   | \$ 16.5 million      | \$ 0.50              |
| March 3, 2011 | March 24, 2011  | \$ 13.8 million      | \$ 0.45              |

**Note 4 Stock-Based Compensation Plans**

The Company records compensation cost relating to stock-based payment transactions in accordance with FASB Accounting Standards Codification No. 718 (ASC 718) *Compensation - Stock Compensation*. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity award).

Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 4 Stock-Based Compensation Plans (Continued)**

The Company incurred compensation costs related to the vesting of restricted shares granted in 2009, 2010, 2011 and 2012 under the Company's stock-based compensation plans of \$0.9 million and \$0.5 million for the three months ended June 30, 2012 and 2011, respectively, and \$2.1 million and \$1.2 million for the six months ended June 30, 2012 and 2011, respectively. The Company reports these compensation costs in administrative expenses in its consolidated statements of operations.

Total unrecognized compensation cost of approximately \$5.8 million as of June 30, 2012 related to 353,250 restricted shares granted during 2010, 2011 and 2012 will be recognized over the remaining weighted average vesting period of approximately 2.1 years.

During the three and six months ended June 30, 2012, the Company issued 8,400 shares and 42,815 shares of common stock, respectively, due to stock option exercises. Pursuant to the provisions of the TAL International Group, Inc. 2005 Management Omnibus Incentive Plan, plan participants are permitted to use the value of common stock they own to pay for the exercise of their stock options. For the six months ended June 30, 2012, plan participants tendered 12,598 shares of common stock to pay for stock option exercises, which the Company subsequently canceled and retired. No shares were tendered in the three months ended June 30, 2012 to pay for the exercise of stock options.

**Note 5 Net Investment in Finance Leases**

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

|   | June 30,<br>2012 | December 31,<br>2011 |
|---|------------------|----------------------|
| Gross finance lease receivables                   | \$ 168,293       | \$ 187,509           |
| Allowance on gross finance lease receivables      | (978)            | (1,073)              |
| Gross finance lease receivables, net of allowance | 167,315          | 186,436              |
| Unearned income                                   | (33,915)         | (39,694)             |
| Net investment in finance leases                  | \$ 133,400       | \$ 146,742           |

The Company evaluates potential losses in its finance lease portfolio by regularly reviewing the specific receivables in the portfolio and analyzing historical loss experience. For the period 2004 through 2011, the Company's loss experience on its gross finance lease receivables, after considering equipment recoveries, was less than 1%. Net investment in finance lease receivables is generally charged off after an analysis is completed which indicates that collection of the full balance is remote.

In order to estimate its allowance for losses on its gross finance lease receivables, the Company categorizes the credit worthiness of the receivables in its portfolio based on internal customer credit ratings, which are reviewed and updated, as appropriate, on an ongoing basis. The internal customer credit ratings are developed based on a review of the financial performance and condition, operating environment, geographical location and trade routes of TAL's customers.

Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 5 Net Investment in Finance Leases (Continued)**

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 who 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 TAL with insight into the customers' current operating and financial performance. In the Company's view, these customers have the greatest ability to withstand cyclical downturns 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 modest.

*Tier 2* These customers are typically either smaller shipping lines with less operating scale or shipping lines 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, thus they are considered non-performing. The Company has initiated or implemented plans to recover equipment on lease to these customers and believes that default is likely, or has already occurred.

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

|        | <b>June 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|--------|--------------------------|------------------------------|
| Tier 1 | \$ 118,269               | \$ 131,513                   |
| Tier 2 | 50,024                   | 55,996                       |
| Tier 3 |                          |                              |
|        | \$ 168,293               | \$ 187,509                   |

The Company considers an account past due when a payment has not been received in accordance with the terms of the related lease agreement. As of June 30, 2012, approximately \$0.1 million of the Company's Tier 1 gross finance lease receivables and \$0.3 million of the Company's Tier 2 gross finance lease receivables were past due, substantially all of which were aged approximately 31 days. As of June 30, 2012, none of the Company's gross finance lease receivables were in non-accrual status. The Company recognizes income on gross finance lease receivables in non-accrual status as collections are made.

Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 5 Net Investment in Finance Leases (Continued)**

The following table represents the activity of the Company's allowance on gross finance lease receivables for the periods presented (in thousands):

|   | <b>Beginning<br/>Balance</b> | <b>Additions/<br/>(Reversals)</b> | <b>(Write-offs)<br/>Reversals</b> | <b>Other(a)</b> | <b>Ending<br/>Balance</b> |
|---|------------------------------|-----------------------------------|-----------------------------------|-----------------|---------------------------|
| <b>Finance Lease Allowance for doubtful accounts:</b> |                              |                                   |                                   |                 |                           |
| For the six months ended June 30, 2012                | \$ 1,073                     | \$ (94)                           | \$                                | \$ (1)          | \$ 978                    |
| For the six months ended June 30, 2011                | \$ 1,169                     | \$ 28                             | \$                                | \$ 4            | \$ 1,201                  |

(a) Primarily relates to the effect of foreign currency translation.

**Note 6 Debt**

Debt consisted of the following (amounts in thousands):

|  | <b>June 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|--|--------------------------|------------------------------|
| Asset backed securitization (ABS) term notes | \$ 1,376,011             | \$ 1,220,500                 |
| Term loan facilities                         | 692,445                  | 580,900                      |
| Asset backed warehouse facility              | 65,000                   | 216,500                      |
| Revolving credit facility                    | 90,000                   | 70,000                       |
| Capital lease obligations                    | 135,789                  | 147,685                      |
| <b>Total debt</b>                            | <b>\$ 2,359,245</b>      | <b>\$ 2,235,585</b>          |

As of June 30, 2012 the Company had \$1,270.0 million of debt outstanding on facilities with fixed interest rates and \$1,089.2 million of debt outstanding on facilities with interest rates based on floating rate indices (primarily LIBOR). The Company economically hedges the risks associated with fluctuations in interest rates on a portion of its floating rate borrowings by entering into interest rate swap agreements that convert a portion of its floating rate debt to a fixed rate basis, thus reducing the impact of interest rate changes on future interest expense. As of June 30, 2012, the Company had interest rate swaps in place with a total notional value of \$823.7 million to fix the floating interest rates on a portion of its floating rate debt obligations.

The Company is subject to certain financial covenants under its debt facilities, and as of June 30, 2012, was in compliance with all such covenants.

***Asset Backed Securitization Term Notes***

In May 2012, the Company issued \$250 million of fixed rate secured notes under the Asset Backed Securitization ("ABS") facilities. The notes, which were rated "A" by Standard & Poor's, have an annual coupon interest rate of 3.86% and a scheduled maturity of May 2022.

***Asset Backed Warehouse Facility***

In April 2012, the Company increased the size of its asset backed warehouse facility from \$455 million to \$585 million.

***Term Loan Facilities***

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In April 2012, the Company completed a private placement of notes for \$153 million and used the proceeds to repay amounts outstanding under the asset backed warehouse facility.



Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 7 Derivative Instruments*****Interest Rate Swaps***

The Company has entered into interest rate swap agreements to manage interest rate risk exposure. The interest rate swap agreements utilized by TAL effectively modify the Company's exposure to interest rate risk by converting a portion of its floating rate debt to a fixed rate basis, thus reducing the impact of interest rate changes on future interest expense. These agreements involve the receipt of floating rate amounts in exchange for fixed rate interest payments over the lives of the agreements without an exchange of the underlying principal amounts. The counterparties to these agreements are highly rated financial institutions. In the unlikely event that the counterparties fail to meet the terms of the interest rate swap agreements, the Company's exposure is limited to the interest rate differential on the notional amount at each monthly settlement period over the life of the agreements. The Company does not anticipate any non-performance by the counterparties. Substantially all of the assets of certain indirect, wholly owned subsidiaries of the Company have been pledged as collateral for the underlying indebtedness and the amounts payable under the interest rate swap agreements for each of these entities. In addition, certain assets of TAL International Container Corporation, a wholly owned subsidiary of the Company, are pledged as collateral for the revolving credit facility and the amounts payable under certain interest rate swap agreements.

As of June 30, 2012, the Company had in place total interest rate swap agreements to fix the floating interest rates on a portion of the borrowings under its debt facilities as summarized below:

| <b>Total Notional<br/>Amount</b> | <b>Weighted Average<br/>Fixed Leg Interest Rate</b> | <b>Weighted<br/>Average<br/>Remaining Term</b> |
|----------------------------------|---|--|
| \$823.7 million                  | 3.08%   | 4.1 years                                      |

The Company's net interest expense on its interest rate swap agreements was \$6.1 million and \$8.0 million for the three months ended June 30, 2012 and 2011, respectively, and \$12.8 million and \$16.1 million for the six months ended June 30, 2012 and 2011, respectively. The Company records net interest on its interest rate swap agreements in interest and debt expense in its consolidated statements of operations.

Most of the Company's interest rate swap agreements have not been accounted for as hedging instruments under FASB Accounting Standards Codification No. 815 (ASC 815) *Derivatives and Hedging*, and therefore changes in the fair value of the interest rate swap agreements are reflected in the consolidated statements of operations as net loss on interest rate swaps.

In April 2012, the Company entered into a 5-year forward starting interest rate swap agreement with a notional value of \$200 million to fix interest rates on future borrowings expected to be issued before the end of June 2012. In connection with the closing of the fixed rate secured notes issued in May 2012 under the ABS facilities, the Company terminated this swap agreement and paid \$1.8 million to its counterparty. Since this swap was designated as a cash flow hedge, the loss recorded in accumulated other comprehensive loss as of the date the contract was terminated will be amortized to interest expense over the 10-year scheduled term of the fixed rate secured notes. There was no material ineffectiveness during the period the hedge was designated.

As of June 30, 2012, the unamortized pre-tax balance in accumulated other comprehensive loss attributable to terminated interest rate swap agreements that had been designated as cash flow hedges was approximately \$13.2 million, of which \$3.2 million is expected to be amortized to interest expense

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**TAL INTERNATIONAL GROUP, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 7 Derivative Instruments (Continued)**

over the next 12 months. Amounts recorded in accumulated other comprehensive loss attributable to these terminated interest rate swap agreements would be recognized in earnings immediately in conjunction with a termination of the related debt agreements.

During the six months ended June 30, 2012, the Company terminated or partially terminated interest rate swap agreements with a notional value of \$175 million, and partially replaced them with an interest rate swap with a notional value of \$75 million that expires in 2018. The Company paid \$11.8 million to its interest rate swap counterparties to terminate these agreements. As these interest rate swap agreements were non-designated, the entire amount has been previously recognized in the Company's statements of operations as net loss on interest rate swaps.

***Foreign Currency Exchange Rate Swaps***

In April 2008, the Company entered into foreign currency rate swap agreements to manage foreign currency rate risk exposure by exchanging Euros for U.S. dollars based on expected payments under its Euro denominated finance lease receivables. The Company will pay a total of approximately 3.0 million Euros and receive approximately \$4.6 million over the remaining term of the foreign currency rate swap agreements, which expire in April 2015. The Company does not account for the foreign currency rate swap agreements as hedging instruments under ASC 815, and therefore changes in the fair value of the foreign currency rate swap agreements are reflected in the consolidated statements of operations in administrative expenses.

***Fair Value of Derivative Instruments***

Under the criteria established by ASC 820, the Company has elected to use the income approach to value its interest rate swap and foreign currency rate swap agreements, using observable Level 2 market expectations at the measurement date and standard valuation techniques to convert future amounts to a single present amount (discounted) assuming that participants are motivated, but not compelled to transact. The Level 2 inputs for the interest rate swap and forward valuations are limited to quoted prices for similar assets or liabilities in active markets (specifically futures contracts and spot currency rates) and inputs other than quoted prices that are observable for the asset or liability (specifically forward currency points, LIBOR cash and swap rates, basis swap adjustments and credit risk at commonly quoted intervals).

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## TAL INTERNATIONAL GROUP, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 7 Derivative Instruments (Continued)

*Location of Derivative Instruments in Financial Statements*Fair Value of Derivative Instruments  
(in millions)

| Instrument                                  | Asset Derivatives                    |               |                                      |               | Liability Derivatives                |                |                                      |                |
|---|--------------------------------------|---------------|--------------------------------------|---------------|--------------------------------------|----------------|--------------------------------------|----------------|
|   | June 30, 2012                        |               | December 31, 2011                    |               | June 30, 2012                        |                | December 31, 2011                    |                |
|   | Balance Sheet Location               | Fair Value    | Balance Sheet Location               | Fair Value    | Balance Sheet Location               | Fair Value     | Balance Sheet Location               | Fair Value     |
| Interest rate swap contracts not designated | Fair value of derivative instruments | \$            | Fair value of derivative instruments | \$            | Fair value of derivative instruments | \$ 70.0        | Fair value of derivative instruments | \$ 78.1        |
| Foreign exchange contracts not designated   | Fair value of derivative instruments | 0.8           | Fair value of derivative instruments | 0.8           | Fair value of derivative instruments | \$             | Fair value of derivative instruments | \$             |
| <b>Total derivatives</b>                    |                                      | <b>\$ 0.8</b> |                                      | <b>\$ 0.8</b> |                                      | <b>\$ 70.0</b> |                                      | <b>\$ 78.1</b> |

Derivatives Not Designated as Hedging Instruments under ASC 815  
Effect of Derivative Instruments on Consolidated Statements of Operations  
(in millions)

| Derivative Instrument         | Location of (Gain) Loss on Derivatives Recognized in Net Income | Amount of (Gain) Loss on Derivatives Recognized in Net Income |                |                           |               |
|-------------------------------|---|---|----------------|---------------------------|---------------|
|                               |   | Three Months Ended June 30,                                   |                | Six Months Ended June 30, |               |
|                               |   | 2012  | 2011           | 2012                      | 2011          |
| Interest rate swap agreements | Net loss on interest rate swaps                                 | \$ 6.7  | \$ 15.1        | \$ 3.8                    | \$ 7.1        |
| Foreign exchange agreements   | Administrative expenses   | (0.1)   | 0.2            |                           | 0.5           |
| <b>Total</b>                  |   | <b>\$ 6.6</b>   | <b>\$ 15.3</b> | <b>\$ 3.8</b>             | <b>\$ 7.6</b> |

## Note 8 Segment and Geographic Information

*Industry Segment Information*

The Company conducts its business activities in one industry, intermodal transportation equipment, and has two segments:

**Equipment leasing** the Company owns, leases and ultimately disposes of containers and chassis from its lease fleet, as well as manages leasing activities for containers owned by third parties.

**Equipment trading** the Company purchases containers from shipping line customers, and other sellers of containers, and resells these containers to container traders and users of containers for storage or one-way shipment. Included in the Equipment trading segment revenues are leasing revenues from equipment purchased for resale that is currently on lease

until the containers are dropped off.

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## TAL INTERNATIONAL GROUP, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Note 8 Segment and Geographic Information (Continued)**

The following tables show segment information for the periods indicated and the consolidated totals reported (dollars in thousands):

|   | Three Months Ended<br>June 30, 2012 |                      |            | Three Months Ended<br>June 30, 2011 |                      |            |
|---|-------------------------------------|----------------------|------------|-------------------------------------|----------------------|------------|
|   | Equipment<br>Leasing                | Equipment<br>Trading | Totals     | Equipment<br>Leasing                | Equipment<br>Trading | Totals     |
| Total revenues                          | \$ 126,771                          | \$ 23,252            | \$ 150,023 | \$ 106,416                          | \$ 13,805            | \$ 120,221 |
| Equipment trading expenses              |                                     | 19,031               | 19,031     |                                     | 10,094               | 10,094     |
| Depreciation and amortization expense   | 46,202                              | 967                  | 47,169     | 35,019                              | 142                  | 35,161     |
| Net (gain) on sale of leasing equipment | (13,152)                            |                      | (13,152)   | (16,899)                            |                      | (16,899)   |
| Interest and debt expense               | 27,287                              | 786                  | 28,073     | 25,237                              | 513                  | 25,750     |
| <b>Income before income taxes(1)</b>    | 49,752                              | 2,179                | 51,931     | 48,141                              | 2,897                | 51,038     |

(1)

Segment income before income taxes excludes net losses on interest rate swaps of \$6.7 million and \$15.1 million for the three months ended June 30, 2012 and 2011, respectively.

|   | Six Months Ended<br>June 30, 2012 |                      |            | Six Months Ended<br>June 30, 2011 |                      |            |
|---|-----------------------------------|----------------------|------------|-----------------------------------|----------------------|------------|
|   | Equipment<br>Leasing              | Equipment<br>Trading | Totals     | Equipment<br>Leasing              | Equipment<br>Trading | Totals     |
| Total revenues                          | \$ 248,576                        | \$ 39,779            | \$ 288,355 | \$ 205,796                        | \$ 38,953            | \$ 244,749 |
| Equipment trading expenses              |                                   | 31,594               | 31,594     |                                   | 29,383               | 29,383     |
| Depreciation and amortization expense   | 90,372                            | 2,002                | 92,374     | 67,265                            | 149                  | 67,414     |
| Net (gain) on sale of leasing equipment | (23,912)                          |                      | (23,912)   | (24,784)                          |                      | (24,784)   |
| Interest and debt expense               | 53,068                            | 1,630                | 54,698     | 48,458                            | 1,023                | 49,481     |
| <b>Income before income taxes(1)</b>    | 95,921                            | 4,008                | 99,929     | 85,617                            | 7,859                | 93,476     |
| Equipment held for sale at June 30      | 14,460                            | 17,284               | 31,744     | 9,690                             | 25,790               | 35,480     |
| Goodwill at June 30                     | 70,898                            | 1,000                | 71,898     | 70,898                            | 1,000                | 71,898     |
| Total assets at June 30                 | 3,362,345                         | 66,828               | 3,429,173  | 2,933,102                         | 72,926               | 3,006,028  |
| Purchases of leasing equipment(2)       | 393,951                           | 2,055                | 396,006    | 558,510                           | 15,644               | 574,154    |
| Investments in finance leases(2)        |                                   |                      |            | 2,614                             |                      | 2,614      |

(1)

Segment income before income taxes excludes net losses on interest rate swaps of \$3.8 million and \$7.1 million for the six months ended June 30, 2012 and 2011, respectively.

(2)

Represents cash disbursements for purchases of leasing equipment as reflected in the consolidated statements of cash flows for the periods indicated, but excludes cash flows associated with the purchase of equipment held for resale.



Table of Contents**TAL INTERNATIONAL GROUP, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 8 Segment and Geographic Information (Continued)**

There are no intercompany revenues or expenses between segments. Additionally, certain administrative expenses have been allocated between segments based on an estimate of services provided to each segment. A portion of the Company's equipment purchased for resale was purchased through certain sale-leaseback transactions with our shipping line customers. Due to the expected longer term nature of these transactions, these purchases are reflected as leasing equipment as opposed to equipment held for sale and the cash flows associated with these transactions are and will be reflected as purchases of leasing equipment and proceeds from the sale of equipment in investing activities.

***Geographic Segment Information***

The Company earns its revenues from international containers which are deployed by its customers in a wide variety of global trade routes. Substantially all of the Company's leasing related revenue is denominated in U.S. dollars. The following table represents the geographic allocation of revenues for the periods indicated based on the customers' primary domicile and allocates equipment trading revenue based on the location of sale (in thousands):

|                          | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--------------------------|--|-------------|--------------------------------------|-------------|
|                          | <b>2012</b>                            | <b>2011</b> | <b>2012</b>                          | <b>2011</b> |
| Total revenues:          |  |             |                                      |             |
| United States of America | \$ 13,581                              | \$ 9,505    | \$ 23,390                            | \$ 19,467   |
| Asia                     | 65,621                                 | 46,207      | 125,269                              | 103,113     |
| Europe                   | 62,240                                 | 56,123      | 123,031                              | 106,568     |
| Other International      | 8,581                                  | 8,386       | 16,665                               | 15,601      |
| Total                    | \$ 150,023                             | \$ 120,221  | \$ 288,355                           | \$ 244,749  |

As all of the Company's containers are used internationally, where no one container is domiciled in one particular place for a prolonged period of time, substantially all of the Company's long-lived assets are considered to be international.

**Note 9 Commitments and Contingencies*****Residual Value Guarantees***

During 2008, the Company entered into commitments for equipment residual value guarantees in connection with certain finance leases that were sold or brokered to financial institutions. The guarantees represent the Company's commitment that these assets will be worth a specified amount at the end of certain lease terms (if the lessee does not default on the lease) which expire in 2016. At June 30, 2012, the maximum potential amount of the guarantees under which the Company could be required to perform was approximately \$27.1 million. The carrying values of the guarantees of \$1.1 million have been deferred, are included in accounts payable and accrued expenses and approximate fair value as of June 30, 2012. Under the criteria established by ASC 820, the Company performed fair value measurements of the guarantees at origination using Level 2 inputs, which were based on significant other observable inputs other than quoted prices, either on a direct or indirect basis. The Company accounts for the residual value guarantees under Accounting Standards Codification 460,

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**TAL INTERNATIONAL GROUP, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 9 Commitments and Contingencies (Continued)**

*Guarantees.* The Company expects that the market value of the equipment covered by the guarantees will equal or exceed the value of the guarantees and therefore, no contingent loss has been provided as of June 30, 2012.

***Purchase Commitments***

At June 30, 2012, commitments for capital expenditures totaled approximately \$314.8 million.

**Note 10 Income Taxes**

The consolidated income tax expense for the three and six months ended June 30, 2012 and 2011 was determined based upon estimates of the Company's consolidated effective income tax rates for the year ending December 31, 2012 and the year ended December 31, 2011, respectively. The difference between the consolidated effective income tax rate and the U.S. federal statutory rate is primarily attributable to state income taxes, foreign income taxes and the effect of certain permanent differences.

**Note 11 Subsequent Events**

***Quarterly Dividend***

On July 24, 2012 the Company's Board of Directors approved and declared a \$0.60 per share quarterly cash dividend on its issued and outstanding common stock, payable on September 25, 2012 to shareholders of record at the close of business on September 4, 2012.

***Debt Facilities***

In July 2012, the Company increased the size of its asset backed warehouse facility from \$585 million to \$600 million.



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

*The following discussion and analysis of the consolidated financial condition and results of operations of TAL International Group, Inc. and its subsidiaries should be read in conjunction with related consolidated financial data and our annual audited consolidated financial statements and related notes thereto included in our Annual Report on Form 10-K filed with the SEC on February 22, 2012. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under "Risk Factors" and "Forward-Looking Statements" in our Form 10-K. Our actual results may differ materially from those contained in or implied by any forward-looking statements.*

**Our Company**

We are one of the world's largest and oldest lessors of intermodal containers and chassis. Intermodal containers are large, standardized steel boxes used to transport freight by ship, rail or truck. Because of the handling efficiencies they provide, intermodal containers are the primary means by which many goods and materials are shipped internationally. Chassis are used for the transportation of containers domestically.

We operate our business in one industry, intermodal transportation equipment, and have two business segments:

Equipment leasing we own, lease and ultimately dispose of containers and chassis from our lease fleet, as well as manage containers owned by third parties.

Equipment trading we purchase containers from shipping line customers, and other sellers of containers, and resell these containers to container traders and users of containers for storage or one-way shipment.

**Operations**

Our consolidated operations include the acquisition, leasing, re-leasing and subsequent sale of multiple types of intermodal containers and chassis. As of June 30, 2012, our total fleet consisted of 1,103,828 containers and chassis, including 25,161 containers under management for third parties, representing 1,786,667 twenty-foot equivalent units (TEU). We have an extensive global presence, offering leasing services through 17 offices in 11 countries and approximately 225 third party container depot facilities in 39 countries as of June 30, 2012. Our customers are among the largest shipping lines in the world. For the six months ended June 30, 2012, our twenty largest customers accounted for 81% of our leasing revenues, our five largest customers accounted for 48% of our leasing revenues, and our largest customer, CMA CGM, accounted for 16% of our leasing revenues.

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The following tables provide the composition of our equipment fleet as of the dates indicated below (in both units and TEU's):

|                                   | Equipment Fleet in Units |         |           |                   |         |           |               |         |         |
|-----------------------------------|--------------------------|---------|-----------|-------------------|---------|-----------|---------------|---------|---------|
|                                   | June 30, 2012            |         |           | December 31, 2011 |         |           | June 30, 2011 |         |         |
|                                   | Owned                    | Managed | Total     | Owned             | Managed | Total     | Owned         | Managed | Total   |
| <b>Dry</b>                        | 915,303                  | 23,164  | 938,467   | 823,541           | 24,361  | 847,902   | 814,278       | 25,057  | 839,335 |
| <b>Refrigerated</b>               | 57,531                   | 141     | 57,672    | 50,580            | 171     | 50,751    | 47,236        | 195     | 47,431  |
| <b>Special</b>                    | 46,373                   | 1,856   | 48,229    | 46,080            | 1,959   | 48,039    | 46,533        | 2,047   | 48,580  |
| <b>Tank</b>                       | 6,388                    |         | 6,388     | 5,396             |         | 5,396     | 3,964         |         | 3,964   |
| <b>Chassis</b>                    | 12,968                   |         | 12,968    | 10,789            |         | 10,789    | 9,207         |         | 9,207   |
| <b>Equipment leasing fleet</b>    | 1,038,563                | 25,161  | 1,063,724 | 936,386           | 26,491  | 962,877   | 921,218       | 27,299  | 948,517 |
| <b>Equipment trading fleet(1)</b> | 40,104                   |         | 40,104    | 46,767            |         | 46,767    | 43,290        |         | 43,290  |
| <b>Total</b>                      | 1,078,667                | 25,161  | 1,103,828 | 983,153           | 26,491  | 1,009,644 | 964,508       | 27,299  | 991,807 |
| <b>Percentage</b>                 | 97.7%                    | 2.3%    | 100.0%    | 97.4%             | 2.6%    | 100.0%    | 97.2%         | 2.8%    | 100.0%  |

- (1) Includes 36,004 units, 37,117 units and 37,711 units on lease under sale-leaseback transactions as of June 30, 2012, December 31, 2011 and June 30, 2011, respectively.

|                                   | Equipment Fleet in TEUs |         |           |                   |         |           |               |         |           |
|-----------------------------------|-------------------------|---------|-----------|-------------------|---------|-----------|---------------|---------|-----------|
|                                   | June 30, 2012           |         |           | December 31, 2011 |         |           | June 30, 2011 |         |           |
|                                   | Owned                   | Managed | Total     | Owned             | Managed | Total     | Owned         | Managed | Total     |
| <b>Dry</b>                        | 1,454,261               | 41,932  | 1,496,193 | 1,323,458         | 44,155  | 1,367,613 | 1,312,427     | 45,429  | 1,357,856 |
| <b>Refrigerated</b>               | 109,867                 | 251     | 110,118   | 95,671            | 298     | 95,969    | 89,350        | 339     | 89,689    |
| <b>Special</b>                    | 82,701                  | 3,120   | 85,821    | 81,514            | 3,283   | 84,797    | 81,524        | 3,428   | 84,952    |
| <b>Tank</b>                       | 6,388                   |         | 6,388     | 5,396             |         | 5,396     | 3,964         |         | 3,964     |
| <b>Chassis</b>                    | 23,116                  |         | 23,116    | 19,217            |         | 19,217    | 16,366        |         | 16,366    |
| <b>Equipment leasing fleet</b>    | 1,676,333               | 45,303  | 1,721,636 | 1,525,256         | 47,736  | 1,572,992 | 1,503,631     | 49,196  | 1,552,827 |
| <b>Equipment trading fleet(2)</b> | 65,031                  |         | 65,031    | 72,876            |         | 72,876    | 68,638        |         | 68,638    |
| <b>Total</b>                      | 1,741,364               | 45,303  | 1,786,667 | 1,598,132         | 47,736  | 1,645,868 | 1,572,269     | 49,196  | 1,621,465 |
| <b>Percentage</b>                 | 97.5%                   | 2.5%    | 100.0%    | 97.1%             | 2.9%    | 100.0%    | 97.0%         | 3.0%    | 100.0%    |

- (2) Includes 58,509 TEU, 60,540 TEU and 61,465 TEU on lease under sale-leaseback transactions as of June 30, 2012, December 31, 2011 and June 30, 2011, respectively.

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Equipment Fleet in Cost Equivalent Units (CEU's)

|                   | June 30, 2012 |         |           | December 31, 2011 |         |           | June 30, 2011 |         |           |
|-------------------|---------------|---------|-----------|-------------------|---------|-----------|---------------|---------|-----------|
|                   | Owned         | Managed | Total     | Owned             | Managed | Total     | Owned         | Managed | Total     |
| <b>Total</b>      | 2,201,779     | 40,940  | 2,242,719 | 2,000,747         | 43,265  | 2,044,012 | 1,910,962     | 44,738  | 1,955,700 |
| <b>Percentage</b> | 98.2%         | 1.8%    | 100.0%    | 97.9%             | 2.1%    | 100.0%    | 97.7%         | 2.3%    | 100.0%    |

In the equipment fleet tables above, we have included total fleet count information based on cost equivalent units ("CEU's"). CEU is a ratio used to convert the actual number of containers in our fleet to a figure based on the relative purchase prices of our various equipment types to that of a 20 foot dry container. For example, the CEU ratio for a 40 foot standard height dry container is 1.6, and a 40 foot high cube refrigerated container is 10.0. The CEU ratios used in this calculation are from our debt agreements and may differ slightly from CEU ratios used by others in the industry.

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We lease five types of equipment: (1) dry freight containers, which are used for general cargo such as manufactured component parts, consumer staples, electronics and apparel, (2) refrigerated containers, which are used for perishable items such as fresh and frozen foods, (3) special containers, which are used for heavy and oversized cargo such as marble slabs, building products and machinery, (4) chassis, which are used for the transportation of containers domestically, and (5) tank containers, which are used to transport bulk liquid products such as chemicals. Our in-house equipment sales group manages the sale process for our used containers and chassis from our equipment leasing fleet and buys and sells used and new containers and chassis acquired from third parties.

As of June 30, 2012, the percentages of our equipment fleet and leasing revenues by equipment type are as follows:

| Equipment Type          | Percent of<br>total fleet<br>units | Percent of<br>leasing<br>revenue |
|-------------------------|------------------------------------|----------------------------------|
| Dry                     | 85.0%                              | 65.0%                            |
| Refrigerated            | 5.2                                | 21.3                             |
| Special                 | 4.4                                | 7.4                              |
| Chassis                 | 1.2                                | 1.9                              |
| Tank                    | 0.6                                | 2.8                              |
| Equipment leasing fleet | 96.4                               | 98.4                             |
| Equipment trading fleet | 3.6                                | 1.6                              |
| <b>Total</b>            | <b>100.0%</b>                      | <b>100.0%</b>                    |

We generally lease our equipment on a per diem basis to our customers under three types of leases: long-term leases, finance leases and service leases. Long-term leases, typically with initial contractual terms ranging from three to eight years, provide us with stable cash flow and low transaction costs by requiring customers to maintain specific units on-hire for the duration of the lease. Finance leases, which are typically structured as full payout leases, provide for a predictable recurring revenue stream with the lowest daily cost to the customer because customers are generally required to retain the equipment for the duration of its useful life. Service leases command a premium per diem rate in exchange for providing customers with a greater level of operational flexibility by allowing the pick-up and drop-off of units during the lease term. We also have expired long-term leases whose fixed terms have ended but for which the related units remain on-hire and for which we continue to receive rental payments pursuant to the terms of the initial contract. Some leases have contractual terms that have features reflective of both long-term and service leases and we classify such leases as either long-term or service leases, depending upon which features we believe are predominant.

The following table provides a summary of our equipment leasing fleet portfolio by lease type, based on total on-hire units as of the dates indicated below:

| Lease Portfolio                          | June 30,<br>2012 | December 31,<br>2011 | June 30,<br>2011 |
|--|------------------|----------------------|------------------|
| Long-term leases                         | 64.9%            | 67.7%                | 67.0%            |
| Finance leases                           | 6.7              | 7.6                  | 7.9              |
| Service leases                           | 23.1             | 20.7                 | 20.2             |
| Expired long-term leases (units on-hire) | 5.3              | 4.0                  | 4.9              |
| <b>Total</b>                             | <b>100.0%</b>    | <b>100.0%</b>        | <b>100.0%</b>    |

As of June 30, 2012, December 31, 2011 and June 30, 2011, our long-term and finance leases had an average remaining contract term of approximately 46 months, 48 months, and 51 months, respectively, assuming no leases are renewed.

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**Operating Performance**

Our profitability is primarily determined by the extent to which our leasing and other revenues exceed our ownership, operating and administrative expenses. Our profitability is also impacted by the gains or losses that we realize on the sale of our used equipment and the net sales margins on our equipment trading activities.

Our leasing revenues are primarily driven by the size of our owned fleet, our equipment utilization and the average lease rates in our lease portfolio. Our leasing revenues also include ancillary fees driven by container pick-up and drop-off volumes. Leasing revenues for the second quarter of 2012 increased 20.1% from the second quarter of 2011.

**Owned fleet size.** As of June 30, 2012, our owned fleet included 2,201,779 CEUs, an increase of 10.0% from December 31, 2011 and 15.2% from June 30, 2011. The increase in fleet size over both periods was primarily due to the purchases of new containers and the completion of several large sale-leaseback transactions. Our significant investment program in 2012 has been supported by the continued growth in global containerized trade volumes and the ongoing shift to leasing from ownership by our shipping line customers.

Global containerized trade growth has remained solid despite weak economic performance in many developed countries. Clarkson Research Services is currently forecasting containerized trade volumes will increase 6.3% in 2012, with strong growth in intra-Asia, North-South and other regional trades making up for weak performance in the main Transpacific and Asia-to-Europe trades. Leasing demand has been further supported this year by our customers' increasing reliance on leased containers. Historically, our shipping line customers have generally purchased 55%-60% of the containers they operate and leased 40%-45% from leasing companies like TAL. Since 2010, most shipping lines have been facing financial challenges, and leasing companies have purchased the majority of new containers. Major leasing companies, including TAL, have also completed a significant volume of sale-leaseback transactions where shipping lines have sold in-service containers to leasing companies and then leased-back the same containers for further use. This market share shift from owned containers to leased containers has allowed TAL to achieve strong levels of investment and growth over the last few years despite benefitting from only moderate levels of trade growth.

As of July 25, 2012, we have purchased roughly \$750 million of containers through new orders and sale-leaseback transactions. Approximately 75% of this equipment (together with our beginning inventory of factory units as of January 1, 2012) is either on-hire or committed to lease transactions. Pick up activity for dry containers committed to lease was somewhat slower than expected in the second quarter as trade volumes were impacted by renewed global economic instability. However, growth in containerized trade volumes is expected to remain solid this year despite the global economic challenges, and we have a large number of new containers committed to lease. As a result, we expect pick up activity to increase during the third quarter. We expect our investment pace for further new container purchases in 2012 to slow in the second half of the year since we have an adequate number of uncommitted factory containers and since delivery timing for new dry containers is now past the peak summer season. However, the timing and size of further sale-leaseback transactions is hard to predict.

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**Utilization.** Our average utilization was 97.8% during the second quarter of 2012, a decrease of 1.0% from the second quarter of 2011. Our utilization remains quite high due to the general tight supply / demand balance for containers and our customers' reluctance to order large volumes of new containers directly. The following tables set forth our equipment fleet utilization(1) for the periods indicated below:

|                            | Quarter<br>Ended<br>June 30,<br>2012 | Quarter<br>Ended<br>March 31,<br>2012 | Quarter<br>Ended<br>December<br>31,<br>2011 | Quarter<br>Ended<br>September<br>30,<br>2011 | Quarter<br>Ended<br>June 30,<br>2011 |
|----------------------------|--------------------------------------|---------------------------------------|---|--|--------------------------------------|
| <b>Average Utilization</b> | 97.8%                                | 98.2%                                 | 98.6%                                       | 98.6%  | 98.8%                                |

|                           | June 30,<br>2012 | March 31,<br>2012 | December<br>31,<br>2011 | September<br>30,<br>2011 | June 30,<br>2011 |
|---------------------------|------------------|-------------------|-------------------------|--------------------------|------------------|
| <b>Ending Utilization</b> | 97.6%            | 97.7%             | 98.6%                   | 98.7%                    | 98.9%            |

- (1) Utilization is computed by dividing our total units on lease (in CEU's) by the total units in our fleet (in CEU's) excluding new units not yet leased and off-hire units designated for sale.

Effective for our 2011 10-K filing, we changed our utilization calculation to be based on CEU's and to exclude off-hire units designated for sale. This method provides a better indicator of the performance of our leasable fleet because it gives greater weight to more expensive equipment types and it does not include those off-hire containers that have been designated for sale. In addition, we believe our utilization calculated under this methodology more closely conforms to those used by our publicly traded competitors. Utilization for all of the periods shown above has been recalculated using this methodology.

**Average lease rates.** Average lease rates for our dry container product line increased 3.6% in the second quarter of 2012 from the second quarter of 2011. New dry container prices reached peak levels during the first half of 2011, and our average dry container lease rates increased throughout the year as new containers and sale-leaseback containers were placed on lease and as certain existing leases were re-priced. After increasing steadily in 2011, our average dry container lease rates have been fairly stable so far this year. New container prices fell back toward historically normal levels toward the end of 2011, and most of our dry containers committed to lease so far this year were placed on leases with rates close to our portfolio average.

Average lease rates for refrigerated containers were 2.7% lower in the second quarter of 2012 compared to the second quarter of 2011. Our average lease rates for refrigerated containers continue to be negatively impacted by the addition of new refrigerated containers placed on lease at rates lower than our portfolio average. The cost of the refrigeration machines included in refrigerated containers has trended down over the last few years, which has led to lower refrigerated container prices and lease rates. This year, lease rates for new refrigerated containers have also been negatively impacted by aggressive pricing from new entrants seeking to build market share.

The average lease rates for special containers were 2.8% higher compared to the second quarter of 2011 due to relatively high prices and lease rates for new special containers added to our fleet, and the drop-off and sale of older special containers on leases with rates well below current market levels.

**Equipment disposals.** During the second quarter of 2012, we recognized a \$13.2 million gain on the sale of our used containers compared to \$16.9 million in the second quarter of 2011. Gain on sale decreased primarily due to lower average sale prices, partially offset by increased sale volumes. Used container sale prices reached record levels during the summer of 2011 due to the general tight supply / demand balance for containers and the high price for new containers at that time. Used container disposal prices trended down steadily from the 2011 peak through the first quarter 2012 as shipping line customers redelivered older containers after the peak season and the shortage of sale containers

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eased. Disposal prices stabilized in the second quarter of 2012 at a price range approximately 20% below the peak levels reached in 2011, though disposal prices remain quite high compared to historical averages and in relation to new container prices. We continue to expect that used container sale prices will eventually trend down toward historical levels, but this may take some time if the container supply / demand balance remains tight.

For the six months ended June 30, 2012 we sold approximately 41,300 TEUs of our owned containers, or 2.7% of our owned equipment leasing fleet as of the beginning of the year. This annual disposal rate of 5.4% is below the 6%-8% annual long term average disposal rate we expect given the 12-14 year expected useful life of our containers. The overall tight supply / demand balance for containers has resulted in customers returning fewer disposal age containers, thereby limiting container disposal volume.

**Equipment ownership expenses.** Our ownership expenses, which consist of depreciation and interest expense, increased by \$14.3 million or 23.4% compared to the second quarter of 2011. TAL purchased a large volume of new containers in 2011 and the first half of 2012, and our average revenue earning assets increased by approximately 14% from the second quarter of 2011 to the second quarter of 2012.

Depreciation expense increased \$12.0 million or 34.1% compared to the second quarter 2011. Over the past year, depreciation expense increased faster than our revenue earning assets mainly due to our fleet demographics. The portion of our fleet that is fully depreciated has decreased significantly as we have invested in a large number of new containers over the last several years and as a bulge of fully-depreciated containers purchased in the mid-1990s has been returned by customers and sold. We purchased relatively few containers in the late 1990's, so few containers have reached the end of their depreciable lives in 2011 and 2012. We expect the percentage of our containers that are fully depreciated to stabilize next year.

Interest expense increased \$2.3 million or 8.9% compared to the second quarter of 2011. The increase from the second quarter of 2011 was due to an increase in our average outstanding debt, partially offset by a decrease in our average effective interest rate. Our average debt balance increased mainly due to new equipment purchases in 2011 and the first half of 2012. Our average effective interest rate decreased by 0.21% in the second quarter of 2012 compared to the second quarter of 2011 mainly due to the issuance of new debt at interest rates lower than those on existing facilities as well as the termination of several interest rate swap agreements. We use interest rate swap agreements to synthetically convert a portion of our floating rate debt to a fixed rate basis to match the duration of our interest rates to the duration of our lease portfolio.

**Credit performance.** Our credit performance remained strong during the second quarter of 2012, and we recorded a reversal of our provision for doubtful accounts of \$0.2 million. However, our concern about credit risk remains heightened due to the difficult market conditions facing our customers and the sizable financial losses many of our shipping line customers experienced in 2011 and the first quarter of 2012. During 2011, excess vessel capacity placed severe pressure on freight rates on the major East/West trade lanes. Effective vessel capacity increased significantly in 2011 due to deliveries of new vessels and the re-introduction of ships that had been laid up in 2009 and 2010. Containerized trade growth was not large enough in 2011 to fully utilize this increased vessel capacity. Higher fuel prices combined with the drop in freight rates to squeeze the profitability of our customers, and many reported large losses in 2011 and the first quarter of 2012. While freight rates improved significantly beginning late in the first quarter of 2012, excess vessel capacity persists and it is anticipated that the volume of new vessels entering service over the next several years will be in excess of trade growth. Accordingly, freight rates and our customers' financial performance are expected to remain under pressure, and the potential for credit losses remains elevated.

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**Operating expenses.** Our direct operating expenses were \$6.0 million during the second quarter of 2012, compared to \$4.4 million during the second quarter of 2011. Our direct operating expenses increased during the second quarter of 2012 due to higher repair and storage costs resulting from a higher volume of redeliveries and slightly lower utilization.

Our administrative expenses were \$11.1 million in the second quarter of 2012 and \$10.6 million during the second quarter of 2011. The limited change in our administrative expenses over the last several years highlights the leverage we have over our fixed costs. TAL has existing business relationships with essentially all of the world's major shipping lines, and our global operating infrastructure covers most of the world's major export and import locations. As a result, we have not needed to significantly grow our organization as we have rapidly grown our business. Over the last three years, the ratio of our administrative expenses to our leasing revenues decreased from 14.5% in 2008 to 9.5% in 2011, and 8.9% in the first half of 2012.

**Dividends**

We paid the following quarterly dividends during the six months ended June 30, 2012 and 2011 on our issued and outstanding common stock:

| <b>Record Date</b> | <b>Payment Date</b> | <b>Aggregate Payment</b> | <b>Per Share Payment</b> |
|--------------------|---------------------|--------------------------|--------------------------|
| June 1, 2012       | June 22, 2012       | \$ 19.2 million          | \$ 0.58                  |
| March 8, 2012      | March 29, 2012      | \$ 18.3 million          | \$ 0.55                  |
| June 2, 2011       | June 23, 2011       | \$ 16.5 million          | \$ 0.50                  |
| March 3, 2011      | March 24, 2011      | \$ 13.8 million          | \$ 0.45                  |

Historically, most of our dividends have been treated as a non-taxable return of capital, and based on our current estimates we believe that our dividends paid in 2012 will also be treated as a non-taxable return of capital to TAL shareholders. The taxability of the dividends to TAL shareholders does not impact TAL's corporate tax position. Investors should consult with a tax advisor to determine the proper tax treatment of these distributions.



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The following table summarizes our results of operations for the three and six months ended June 30, 2012 and 2011 (in thousands of dollars):

|  | Three Months Ended<br>June 30, |                  | Six Months Ended<br>June 30, |                  |
|--|--------------------------------|------------------|------------------------------|------------------|
|  | 2012                           | 2011             | 2012                         | 2011             |
| Leasing revenues                           | \$ 127,855                     | \$ 106,518       | \$ 251,034                   | \$ 206,088       |
| Equipment trading revenues                 | 21,308                         | 12,877           | 35,769                       | 37,093           |
| Management fee income                      | 820                            | 736              | 1,480                        | 1,439            |
| Other revenues                             | 40                             | 90               | 72                           | 129              |
| <b>Total revenues</b>                      | <b>150,023</b>                 | <b>120,221</b>   | <b>288,355</b>               | <b>244,749</b>   |
| Operating expenses (income):               |                                |                  |                              |                  |
| Equipment trading expenses                 | 19,031                         | 10,094           | 31,594                       | 29,383           |
| Direct operating expenses                  | 6,026                          | 4,363            | 11,607                       | 8,463            |
| Administrative expenses                    | 11,128                         | 10,612           | 22,234                       | 21,175           |
| Depreciation and amortization              | 47,169                         | 35,161           | 92,374                       | 67,414           |
| (Reversal) provision for doubtful accounts | (183)                          | 102              | (169)                        | 141              |
| Net (gain) on sale of leasing equipment    | (13,152)                       | (16,899)         | (23,912)                     | (24,784)         |
| <b>Total operating expenses</b>            | <b>70,019</b>                  | <b>43,433</b>    | <b>133,728</b>               | <b>101,792</b>   |
| Operating income                           | 80,004                         | 76,788           | 154,627                      | 142,957          |
| Other expenses:                            |                                |                  |                              |                  |
| Interest and debt expense                  | 28,073                         | 25,750           | 54,698                       | 49,481           |
| Net loss on interest rate swaps            | 6,728                          | 15,139           | 3,756                        | 7,132            |
| <b>Total other expenses</b>                | <b>34,801</b>                  | <b>40,889</b>    | <b>58,454</b>                | <b>56,613</b>    |
| Income before income taxes                 | 45,203                         | 35,899           | 96,173                       | 86,344           |
| Income tax expense                         | 15,906                         | 12,708           | 33,949                       | 30,566           |
| <b>Net income</b>                          | <b>\$ 29,297</b>               | <b>\$ 23,191</b> | <b>\$ 62,224</b>             | <b>\$ 55,778</b> |

**Comparison of Three Months Ended June 30, 2012 to Three Months Ended June 30, 2011**

**Leasing revenues.** The principal components of our leasing revenues are presented in the following table. Per diem revenue represents revenue earned under operating lease contracts; fee and ancillary lease revenue represent fees billed for the pick-up and drop-off of containers in certain geographic locations and billings of certain reimbursable operating costs such as repair and handling expenses; and finance lease revenue represents interest income earned under finance lease contracts.

|                                      | Three Months Ended<br>June 30, |                |
|--------------------------------------|--------------------------------|----------------|
|                                      | 2012                           | 2011           |
|                                      | (in thousands)                 |                |
| Leasing revenues:                    |                                |                |
| Operating lease revenues:            |                                |                |
| Per diem revenue                     | \$ 118,764                     | \$ 97,855      |
| Fee and ancillary lease revenue      | 5,539                          | 4,439          |
| <b>Total operating lease revenue</b> | <b>124,303</b>                 | <b>102,294</b> |
| Finance lease revenue                | 3,552                          | 4,224          |

|                        |    |         |    |         |
|------------------------|----|---------|----|---------|
| Total leasing revenues | \$ | 127,855 | \$ | 106,518 |
|------------------------|----|---------|----|---------|

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Total leasing revenues were \$127.9 million for the three months ended June 30, 2012, compared to \$106.5 million for the three months ended June 30, 2011, an increase of \$21.4 million, or 20.1%.

Per diem revenue increased by \$20.9 million compared to the second quarter of 2011. The primary reasons for the increase are as follows:

\$15.0 million increase due to an increase in the average number of units on hire. This reflects an increase in the average number of units on hire from approximately 762,000 in the second quarter of 2011 to approximately 867,000 in the second quarter of 2012;

\$3.3 million increase due to the recognition of revenue during the second quarter of 2012 for the early termination of certain lease contracts; and

\$1.8 million increase due to higher per diem rates resulting from a significant number of units placed on-hire during 2011 at lease rates exceeding our portfolio average. New dry container prices reached peak levels during the first half of 2011, and our average dry container lease rates increased throughout the year as new containers and sale-leaseback containers were placed on lease and as certain existing leases were re-priced. Our average dry container lease rates have been fairly stable in 2012. New container prices fell back toward historically normal levels toward the end of 2011, and market leasing rates for new containers during the second quarter of 2012 were fairly close to our portfolio average.

Fee and ancillary lease revenue increased \$1.1 million in the second quarter of 2012 primarily due to an increase in repair revenue and fees resulting from increased redeliveries.

Finance lease revenue decreased by \$0.7 million in the second quarter of 2012, primarily due to a decrease in the average size of our finance lease portfolio.

**Equipment Trading Activities.** Equipment trading revenue represents the proceeds on the sale of equipment purchased for resale. Equipment trading expenses represent the cost of equipment sold, including costs associated with the acquisition, maintenance and selling of trading inventory, such as positioning, repairs, handling and storage costs, and estimated direct selling and administrative costs.

|                                 | <b>Three Months Ended<br/>June 30,</b> |                 |
|---------------------------------|--|-----------------|
|                                 | <b>2012</b>                            | <b>2011</b>     |
|                                 | <b>(in thousands)</b>                  |                 |
| Equipment trading revenues      | \$ 21,308                              | \$ 12,877       |
| Equipment trading expenses      | (19,031)                               | (10,094)        |
| <b>Equipment trading margin</b> | <b>\$ 2,277</b>                        | <b>\$ 2,783</b> |

The equipment trading margin decreased \$0.5 million for the three months ended June 30, 2012 compared to the three months ended June 30, 2011. The trading margin decreased primarily due to lower per unit sales margins.

**Direct operating expenses.** Direct operating expenses primarily consist of our costs to repair equipment returned off lease, to store the equipment when it is not on lease and to reposition equipment that has been returned to locations with weak leasing demand.

Direct operating expenses were \$6.0 million for the three months ended June 30, 2012, compared to \$4.4 million for the three months ended June 30, 2011, an increase of \$1.6 million. The primary reasons for the increase are as follows:

\$0.9 million increase in storage and handling costs due to an increase in the number of idle units; and

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\$0.8 million increase in repair costs due to a higher volume of repairs, primarily for our dry and refrigerated containers.

**Administrative expenses.** Administrative expenses were \$11.1 million for the three months ended June 30, 2012 compared to \$10.6 million for the three months ended June 30, 2011, an increase of \$0.5 million, primarily due to increased employee compensation cost, costs related to two secondary stock offerings by our major shareholders, and foreign exchange losses on our Euro denominated assets and liabilities.

**Depreciation and amortization.** Depreciation and amortization was \$47.2 million for the three months ended June 30, 2012, compared to \$35.2 million for the three months ended June 30, 2011, an increase of \$12.0 million or 34.1% primarily due to a net increase in the size of our depreciable fleet. Our average revenue earning assets increased by approximately 14% from the second quarter of 2011 to the second quarter of 2012 due to the large investments we have made in our business. In addition, depreciation expense increased faster than our revenue earning assets mainly due to our fleet demographics. The percentage of our fleet that is fully depreciated has decreased significantly as we have grown the fleet rapidly over the last several years. This increases our depreciation expense relative to our revenue earning assets.

**(Reversal) provision for doubtful accounts.** The reversal of our provision for doubtful accounts was \$0.2 million for the three months ended June 30, 2012, compared to a provision for doubtful accounts of \$0.1 million for the three months ended June 30, 2011. In general, we recorded a reversal of our provision for doubtful accounts due to the absence of any major customer defaults.

**Net (gain) on sale of leasing equipment.** Gain on sale of equipment was \$13.2 million for the three months ended June 30, 2012, compared to a gain of \$16.9 million for the three months ended June 30, 2011, a decrease of \$3.7 million. Gain on sale decreased by \$5.2 million due to lower selling prices and \$3.9 million due to the higher cost of equipment sold, partially offset by an increase of \$5.9 million due to higher sales volumes. The higher cost of equipment sold was driven by the large portion of units sold that had been purchased in a sale-leaseback transaction in the latter half of 2011 for prices higher than the typical book value of our older containers.

**Interest and debt expense.** Interest and debt expense was \$28.1 million for the three months ended June 30, 2012, compared to \$25.8 million for the three months ended June 30, 2011, an increase of \$2.3 million. Interest and debt expense increased by \$3.6 million due to a higher average debt balance of \$2,222.9 million in the second quarter of 2012 compared to \$1,956.2 million in the second quarter of 2011, mostly due to equipment purchases this year and during 2011. This was partially offset by a \$1.3 million decrease due to a lower effective interest rate of 5.00% in the second quarter of 2012 compared to 5.21% in the second quarter of 2011.

**Net loss on interest rate swaps.** Net loss on interest rate swaps was \$6.7 million for the three months ended June 30, 2012, compared to \$15.1 million for the three months ended June 30, 2011. The fair value of our interest rate swap agreements decreased during the second quarter of 2012 due to a decrease in long-term interest rates. Under our interest rate swap agreements, we make interest payments based on fixed interest rates and receive payments based on the applicable prevailing variable interest rate. As long-term interest rates decreased during the second quarter of 2012, the current market rate on interest rate swap agreements with similar terms decreased relative to our existing interest rate swap agreements, which caused their fair value to decline during the quarter.

**Income tax expense.** Income tax expense was \$15.9 million for the three months ended June 30, 2012, compared to \$12.7 million for the three months ended June 30, 2011. The effective tax rates for the three months ended June 30, 2012 and 2011 were 35.2% and 35.4%, respectively.

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While we record income tax expense, we do not currently pay any significant federal, state or foreign income taxes due to the availability of net operating loss carryovers and accelerated tax depreciation for our equipment. The majority of the expense recorded for income taxes is recorded as a deferred tax liability on the balance sheet. We anticipate that the deferred income tax liability will continue to grow for the foreseeable future.

**Comparison of Six Months Ended June 30, 2012 to Six Months Ended June 30, 2011**

**Leasing revenues.** The principal components of our leasing revenues are presented in the following table. Per diem revenue represents revenue earned under operating lease contracts; fee and ancillary lease revenue represent fees billed for the pick-up and drop-off of containers in certain geographic locations and billings of certain reimbursable operating costs such as repair and handling expenses; and finance lease revenue represents interest income earned under finance lease contracts.

|                                      | <b>Six Months Ended<br/>June 30,</b> |                   |
|--------------------------------------|--------------------------------------|-------------------|
|                                      | <b>2012</b>                          | <b>2011</b>       |
|                                      | <b>(in thousands)</b>                |                   |
| <b>Leasing revenues:</b>             |                                      |                   |
| <b>Operating lease revenues:</b>     |                                      |                   |
| Per diem revenue                     | \$ 231,820                           | \$ 189,048        |
| Fee and ancillary lease revenue      | 11,964                               | 8,570             |
| <b>Total operating lease revenue</b> | <b>243,784</b>                       | <b>197,618</b>    |
| Finance lease revenue                | 7,250                                | 8,470             |
| <b>Total leasing revenues</b>        | <b>\$ 251,034</b>                    | <b>\$ 206,088</b> |

Total leasing revenues were \$251.0 million for the six months ended June 30, 2012, compared to \$206.1 million for the six months ended June 30, 2011, an increase of \$44.9 million, or 21.8%.

Per diem revenue increased by \$42.8 million compared to 2011. The primary reasons for the increase are as follows:

\$33.5 million increase due to an increase in the average number of units on hire. This reflects an increase in the average number of units on hire from approximately 742,000 in the six months ended June 30, 2011 to approximately 853,000 in the six months ended June 30, 2012;

\$5.5 million increase due to higher per diem rates resulting from a significant number of units placed on-hire during 2011 at lease rates exceeding our portfolio average. New dry container prices reached peak levels during the first half of 2011, and our average dry container lease rates increased throughout the year as new containers and sale-leaseback containers were placed on lease and as certain existing leases were re-priced. Our average dry container lease rates have been fairly stable in 2012. New container prices fell back toward historically normal levels toward the end of 2011, and market leasing rates for new containers during the first half of 2012 were fairly close to our portfolio average; and

\$3.3 million increase due to the recognition of revenue during the second quarter of 2012 for the early termination of certain lease contracts.

Fee and ancillary lease revenue increased \$3.4 million as compared to the prior year primarily due to an increase in repair revenue and fees resulting from increased redeliveries.

Finance lease revenue decreased by \$1.2 million primarily due to a decrease in the average size of our finance lease portfolio.

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**Equipment Trading Activities.** Equipment trading revenue represents the proceeds on the sale of equipment purchased for resale. Equipment trading expenses represent the cost of equipment sold, including costs associated with the acquisition, maintenance and selling of trading inventory, such as positioning, repairs, handling and storage costs, and estimated direct selling and administrative costs.

|                            | Six Months Ended<br>June 30, |           |
|----------------------------|------------------------------|-----------|
|                            | 2012                         | 2011      |
|                            | (in thousands)               |           |
| Equipment trading revenues | \$ 35,769                    | \$ 37,093 |
| Equipment trading expenses | (31,594)                     | (29,383)  |
| Equipment trading margin   | \$ 4,175                     | \$ 7,710  |

The equipment trading margin decreased \$3.5 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011. The trading margin decreased due to lower per unit sales margins and lower sales volumes.

**Direct operating expenses.** Direct operating expenses primarily consist of our costs to repair equipment returned off lease, to store the equipment when it is not on lease and to reposition equipment that has been returned to locations with weak leasing demand.

Direct operating expenses were \$11.6 million for the six months ended June 30, 2012, compared to \$8.5 million for the six months ended June 30, 2011, an increase of \$3.1 million. The primary reasons for the increase are as follows:

\$1.9 million increase in storage and handling costs due to an increase in the number of idle units; and

\$1.7 million increase in repair costs due to a higher volume of repairs, primarily for our dry and refrigerated containers.

**Administrative expenses.** Administrative expenses were \$22.2 million for the six months ended June 30, 2012 compared to \$21.2 million for the six months ended June 30, 2011, an increase of \$1.0 million, or 4.7%, primarily due to increased compensation cost, costs related to two secondary share offerings by our major shareholders and foreign exchange losses on our Euro denominated assets and liabilities.

**Depreciation and amortization.** Depreciation and amortization was \$92.4 million for the six months ended June 30, 2012, compared to \$67.4 million for the six months ended June 30, 2011, an increase of \$25.0 million or 37.1% primarily due to a net increase in the size of our depreciable fleet. Our average revenue earning assets in the six months ended June 30, 2012 increased by approximately 18% from the six months ended June 30, 2011 due to the large investments we have made in our business. In addition, depreciation expense increased faster than our revenue earning assets mainly due to our fleet demographics. The percentage of our fleet that is fully depreciated has decreased significantly as we have grown the fleet rapidly over the last several years. This increases our depreciation expense relative to our revenue earning assets.

**(Reversal) provision for doubtful accounts.** The reversal of our provision for doubtful accounts was \$0.2 million for the six months ended June 30, 2012, compared to a provision for doubtful accounts of \$0.1 million for the six months ended June 30, 2011. In general, we recorded a reversal of our provision for doubtful accounts due to the absence of any major customer defaults.

**Net (gain) on sale of leasing equipment.** Gain on sale of equipment was \$23.9 million for the six months ended June 30, 2012, compared to \$24.8 million for the six months ended June 30, 2011, a decrease of \$0.9 million. Gain on sale decreased by \$6.8 million due to lower selling prices and \$7.4

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million due to the higher cost of equipment sold, mainly offset by an increase of \$13.4 million due to higher sales volumes. The higher cost of equipment sold was driven by the large portion of units sold that had been purchased in a sale-leaseback transaction in the latter half of 2011 for prices higher than the typical book value of our older containers.

**Interest and debt expense.** Interest and debt expense was \$54.7 million for the six months ended June 30, 2012, compared to \$49.5 million for the six months ended June 30, 2011, an increase of \$5.2 million. Interest and debt expense increased by \$8.5 million due to a higher average debt balance of \$2,196.3 million in the six months ended June 30, 2012 compared to \$1,891.0 million in the six months ended June 30, 2011 due to new equipment purchases this year and during 2011. This was partially offset by a \$3.3 million decrease due to a lower effective interest rate of 4.93% in the six months ended June 30, 2012 compared to 5.20% in the six months ended June 30, 2011.

**Net loss on interest rate swaps.** Net loss on interest rate swaps was \$3.8 million for the six months ended June 30, 2012, compared to a net loss of \$7.1 million for the six months ended June 30, 2011. The fair value of our interest rate swap agreements decreased during the six months ended June 30, 2012 due to a decrease in long-term interest rates. Under our interest rate swap agreements, we make interest payments based on fixed interest rates and receive payments based on the applicable prevailing variable interest rate. As long-term interest rates decreased during the first half of 2012, the current market rate on interest rate swap agreements with similar terms decreased relative to our existing interest rate swap agreements, which caused their fair value to decline.

**Income tax expense.** Income tax expense was \$33.9 million for the six months ended June 30, 2012, compared to \$30.6 million for the six months ended June 30, 2011. The effective tax rates for the six months ended June 30, 2012 and 2011 were 35.3% and 35.4%, respectively.

While we record income tax expense we do not currently pay any significant federal, state or foreign income taxes due to the availability of net operating loss carryovers and accelerated tax depreciation for our equipment. The majority of the expense recorded for income taxes is recorded as a deferred tax liability on the balance sheet. We anticipate that the deferred income tax liability will continue to grow for the foreseeable future.

**Business Segments**

We operate our business in one industry, intermodal transportation equipment, and in two business segments, Equipment leasing and Equipment trading.

**Equipment leasing**

We own, lease and ultimately dispose of containers and chassis from our lease fleet, as well as manage containers owned by third parties. Equipment leasing segment revenues represent leasing revenues from operating and finance leases, fees earned on managed container leasing activities, as well as other revenues. Expenses related to equipment leasing include direct operating expenses, administrative expenses, depreciation expense, and interest expense. The Equipment leasing segment also includes gains and losses on the sale of owned leasing equipment.

Table of Contents**Segment Comparison of Three Months Ended June 30, 2012 to Three Months Ended June 30, 2011**

The following table lists selected revenue and expense items for our Equipment leasing segment for the three months ended June 30, 2012 and 2011:

|   | <b>Three Months Ended<br/>June 30,</b> |                  |
|---|--|------------------|
|   | <b>2012</b>                            | <b>2011</b>      |
|   | <b>(in thousands)</b>                  |                  |
| <b>Equipment leasing segment:</b>       |  |                  |
| Total revenues                          | \$ 126,771                             | \$ 106,416       |
| Depreciation and amortization           | 46,202                                 | 35,019           |
| Interest and debt expense               | 27,287                                 | 25,237           |
| Net (gain) on sale of leasing equipment | (13,152)                               | (16,899)         |
| <b>Income before income taxes(1)</b>    | <b>\$ 49,752</b>                       | <b>\$ 48,141</b> |

(1)

Income before income taxes excludes net losses on interest rate swaps of \$6.7 million and \$15.1 million for the three months ended June 30, 2012 and 2011, respectively.

*Equipment leasing revenue.* Total revenue for the Equipment leasing segment was \$126.8 million in the three months ended June 30, 2012 compared to \$106.4 million in the three months ended June 30, 2011, an increase of \$20.4 million, or 19.2%. The primary reasons for the increase are as follows:

\$15.0 million increase due to an increase in the average number of units on hire. This reflects an increase in the average number of units on hire in our fleet;

\$3.3 million increase due to the recognition of revenue during the second quarter of 2012 for the early termination of certain lease contracts;

\$1.8 million increase due to higher per diem rates resulting from a significant number of units placed on-hire during 2011 at lease rates exceeding our portfolio average;

\$1.1 million increase in fee and ancillary lease revenue primarily due to an increase in repair revenue and fees resulting from increased redeliveries; and

\$0.7 million decrease in finance lease revenue primarily due to a decrease in the average size of our finance lease portfolio.

*Equipment leasing income before income taxes.* Income before income taxes for the Equipment leasing segment was \$49.8 million in the three months ended June 30, 2012 compared to \$48.1 million in the three months ended June 30, 2011, an increase of \$1.7 million. The primary reasons for the increase in income before income taxes are as follows:

\$20.4 million increase in Equipment leasing revenue in the second quarter of 2012;

\$3.7 million decrease in gain on the sale of leasing equipment primarily due to lower selling prices and the higher cost of equipment sold, partially offset by higher sales volumes;



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\$11.2 million increase in depreciation expense primarily due to a net increase in the size of the depreciable fleet;

\$2.1 million increase in interest and debt expense due to a higher average debt balance mostly due to equipment purchases this year and during 2011, partially offset by a lower effective interest rate; and

\$1.6 million increase in direct operating expense from \$4.4 million for the three months ended June 30, 2011 to \$6.0 million for the three months ended June 30, 2012 primarily due to higher storage, handling and repair costs.

Table of Contents**Segment Comparison of Six Months Ended June 30, 2012 to Six Months Ended June 30, 2011**

The following table lists selected revenue and expense items for our Equipment leasing segment for the six months ended June 30, 2012 and 2011:

|   | Six Months Ended<br>June 30, |               |
|---|------------------------------|---------------|
|   | 2012                         | 2011          |
|   | (in thousands)               |               |
| <b>Equipment leasing segment:</b>       |                              |               |
| Total revenues                          | \$ 248,576                   | \$ 205,796    |
| Depreciation and amortization           | 90,372                       | 67,265        |
| Interest and debt expense               | 53,068                       | 48,458        |
| Net (gain) on sale of leasing equipment | (23,912)                     | (24,784)      |
| <b>Income before income taxes(1)</b>    | <b>95,921</b>                | <b>85,617</b> |

- (1) Income before income taxes excludes net losses on interest rate swaps of \$3.8 million and \$7.1 million for the six months ended June 30, 2012 and 2011, respectively.

*Equipment leasing revenue.* Total revenue for the Equipment leasing segment was \$248.6 million in the six months ended June 30, 2012 compared to \$205.8 million in the six months ended June 30, 2011, an increase of \$42.8 million, or 20.8%. The primary reasons for the increase are as follows:

\$33.5 million increase due to an increase in the average number of units on hire. This reflects an increase in the average number of units on hire in our fleet;

\$5.5 million increase due to higher per diem rates resulting from a significant number of units placed on-hire during 2011 at lease rates exceeding our portfolio average;

\$3.3 million increase due to the recognition of revenue during the second quarter of 2012 for the early termination of certain lease contracts;

\$3.4 million increase in fee and ancillary lease revenue primarily due to an increase in repair revenue and fees resulting from increased redeliveries; and

\$1.2 million decrease in finance lease revenue primarily due to a decrease in the average size of our finance lease portfolio.

*Equipment leasing income before income taxes.* Income before income taxes for the Equipment leasing segment was \$95.9 million in the six months ended June 30, 2012 compared to \$85.6 million in the six months ended June 30, 2011, an increase of \$10.3 million. The primary reasons for the increase in income before income taxes are as follows:

\$42.8 million increase in Equipment leasing revenue in the first half of 2012;

\$0.9 million decrease in gain on the sale of leasing equipment primarily due to lower selling prices and the higher cost of equipment sold, mainly offset by higher sales volumes.

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\$23.1 million increase in depreciation expense, primarily due to a net increase in the size of the depreciable fleet; and

\$4.6 million increase in interest and debt expense due to a higher average debt balance mostly due to equipment purchases this year and during 2011, partially offset by a lower effective interest rate.

Table of Contents**Equipment trading**

We purchase containers from shipping line customers and other sellers of containers, and resell these containers to container traders and users of containers for storage or one-way shipment. Equipment trading segment revenues represent the proceeds on the sale of containers purchased for resale. Also included in Equipment trading segment revenues are leasing revenues from equipment purchased for resale that is currently on lease until containers are dropped off. Equipment trading expenses represent the cost of equipment sold, including costs associated with the acquisition, maintenance and selling of trading inventory, such as positioning, repairs, handling and storage costs, and estimated direct selling and administrative costs. Other expenses in this segment include administrative overhead expenses, depreciation expense, (reversal) provision for doubtful accounts and interest expense.

**Segment Comparison of Three Months Ended June 30, 2012 to Three Months Ended June 30, 2011**

The following table lists selected revenue and expense items for our Equipment trading segment for the three months ended June 30, 2012 and 2011:

|                                      | <b>Three Months Ended</b> |              |
|--------------------------------------|---------------------------|--------------|
|                                      | <b>June 30,</b>           |              |
|                                      | <b>2012</b>               | <b>2011</b>  |
|                                      | <b>(in thousands)</b>     |              |
| <b>Equipment trading segment:</b>    |                           |              |
| Total leasing revenues               | \$ 1,944                  | \$ 928       |
| Equipment trading revenues           | 21,308                    | 12,877       |
| Equipment trading expenses           | (19,031)                  | (10,094)     |
| <b>Equipment trading margin</b>      | <b>2,277</b>              | <b>2,783</b> |
| Interest and debt expense            | 786                       | 513          |
| <b>Income before income taxes(1)</b> | <b>2,179</b>              | <b>2,897</b> |

(1) Income before income taxes excludes net losses on interest rate swaps of \$6.7 million and \$15.1 million for the three months ended June 30, 2012 and 2011, respectively.

*Equipment trading margin.* The Equipment trading margin, the difference between Equipment trading revenues and expenses, decreased \$0.5 million for the three months ended June 30, 2012 compared to the three months ended June 30, 2011. The trading margin decreased primarily due to lower per unit sales margins.

*Equipment trading income before income taxes.* Income before income taxes for the Equipment trading segment was \$2.2 million in the three months ended June 30, 2012 compared to \$2.9 million in the three months ended June 30, 2011. Income before income taxes decreased primarily due to a decrease in the Equipment trading margin.

Table of Contents**Segment Comparison of Six Months Ended June 30, 2012 to Six Months Ended June 30, 2011**

The following table lists selected revenue and expense items for our Equipment trading segment for the six months ended June 30, 2012 and 2011:

|                                      | <b>Six Months Ended<br/>June 30,</b> |              |
|--------------------------------------|--------------------------------------|--------------|
|                                      | <b>2012</b>                          | <b>2011</b>  |
|                                      | <b>(in thousands)</b>                |              |
| <b>Equipment trading segment:</b>    |                                      |              |
| Total leasing revenues               | \$ 4,010                             | \$ 1,860     |
| Equipment trading revenues           | 35,769                               | 37,093       |
| Equipment trading expenses           | (31,594)                             | (29,383)     |
| <b>Equipment trading margin</b>      | <b>4,175</b>                         | <b>7,710</b> |
| Interest and debt expense            | 1,630                                | 1,023        |
| <b>Income before income taxes(1)</b> | <b>4,008</b>                         | <b>7,859</b> |

(1) Income before income taxes excludes net losses on interest rate swaps of \$3.8 million and \$7.1 million for the six months ended June 30, 2012 and 2011, respectively.

*Equipment trading margin.* The Equipment trading margin, the difference between Equipment trading revenues and expenses, decreased \$3.5 million for the six months ended June 30, 2012 compared to the six months ended June 30, 2011. The trading margin decreased primarily due to lower per unit sales margins and lower sales volumes.

*Equipment trading income before income taxes.* Income before income taxes for the Equipment trading segment was \$4.0 million in the six months ended June 30, 2012 compared to \$7.9 million in the six months ended June 30, 2011. Income before income taxes decreased primarily due to a decrease in the Equipment trading margin.

**Liquidity and Capital Resources**

Our principal sources of liquidity are cash flows provided by operating activities, proceeds from the sale of our leasing equipment, principal payments on finance lease receivables and borrowings under our credit facilities. Our cash in-flows and borrowings are used to finance capital expenditures, meet debt service requirements and pay dividends.

We continue to have sizable cash in-flows. For the twelve months ended June 30, 2012, cash provided by operating activities, together with the proceeds from the sale of our leasing equipment and principal payments on our finance leases, was \$488.3 million. In addition, as of June 30, 2012, we had \$56.3 million of unrestricted cash and \$530.0 million of additional borrowing capacity under our current credit facilities.

During the six months ended June 30, 2012, we issued \$250 million of fixed rate secured notes under the ABS facilities, completed a private placement of notes for \$153 million, and increased the size of our asset backed warehouse facility by \$185 million to bring its maximum availability to \$585 million. We have since increased the size of our asset backed warehouse facility from \$585 million to \$600 million in July 2012.

As of June 30, 2012, major committed cash outflows in the next 12 months include \$430.8 million of committed but unpaid capital expenditures and \$310.0 million of scheduled principal payments on our existing debt facilities.

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We believe that cash provided by operating activities and existing cash, proceeds from the sale of our leasing equipment, principal payments on our finance lease receivables and availability under our borrowing facilities will be sufficient to meet our obligations over the next 12 months.

At June 30, 2012, our outstanding indebtedness was comprised of the following (amounts in millions):

|  | <b>Current<br/>Amount<br/>Outstanding</b> | <b>Current<br/>Maximum<br/>Borrowing<br/>Level</b> |
|--|---|--|
| Asset backed securitization term notes (ABS) | \$ 1,376.0                                | \$ 1,376.0   |
| Term loan facilities                         | 692.4                                     | 692.4  |
| Asset backed warehouse facility              | 65.0                                      | 585.0  |
| Revolving credit facility                    | 90.0                                      | 100.0  |
| Capital lease obligations                    | 135.8                                     | 135.8  |
| <br>Total Debt                               | <br>\$ 2,359.2                            | <br>\$ 2,889.2                                     |

The maximum commitment levels depicted in the chart above may not reflect the actual availability under all of the credit facilities. Certain of these facilities are governed by borrowing bases that limit borrowing capacity to an established percentage of relevant assets.

As of June 30, 2012, we had \$1,270.0 million of debt outstanding on facilities with fixed interest rates and \$1,089.2 million of debt outstanding on facilities with interest rates based on floating rate indices (primarily LIBOR). We economically hedge the risks associated with fluctuations in interest rates on our floating rate borrowings by entering into interest rate swap agreements that convert a portion of our floating rate debt to a fixed rate basis, thus reducing the impact of interest rate changes on future interest expense. As of June 30, 2012, we had interest rate swaps in place with a total notional value of \$823.7 million to fix the floating interest rates on a portion of our floating rate debt obligations.

***Debt Covenants***

We are subject to certain financial covenants under our debt agreements. At June 30, 2012, we were in compliance with all such covenants. Below are the primary financial covenants to which we are subject:

Minimum Earnings Before Interest and Taxes ("Covenant EBIT") to Cash Interest Expense;

Minimum Tangible Net Worth ("TNW"); and

Maximum Indebtedness to TNW.

*Non-GAAP Measures*

We primarily rely on our results measured in accordance with generally accepted accounting principles ("GAAP") in evaluating our business. Covenant EBIT, Cash Interest Expense, TNW, and Indebtedness are non-GAAP financial measures defined in our debt agreements that are used to determine our compliance with certain covenants contained in our debt agreements and should not be used as a substitute for analysis of our results as reported under GAAP. However, we believe that the inclusion of this non-GAAP information provides additional information to investors regarding our debt covenant compliance.

Table of Contents*Minimum Covenant EBIT to Cash Interest Expense*

For the purpose of this covenant, Covenant EBIT is calculated based on the cumulative sum of our earnings for the last four quarters (excluding income taxes, interest expense, amortization, net gain or loss on interest rate swaps and certain non-cash charges). Cash Interest Expense is calculated based on interest expense adjusted to exclude interest income, amortization of deferred financing costs, and the difference between current and prior period interest expense accruals.

Minimum Covenant EBIT to Cash Interest Expense is calculated on a consolidated basis and for certain of our wholly-owned special purpose entities ("SPEs"), whose primary activity is to issue asset backed notes. Covenant EBIT for each of our SPEs is calculated based on the net earnings generated by the assets pledged as collateral for the underlying debt issued. The actual Covenant EBIT to Cash Interest Expense ratio for each SPE may differ depending on the specific net earnings associated with those pledged assets. As of June 30, 2012, the required and actual Consolidated Covenant EBIT to Cash Interest Expense ratio and Covenant EBIT to Cash Interest Expense ratio for each of the issuers of our debt facilities whose initial borrowing capacity was approximately \$200 million or greater were as follows:

| <b>Entity/Issuer</b>   | <b>Minimum<br/>Covenant EBIT to<br/>Cash Interest<br/>Expense Ratio</b> | <b>Actual<br/>Covenant EBIT to<br/>Cash Interest<br/>Expense Ratio</b> |
|------------------------|---|--|
| Consolidated           | 1.10  | 2.97   |
| TAL Advantage I, LLC   | 1.10  | 3.64   |
| TAL Advantage II, LLC  | 1.10  | 2.03   |
| TAL Advantage III, LLC | 1.30  | 2.65   |
| TAL Advantage IV, LLC  | 1.10  | 2.25   |

*Minimum TNW and Maximum Indebtedness to TNW Covenants*

We are required to meet consolidated Minimum TNW and Maximum Indebtedness to TNW covenants. For the purposes of calculating these covenants, all amounts are based on the consolidated balance sheet of TAL International Group, Inc. TNW is calculated as total tangible assets less total indebtedness, which includes equipment purchases payable and, in certain cases, the fair value of derivative instruments liability.

For the majority of our debt facilities, the required Minimum TNW is calculated as \$321.4 million plus 50% of cumulative net income or loss since January 1, 2006. As of June 30, 2012, the required Minimum TNW and actual TNW for each of our SPEs were \$530.3 million and \$849.1 million, respectively. As of June 30, 2012, the required and actual Maximum Indebtedness to TNW ratios for each of our debt facilities whose initial borrowing capacity was approximately \$200 million or greater was as follows:

| <b>Entity/Issuer</b>   | <b>Maximum<br/>Indebtedness<br/>to TNW Ratio</b> | <b>Actual<br/>Indebtedness<br/>to TNW Ratio</b> |
|------------------------|--|---|
| TAL Advantage I, LLC   | 4.75   | 3.00  |
| TAL Advantage II, LLC  | 4.75   | 2.92  |
| TAL Advantage III, LLC | 4.75   | 2.92  |
| TAL Advantage IV, LLC  | 4.75   | 2.92  |

As of June 30, 2012, our outstanding debt on facilities whose initial borrowing capacity was approximately \$200 million or greater was approximately \$1,609.9 million.

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Failure to comply with these covenants would result in a default under the related credit agreements and could result in the acceleration of our outstanding debt if we were unable to obtain a waiver from the creditors.

**Cash Flow**

The following table sets forth certain cash flow information for the six months ended June 30, 2012 and 2011 (in thousands):

|   | Six Months Ended<br>June 30, |              |
|---|------------------------------|--------------|
|   | 2012                         | 2011         |
| Net cash provided by operating activities                           | \$ 149,698                   | \$ 100,860   |
| Net cash provided by (used in) investing activities:                |                              |              |
| Purchases of leasing equipment                                      | \$ (396,006)                 | \$ (574,154) |
| Investment in finance leases  |                              | (2,614)      |
| Proceeds from sale of equipment, net of selling costs               | 64,728                       | 53,731       |
| Cash collections on finance lease receivables, net of income earned | 17,037                       | 18,033       |
| Other   | 91                           | 13           |
| Net cash (used in) investing activities                             | \$ (314,150)                 | \$ (504,991) |
| Net cash provided by financing activities                           | \$ 79,883                    | \$ 401,983   |

***Operating Activities***

Net cash provided by operating activities increased by \$48.8 million to \$149.7 million in the six months ended June 30, 2012, compared to \$100.9 million in the six months ended June 30, 2011 primarily due to an increase in earnings excluding depreciation and taxes of \$34.8 million. In addition, the timing of equipment purchase and resale activity resulted in a \$16.3 million increase in cash provided by operating activities. We had net sales of trading equipment of \$4.2 million in the six months ended June 30, 2012, compared to net purchases of trading equipment of \$12.1 million in the six months ended June 30, 2011. A significant portion of the trading equipment sold during the six months ended June 30, 2012 had been purchased in 2011.

***Investing Activities***

Net cash used in investing activities decreased by \$190.8 million to \$314.2 million in the six months ended June 30, 2012 compared to \$505.0 million in the six months ended June 30, 2011. This decrease was primarily due to a decrease of \$180.8 million in purchases of leasing equipment. During 2011, most of our new equipment was accepted and paid for early in the year, whereas in 2012, new equipment orders have been spread more evenly through the year. This decrease in net cash used in investing activities was partially offset by an increase in sales proceeds resulting from higher sales volumes.

***Financing Activities***

Net cash provided by financing activities was \$79.9 million compared to \$402.0 million in the six months ended June 30, 2012 and 2011, respectively. The major changes were as follows:

During the six months ended June 30, 2012, we had net borrowings of \$118.8 million under our various debt facilities compared to net borrowings of \$358.1 million in the six months ended June 30, 2011. In the six months ended June 30, 2012, we paid \$37.5 million in dividends compared to \$30.3



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million paid during the six months ended June 30, 2011. In addition, we sold 2,500,000 shares of common stock for net proceeds of \$85.7 million during the six months ended June 30, 2011.

**Contractual Obligations**

We are party to various operating and capital leases and are obligated to make payments related to our long term borrowings. We are also obligated under various commercial commitments, including obligations to our equipment manufacturers. Our equipment manufacturer obligations are in the form of conventional accounts payable, and are satisfied by cash flows from operating and long term financing activities.

The following table summarizes our contractual obligations and commercial commitments as of June 30, 2012:

| Contractual Obligations:             | Total             | Contractual Obligations by Period |                 |                 |                 | 2016 and thereafter |
|--------------------------------------|-------------------|-----------------------------------|-----------------|-----------------|-----------------|---------------------|
|                                      |                   | Remaining 2012                    | 2013            | 2014            | 2015            |                     |
|                                      |                   | (dollars in millions)             |                 |                 |                 |                     |
| Total debt obligations(1)            | \$ 2,675.7        | \$ 198.4                          | \$ 412.0        | \$ 398.4        | \$ 367.7        | \$ 1,299.2          |
| Capital lease obligations(2)         | 156.5             | 5.8                               | 20.4            | 24.0            | 39.8            | 66.5                |
| Operating leases (mainly facilities) | 7.9               | 0.7                               | 1.3             | 1.0             | 0.7             | 4.2                 |
| Purchase obligations:                |                   |                                   |                 |                 |                 |                     |
| Equipment purchases payable          | 116.0             | 116.0                             |                 |                 |                 |                     |
| Equipment purchase commitments       | 314.8             | 288.4                             | 26.4            |                 |                 |                     |
| <b>Total contractual obligations</b> | <b>\$ 3,270.9</b> | <b>\$ 609.3</b>                   | <b>\$ 460.1</b> | <b>\$ 423.4</b> | <b>\$ 408.2</b> | <b>\$ 1,369.9</b>   |

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- (1) Amounts include actual and estimated interest for floating-rate debt based on June 30, 2012 rates and the net effect of our interest rate swaps.
- (2) Amounts include interest.

**Off-Balance Sheet Arrangements**

As of June 30, 2012, we did not have any relationships with unconsolidated entities or financial partnerships, such entities which are often referred to as structured finance or special purpose entities, which were established for the purpose of facilitating off-balance sheet arrangements. We are, therefore, not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

**Critical Accounting Policies**

Our consolidated financial statements have been prepared in conformity with United States generally accepted accounting principles, which require us to make estimates and assumptions that affect the amounts and disclosures reported in the consolidated financial statements and accompanying notes. Our estimates are based on historical experience and currently available information. Actual results could differ from such estimates. Our critical accounting policies are discussed in our 2011 Form 10-K filed with the SEC on February 22, 2012.

**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 interest rates, foreign exchange rates and equity prices. Changes in these factors could cause fluctuations in the results of our operations and cash flows. In the ordinary course of business, we are exposed to interest rate and foreign currency exchange rate risks.

Table of Contents**Interest Rate Risk**

We enter into interest rate swap agreements to fix the interest rates on a portion of our floating rate debt. We assess and manage the external and internal risk associated with these derivative instruments in accordance with our overall operating goals. External risk is defined as those risks outside of our direct control, including counterparty credit risk, liquidity risk, systemic risk and legal risk. Internal risk relates to those operational risks within the management oversight structure and includes actions taken in contravention of our policy.

The primary external risk of our interest rate swap agreements is counterparty credit exposure, which is defined as the ability of a counterparty to perform its financial obligations under a derivative agreement. All of our derivative agreements are with highly rated financial institutions. Credit exposures are measured based on the market value of outstanding derivative instruments. Both current and potential exposures are calculated for each derivative agreement to monitor counterparty credit exposure.

As of June 30, 2012, we had in place total interest rate swap agreements to fix interest rates on a portion of our borrowings under debt facilities with floating interest rates as summarized below:

| <b>Total Notional<br/>Amount</b> | <b>Weighted Average<br/>Fixed Leg Interest Rate</b> | <b>Weighted<br/>Average<br/>Remaining Term</b> |
|----------------------------------|---|--|
| \$823.7 million                  | 3.08%   | 4.1 years                                      |

Changes in the fair value of these interest rate swap agreements are recognized in the consolidated statements of operations as net gains or losses on interest rate swaps as we do not apply hedge accounting treatment for these agreements. For the three months ended June 30, 2012 and 2011, our net loss on interest rate swaps was \$6.7 million and \$15.1 million, respectively. For the six months ended June 30, 2012 and 2011, our net loss on interest rate swaps was \$3.8 million and \$7.1 million, respectively.

Since approximately 76% of our floating rate debt is economically hedged using interest rate swaps, our interest expense is not significantly affected by changes in interest rates. However, a 100 basis point increase in the interest rates on our floating rate debt (primarily LIBOR) would result in an increase of approximately \$2.0 million in interest expense over the next 12 months on the portion of our floating rate debt that is not economically hedged as of June 30, 2012.

**Foreign Currency Exchange Rate Risk**

Although we have significant foreign based operations, the U.S. dollar is the operating currency for the large majority of our leases and obligations, and most of our revenues and expenses in the six months ended June 30, 2012 and 2011 were denominated in U.S. dollars. However, we pay our non-U.S. staff in local currencies, and certain of our direct operating expenses and disposal transactions for our older containers are structured in foreign currencies.

For the three months ended June 30, 2012 and 2011, we recorded net foreign currency exchange losses of \$0.1 million and net foreign currency exchange gains of approximately nine thousand, respectively. For the six months ended June 30, 2012 and 2011, we recorded net foreign currency exchange losses of \$0.2 million and net foreign currency exchange gains of \$0.1 million, respectively. These gains and losses resulted primarily from fluctuations in exchange rates related to our Euro and Pound Sterling transactions and related assets and liabilities.

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In April 2008, we entered into foreign currency rate swap agreements to exchange Euros for U.S. dollars based on expected payments under our Euro denominated finance lease receivables. The foreign currency rate swap agreements expire in April 2015. The fair value of these derivative agreements was \$0.8 million as of June 30, 2012, and is reported as an asset in fair value of derivative instruments on our consolidated balance sheet.

**ITEM 4. CONTROLS AND PROCEDURES.**

Based upon the required evaluation of our disclosure controls and procedures, our President and Chief Executive Officer and our Senior Vice President and Chief Financial Officer concluded that as of June 30, 2012 our disclosure controls and procedures were adequate and effective to ensure that information was gathered, analyzed and disclosed on a timely basis.

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our fiscal quarter ended June 30, 2012, that 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 are a party to litigation matters arising in connection with the normal course of our business. While we cannot predict the outcome of these matters, in the opinion of our management, based on information presently available to us, we believe that we have adequate legal defenses, reserves or insurance coverage and any liability arising from these matters will not have a material adverse effect on our business. Nevertheless, unexpected adverse future events, such as an unforeseen development in our existing proceedings, a significant increase in the number of new cases or changes in our current insurance arrangements could result in liabilities that have a material adverse impact on our business.

**ITEM 1A. RISK FACTORS.**

For a detailed discussion of our risk factors, refer to our 2011 Form 10-K filed with the Securities and Exchange Commission on February 22, 2012.

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

On March 13, 2006, our Board of Directors authorized a stock repurchase program for the repurchase of our common stock. The stock repurchase program, as amended, authorizes us to repurchase up to 4.0 million shares of our common stock. There were no repurchases of stock during the three months ended June 30, 2012.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

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**ITEM 6. EXHIBITS.**

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 4.50*                 | Series 2012-1 Supplement dated as of May 22, 2012 by and between TAL Advantage IV, LLC and Wells Fargo Bank, National Association as Indenture Trustee   |
| 4.51*                 | Series 2012-1 Note Purchase Agreement dated as of May 10, 2012 by and between TAL Advantage IV, LLC, TAL International Container Corporation, Merrill Lynch Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Nomura Securities International, Inc., Suntrust Robinson Humphrey, Inc., RBC Capital Markets, LLC and RBS Securities Inc. |
| 31.1*                 | Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended  |
| 31.2*                 | Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended  |
| 32.1*                 | Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350  |
| 32.2*                 | Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350  |
| 101.INS**             | XBRL Instance Document   |
| 101.SCH**             | XBRL Instance Extension Schema   |
| 101.CAL**             | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF**             | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB**             | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE**             | XBRL Taxonomy Extension Presentation Linkbase  |

\*  
Filed herewith.

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

