

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF MODULAR SPACE INTERMEDIATE HOLDINGS, INC.,
MODULAR SPACE CORPORATION, RESUN MODSPACE, INC., MODSPACE
GOVERNMENT FINANCIAL SERVICES, INC., MODSPACE FINANCIAL SERVICES
CANADA, LTD., RESUN CHIPPEWA, LLC AND MODULAR SPACE HOLDINGS,
INC. (THE "DEBTORS")**

**APPLICATION OF MODULAR SPACE CORPORATION UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED**

**APPLICATION RECORD
(Returnable December 27, 2016)**

Volume 3 of 3

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide St. W.
Toronto, ON M5H 4E3

ROGER JAIPARGAS / LSUC # 43275C

Tel: 416-367-6266
Email: rjaipargas@blg.com

EVITA FERREIRA / LSUC# 69967K

Tel: 416-367-6708
Email: eferreira@blg.com

**Lawyers for Modular Space Holdings, Inc., Modular
Space Intermediate Holdings, Inc., Modular Space
Corporation, Resun ModSpace, Inc., ModSpace
Government Financial Services, Inc., ModSpace
Financial Services Canada, Ltd. and Resun
Chippewa, LLC**

I swear that this is Exhibit "Q" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017

David Orlofsky
DAVID ORLOFSKY

Government Corporation/Non-Profit Search of Alberta ■ Corporate Registration System

Date of Search: 2016/12/20
 Time of Search: 03:23 PM
 Search provided by: BORDEN LADNER GERVAIS LLP

Service Request Number: 26252847
 Customer Reference Number: 020821/01

Corporate Access Number: 2012945263

Legal Entity Name: MODSPACE FINANCIAL SERVICES CANADA, LTD.

Name History:

Previous Legal Entity Name	Date of Name Change (YYYY/MM/DD)
MOON CANADIAN ACQUISITION I LTD.	2007/03/15

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2007/01/18 YYYY/MM/DD

Registered Office:

Street: 1900, 520 - 3RD AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0R3

Records Address:

Street: 1900, 520 - 3RD AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0R3

Directors:

Last Name: MINGAY
First Name: PAUL
Middle Name: A. D.
Street/Box Number: 173 CORTLEIGH BLVD
City: TORONTO
Province: ONTARIO
Postal Code: M5N 1P6

Last Name: PAQUIN
First Name: CHARLES
Middle Name: R.
Street/Box Number: 330 LEOPARD ROAD
City: BERWYN
Province: PENNSYLVANIA
Postal Code: 19312

Voting Shareholders:

Last Name: MODULAR SPACE CORPORATION
Street: 1200 EAST SWEDES FORD ROAD
City: BERWYN
Province: PENNSYLVANIA
Postal Code: 19312
Percent Of Voting Shares: 100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: UNLIMITED NUMBER OF COMMON SHARES
Share Transfers Restrictions: NO SECURITIES OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS.
Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SCHEDULE "B" ATTACHED

Other Information:**Last Annual Return Filed:**

File Year	Date Filed (YYYY/MM/DD)
2016	2016/03/10

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/01/18	Incorporate Alberta Corporation
2007/03/15	Name Change Alberta Corporation
2009/02/26	Change Director / Shareholder
2011/01/18	Change Address
2016/03/10	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Other Rules or Provisions	ELECTRONIC	2007/01/18

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



SCHEDULE "B"

Attached to and forming part of the Articles of Incorporation
of

MOON CANADIAN ACQUISITION I LTD.

OTHER RULES OR PROVISIONS

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

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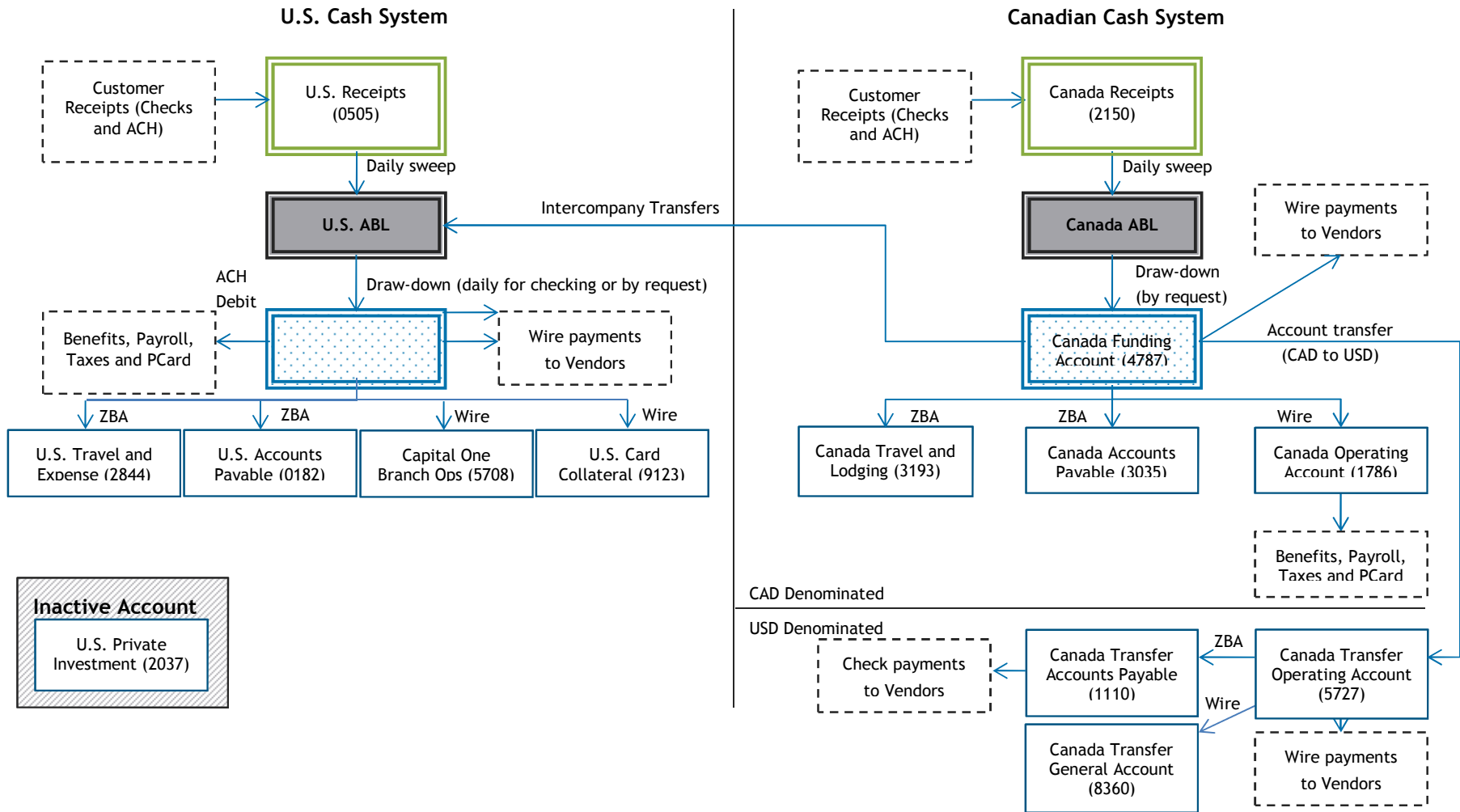
I swear that this is Exhibit "R" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

David Orlofsky
DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017



CAD Denominated

USD Denominated

I swear that this is Exhibit "S" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

David Orlofsky
DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017

Modular Space Holdings, Inc. and Subsidiaries

**Consolidated Financial Statements
September 30, 2015, 2014 and 2013
Consolidating Supplemental Information
September 30, 2015**

Modular Space Holdings, Inc. and Subsidiaries

Index

September 30, 2015, 2014 and 2013

	Page(s)
Report of Independent Auditors	1-2
Consolidated Financial Statements	
Balance Sheets	3
Statements of Operations	4
Statements of Comprehensive Income (Loss)	5
Statements of Stockholders' Equity	6
Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8-36
Supplementary Consolidating Information	
Report of Independent Auditors on Supplementary Consolidating Information	37
Balance Sheet	38
Statement of Operations	39
Statements of Comprehensive Income (Loss)	40
Statements of Stockholders' Equity	41
Statement of Cash Flows	42



Independent Auditor's Report

To the Board of Directors of
Modular Space Holdings, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of Modular Space Holdings, Inc. and its subsidiaries, which comprise the consolidated balance sheets as of September 30, 2015 and September 30, 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for the fiscal years ended September 30, 2015, 2014 and 2013.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Modular Space Holdings, Inc. and its subsidiaries at September 30, 2015 and September 30, 2014, and the results of their operations and their cash flows for the fiscal years ended September 30, 2015, 2014 and 2013 in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company's asset based revolving credit facility is scheduled to mature on June 6, 2016. As of January 13, 2016, the Company has insufficient capital and other sources of liquidity to satisfy this obligation, which raises substantial doubt about its ability to continue as a going concern. Management's plans with regard to this matter is also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

PricewaterhouseCoopers LLP

January 13, 2016

Modular Space Holdings, Inc. and Subsidiaries
Consolidated Balance Sheets
September 30, 2015 and 2014
(In thousands except share data)

	2015	2014
Assets		
Cash	\$ 93	\$ 107
Accounts receivable, net of allowance for doubtful accounts of \$10,568 and \$12,073 respectively (Note 2)	93,913	93,562
Lease receivables, net of allowance for doubtful accounts of \$672 and \$1,219 respectively (Note 3)	3,914	6,073
Prepaid expenses	8,794	11,084
Other assets	7,834	6,631
Rental equipment, net (Note 5)	1,038,298	1,077,446
Other property and equipment, net (Note 6)	122,788	136,980
Goodwill and other intangibles, net (Note 7)	48,446	57,894
Deferred financing costs, net (Note 2)	9,353	14,497
Total assets	<u>\$ 1,333,433</u>	<u>\$ 1,404,274</u>
Liabilities and Stockholders' Equity		
Liabilities		
Accounts payable	\$ 14,709	\$ 14,853
Accrued expenses	54,167	49,504
Deferred gain on sale of other property and equipment (Note 6)	13,731	-
Advance rents	11,243	11,854
Asset based revolver (Note 8)	583,469	598,027
Senior notes (Note 8)	375,000	375,000
Deferred income taxes (Note 11)	54,497	61,360
Derivative financial instruments (Note 15)	3,804	7,508
Total liabilities	<u>1,110,620</u>	<u>1,118,106</u>
Commitments and Contingencies (Note 12)		
Stockholders' Equity (Note 10)		
10%, Series B Convertible Preferred Stock - 130,000 shares of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015 and September 30, 2014	-	-
Series B1 Convertible Preferred Stock – 1 share of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015 and September 30, 2014	-	-
10%, Series C Convertible Preferred Stock - 130,000 shares of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015 and September 30, 2014	-	-
Series C1 Convertible Preferred Stock – 1 share of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015 and September 30, 2014	-	-
10%, Series D Convertible Preferred Stock - 300,000 shares of \$.01 par value per share authorized, 0 shares outstanding as of September 30, 2015 and September 30, 2014	-	-
Class A Common Stock - 28,000,000 shares of \$.0001 par value per share authorized and 21,383,894 outstanding as of September 30, 2015 and September 30, 2014	2	2
Common Stock - 3,500,000 shares of \$.01 par value per share authorized, and 3,499,944 shares outstanding as of September 30, 2015 and September 30, 2014	35	35
Additional paid-in capital	344,437	343,203
Accumulated Deficit	(100,413)	(63,533)
Accumulated other comprehensive (loss) income	(21,248)	6,461
Total stockholders' equity	<u>222,813</u>	<u>286,168</u>
Total liabilities and stockholders' equity	<u>\$ 1,333,433</u>	<u>\$ 1,404,274</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Consolidated Statements of Operations
September 30, 2015, 2014 and 2013
(In thousands except share data)

	2015	2014	2013
Revenues			
Leasing	\$ 224,885	\$ 216,415	214,943
Sales of rental equipment			
New units	50,738	69,835	105,601
Lease units	30,382	30,906	37,303
Delivery, installation and removal	147,126	141,608	139,737
Other revenue	1,205	1,303	1,210
Total revenues	<u>454,336</u>	<u>460,067</u>	<u>498,794</u>
Leasing and sales costs			
Cost of rental equipment sold			
New units	39,644	69,067	90,647
Lease units	23,464	25,006	27,424
Delivery, installation and removal	107,118	102,041	100,162
Depreciation	72,011	63,470	57,546
Maintenance and other	70,155	71,122	69,838
Total leasing and sales costs	<u>312,392</u>	<u>330,706</u>	<u>345,617</u>
Gross profit	141,944	129,361	153,177
Operating and other expenses			
Selling, general and administrative	108,385	111,290	120,027
Interest, including amortization of deferred financing costs	67,616	61,487	45,721
Total operating and other expenses	<u>176,001</u>	<u>172,777</u>	<u>165,748</u>
Net loss before income taxes	(34,057)	(43,416)	(12,571)
Income tax expense (Note 11)	2,823	2,387	8,591
Net loss	<u>\$ (36,880)</u>	<u>\$ (45,803)</u>	<u>\$ (21,162)</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss)
September 30, 2015, 2014 and 2013
(In thousands except share data)

	2015	2014	2013
Net loss	\$ (36,880)	\$ (45,803)	\$ (21,162)
Other Comprehensive Loss			
Cumulative translation adjustment	(29,134)	(16,129)	(6,846)
Change in mark-to-market value of interest rate cash flow hedges net of tax of \$931, \$1,683, and \$1,934 in 2015, 2014 and 2013, respectively.	1,425	853	3,228
Reclassification adjustment for discontinuance of hedge accounting	-	2,046	-
Other Comprehensive Loss	<u>(27,709)</u>	<u>(13,230)</u>	<u>(3,618)</u>
Total comprehensive loss	<u>\$ (64,589)</u>	<u>\$ (59,033)</u>	<u>\$ (24,780)</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
September 30, 2015, 2014 and 2013
(In thousands except share data)

	Series B		Series B1		Preferred Stock Series C		Series C1		Series D		Class A Common Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive (Loss)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at September 30, 2012	65,000	1	1	-	113,260	1	1	-	172,310	2	1,875,242	-	767,639	8	341,168	3,459	23,309	367,948
Stock compensation expense (Note 9)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	643	-	-	643
Net Loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(21,162)	-	(21,162)
Other Comprehensive loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,618)	(3,618)
Balance at September 30, 2013	65,000	1	1	-	113,260	1	1	-	172,310	2	1,875,242	-	767,639	8	341,811	(17,703)	19,691	343,811
Stock compensation expense (Note 9)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,390	-	-	1,390
Net Loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(45,803)	-	(45,803)
Other Comprehensive loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(13,230)	(13,230)
Conversion of convertible preferred stock (Note 10)	(65,000)	(1)	(1)	-	(113,260)	(1)	(1)	-	(172,310)	(2)	19,508,652	2	2,732,305	27	2	(27)	-	-
Balance at September 30, 2014	-	-	-	-	-	-	-	-	-	-	21,383,894	2	3,499,944	35	343,203	(63,533)	6,461	286,168
Stock compensation expense (Note 9)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,234	-	-	1,234
Net Loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(36,880)	-	(36,880)
Other Comprehensive loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(27,709)	(27,709)
Balance at September 30, 2015	-	-	-	-	-	-	-	-	-	-	21,383,894	2	3,499,944	35	344,437	(100,413)	(21,248)	222,813

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

Modular Space Holdings, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
September 30, 2015, 2014 and 2013
(In thousands except share data)

	2015	2014	2013
Cash flows from operating activities			
Net loss	\$ (36,880)	\$ (45,803)	\$ (21,162)
Adjustments to reconcile net loss to net cash provided by operating activities			
Non-cash interest	4,063	5,744	5,163
Deferred financing cost write-off	-	1,347	-
Stock-based compensation expense	1,234	1,390	643
Depreciation and amortization	77,716	68,838	63,321
Gain on sale of rental equipment	(6,898)	(5,913)	(9,886)
Gain on sale of other property and equipment	-	-	(318)
Deferred income taxes	(21,586)	(16,345)	(7,306)
Valuation Allowance	20,906	18,183	12,614
Changes in			
Accounts receivable	(5,059)	25,241	(44,859)
Prepaid expenses	1,969	(359)	(2,848)
Other assets	(1,386)	902	(3,210)
Accounts payable and accrued expenses	8,247	3,208	29,864
Advance rents	(284)	3,228	(1,355)
Net cash provided by operating activities	<u>42,042</u>	<u>59,661</u>	<u>20,661</u>
Cash flows from investing activities			
Purchases of rental equipment and other property and equipment	\$ (100,074)	\$ (107,988)	\$ (104,115)
Proceeds from sale of rental equipment	30,384	30,970	37,325
Proceeds from sale of other property and equipment	28,513	9	500
Leasing receivables			
Originations	(1,867)	(2,598)	(7,824)
Payments received	3,153	5,288	9,184
Net cash (used in) investing activities	<u>(39,891)</u>	<u>(74,319)</u>	<u>(64,930)</u>
Cash flows from financing activities			
Proceeds from asset based revolver	\$ 451,443	\$ 461,736	\$ 389,250
Payments on asset based revolver	(453,328)	(480,451)	(343,554)
Senior note issuance	-	375,000	-
Senior note issuance costs	-	(11,062)	-
Extinguishment of second lien term loan	-	(334,500)	-
Financing costs paid	(264)	(150)	(150)
Net cash (used in) provided by financing activities	<u>(2,149)</u>	<u>10,573</u>	<u>45,546</u>
Effect of exchange rate changes on cash	(16)	(334)	(159)
Net (decrease) increase in cash and cash equivalents	(14)	(4,419)	1,118
Cash and cash equivalents			
Beginning of year	107	4,526	3,408
End of year	<u>\$ 93</u>	<u>\$ 107</u>	<u>\$ 4,526</u>
Supplemental disclosures of cash flow information			
Cash paid during the year for			
Interest	\$ 61,781	\$ 44,234	\$ 40,558
Income tax payments (refunds), net	(2,083)	7,014	918

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

Modular Space Holdings, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

September 30, 2015, 2014 and 2013

(In thousands except share data)

1. Organization, Business Activity and Going Concern

Modular Space Holdings, Inc., a Delaware corporation and majority owned subsidiary of Calera Capital, and its Subsidiaries (collectively, “ModSpace” or the “Company”) are engaged in leasing, selling, buying and manufacturing of mobile offices, modular structures, and storage containers throughout the United States and Canada. The subsidiaries of Modular Space Holdings, Inc. include Modular Space Intermediate Holdings, Inc. (inactive), Modular Space Corporation (“MSC”), Resun Chippewa, LLC (“Chippewa”), Resun ModSpace, Inc. (“RMI”), ModSpace Financial Services Canada, Ltd. (“MFSC”), ModSpace Government Financial Services, Inc. (“MGFS”) (inactive), and Global Multi Services S.A. (inactive).

Chippewa is a special purpose subsidiary that is a guarantor of the Company’s asset based revolver and senior notes. The operations of Chippewa are limited to the ownership of rental units and supplementary products subject to a master lease with MSC.

In January 2011, Global Multi Services S.A. (“GMS”) (inactive) was formed as a Haitian corporation. The operations of GMS were limited to the Company’s activity within the country of Haiti.

Our ability to operate as a going concern is dependent on our ability to sustain liquidity, profitability, capital, and/or debt at levels sufficient to remain in compliance with debt covenants and to repay, refinance, or amend our debt agreements as they become due. The Company’s asset based revolving credit facility is scheduled to mature on June 6, 2016. As of January 13, 2016, the Company has insufficient capital and other sources of liquidity needed to satisfy this obligation. Consequently, there is substantial doubt about the Company’s ability to continue as a going concern. On December 30, 2015, the Company received from the requisite lenders under its asset based revolving credit facility a temporary suspension of the applicability of the requirement under the asset based revolving credit facility’s credit agreement that the Company’s annual financial statements be delivered with an audit opinion that is not qualified as to the Company’s ability to continue as a going concern. The suspension period expires on the earlier of February 27, 2016 or upon the occurrence of an event of default under the asset based revolving credit facility (including any event of default under the asset based revolving credit facility arising as a result of a default under the senior notes). As of September 30, 2015, the Company was in compliance with the other covenants associated with the asset based revolving credit facility and all the covenants associated with the senior notes. The Company is in the process of reviewing and evaluating refinancing, amendment, and extension opportunities, which it expects to complete prior to the scheduled maturity date. However, there are no guarantees the Company will be successful in these efforts. In addition, if the Company is successful, the terms of a new financing arrangement could result in changes to, among other terms, applicable margins, advance rates, fees, and facility size, thereby impacting profitability and liquidity.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows:

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

Reporting Entity

The consolidated financial statements include the accounts of Modular Space Holdings, Inc. and its wholly owned subsidiaries Modular Space Intermediate Holdings, Inc., MSC, Chippewa, RMI, MFSC, MGFS, and GMS. The Company does not have any subsidiaries in which it does not own 100% of the outstanding stock. All intercompany activity has been eliminated in the preparation of the consolidated financial statements.

Revenue Recognition

The Company generates revenue from leasing units and providing related products and services (including delivery, installation, maintenance, and removal of lease units and other associated products and services, and the rental of steps, decks, ramps, and furniture), and from sales of new and used rental equipment. Where applicable, the Company's revenue recognition policy takes into consideration the guidance for *Revenue Arrangements with Multiple Deliverables*.

The Company accounts for lease transactions as operating, sales-type or direct financing based on the terms of the contractual lease arrangement. The Company's primary business is conducted through operating leases. Leasing revenue from operating leases is recognized in income on a straight-line basis over the lease term. Leasing billings for periods extending beyond month-end or billings in excess of earned revenue are deferred and recorded as Advance Rents in the Company's consolidated balance sheet.

Revenue from delivery, maintenance, installation and removal services associated with rental activities is generally recognized upon completion of the related services.

Revenue from the sale of new units and used rental equipment, including delivery and installation revenue, is generally recognized upon delivery and installation of the units, since the transfer of the risks and rewards of ownership generally occurs upon delivery, installation and completion of the Company's other obligations pursuant to the sale agreement. Certain arrangements to sell units under long-term construction-type sales contracts are recognized under the percentage of completion method. Under this method, income is recognized in proportion to the incurred costs to date under the contract compared to estimated total costs of the project. Revenue from short-term service-type projects is recognized when the services are complete.

Revenue from sales-type leases and the related accounts receivable are recognized upon delivery and installation of the equipment and the unearned interest is recognized over the lease term on a basis which results in a constant rate of return on the unrecovered lease investment.

Accounts Receivable

The Company's accounts receivable primarily consist of amounts due from customers for operating lease rentals, services and equipment sales. The Company sells primarily on 30-day terms, individually performs credit evaluation procedures on its customers and requires security deposits or guarantees from its customers when a significant credit risk is identified. The Company records an allowance for doubtful accounts by charging operations in amounts equal to the estimated losses expected to be incurred in the collection of the accounts. The Company reviews the adequacy of the provision on at least a quarterly basis. The estimated losses are based on historical collection experience in conjunction with an evaluation of the current status of the existing accounts. Customer accounts are written off against the allowance for doubtful accounts when management determines an account to be uncollectible.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

The allowance for doubtful accounts activity was as follows:

	2015	2014	2013
Beginning balance, October 1	\$ 12,073	\$ 16,673	\$ 12,480
Provision for doubtful accounts	5,896	3,663	8,286
Write-offs, net of recoveries	<u>(7,401)</u>	<u>(8,263)</u>	<u>(4,093)</u>
Ending balance, September 30	<u>\$ 10,568</u>	<u>\$ 12,073</u>	<u>\$ 16,673</u>

Concentration of Credit Risk

Financial instruments which potentially expose the Company to concentrations of credit risk include cash and cash equivalents, interest rate hedge agreements and accounts receivable.

The Company maintains cash and cash equivalents with various major financial institutions. Concentrations of credit risk with respect to receivables are generally limited due to the Company's large number of customers and their geographic dispersion across the United States and Canada within many different industries. At September 30, 2015, one customer receivable related to a new units sale represents \$11,611, or 11.0%, of the Company's receivables, which is recorded within accounts receivable, and is accounted for under the percentage of completion method. This new units sale was completed in fiscal 2014. The Company is currently in litigation with this customer. Refer to Note 12 for further information.

The Company's counterparties generally consist of large financial institutions. The Company monitors its positions with these counterparties and the credit quality of these financial institutions. At September 30, 2015 and 2014, the Company had no other significant concentrations of credit risk.

Rental Equipment and Other Property and Equipment

Rental equipment and other property, plant, and equipment are carried at cost less accumulated depreciation. The costs of refurbishments and betterments are capitalized to the extent that the improvement significantly adds value to or extends the life of the equipment. Maintenance and repairs are expensed as incurred. Depreciation and amortization are provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives. The estimated service life for rental equipment is generally 20 years, with an estimated residual value of 50% of cost. The costs of refurbishments are depreciated over a 10-year life. The costs of betterments are depreciated over a 4-year life. Component parts which are included in rental equipment are depreciated over a 5-year life. Additional lease costs on customer operating leases are depreciated over the remaining lease term. Beginning in 2013, the Company expanded upon its refurbishment capabilities to include the rebuild of assets to bring rental equipment to new condition. The costs of rebuilding assets are capitalized and depreciated over 20 years with an estimated residual value of 50% of cost. The net book value of the asset at the point in time the asset is rebuilt is generally reduced to the estimated value of the base running frame, by accelerating the depreciation of the asset. The estimated service lives of other property and equipment range from 3 to 39 years. The straight-line method of depreciation is used for

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

substantially all assets for financial reporting purposes, and accelerated methods are used for tax purposes.

Rental equipment is reviewed for impairment whenever events or circumstances have occurred that would indicate the carrying amount may not be fully recoverable. A key element in determining the recoverability of the rental equipment's carrying value is the Company's outlook as to the future market conditions for its equipment. If the carrying amount is not fully recoverable, an impairment loss is recognized to reduce the carrying amount to fair value. The Company would determine fair value based upon the condition of the equipment, appraised values, and the projected net cash flows from the sale and/or rental of such equipment considering current market conditions. During the years ended September 30, 2015, 2014 and 2013 the Company determined that no impairment loss was necessary, as no impairment triggering events were noted.

The Company periodically performs assessments of the useful lives and salvage values of assets. In evaluating useful lives and salvage values, the Company considers how long assets will remain functionally efficient and effective, given levels of technology, competitive factors, and the economic environment. If the assessment indicates that the assets will be used for a period different than previously anticipated, and/or results in a different residual value at the end of the assets useful life, the useful life and residual values of the assets are revised, resulting in a change in estimate. Changes in estimates are accounted for on a prospective basis by depreciating the assets' current carrying values over their revised remaining useful lives.

Goodwill and Other Intangibles

Goodwill and other indefinite lived intangible assets are carried at cost and are not amortized. The Company tests goodwill and intangible assets deemed to have an indefinite life for impairment on an annual basis, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable, relying on a number of factors including operating results, business plans and future cash flows. The Company performs the annual assessment as of July 31 each fiscal year.

In September 2011, the FASB issued guidance amending the existing pronouncement regarding the annual evaluation of goodwill for potential impairment. This guidance adds a new optional step to the prior guidance. This step is an optional qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before applying the two-step goodwill impairment test. If the Company concludes, based on qualitative factors, that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is not required.

Other intangibles are amortized on a straight-line basis over their estimated useful lives (or legal lives if shorter). The Company reviews its other intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If it is determined that an impairment based on expected future undiscounted cash flows exists, then the loss is recognized in the consolidated statements of operations. The amount of the impairment is the excess of the carrying amount of the asset over the fair value of the asset. The fair value represents expected future cash flows from the use of the assets, discounted at the rate used to evaluate potential investments.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

No triggering events were identified for 2015, 2014, or 2013 as part of the Company's evaluation process.

Income Taxes

Income taxes are provided for in accordance with the liability method. Accordingly, deferred tax liabilities and assets are recognized for temporary differences or carryforwards that will result in net taxable income or deductible amounts in future periods. Deferred tax expense or benefit is the result of changes in the net liability for deferred taxes.

A valuation allowance is provided for deferred tax assets when realization of such assets is not considered to be more likely than not. Adjustments to the deferred income tax valuation allowance are made periodically based on management's assessment of the recoverability of the related assets.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in income in the period that includes the enactment date.

The Company uses a two-step approach to recognize and measure uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation process, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. The Company's policy for recording interest and penalties associated with audits is to record such items as a component of income before taxes. Penalties and associated interest costs are recorded in selling, general and administrative expenses in the consolidated statements of operations.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. The carrying amount of these investments approximates fair value.

Fair Value of Financial Instruments

Financial instruments consist primarily of cash and cash equivalents, accounts receivable, asset based revolver and senior notes, accounts payable and derivatives. At September 30, 2015 and 2014, with the exception of the asset based revolver, and senior notes (Note 8), the fair value of these instruments approximates the carrying amount due to the liquidity of these financial instruments or short-term maturities of these instruments.

Deferred Financing Costs

Deferred financing costs relate to costs incurred by the Company associated with its asset based revolver, senior notes and term loan arrangements. Deferred financing costs are amortized over the life of the related debt on a straight-line basis. Amortizing the deferred financing costs using the straight-line method approximates the effective interest method. If a debt instrument is retired early, the related unamortized deferred financing costs are written off in the period the debt is retired. If the debt instrument is modified or exchanged, the related unamortized financing costs

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

are deferred and amortized over the term of the new arrangement. In February 2014, the Company repaid its second lien term loan through the issuance of senior notes, and incurred \$11,062 of deferred financing costs that will be amortized over the life of the senior notes. Additionally in 2014, the Company wrote off \$1,347 of unamortized deferred financing costs as a result of the extinguishment of the term loan which was included within interest expense.

The components of deferred financing costs at September 30, 2015 and 2014 are as follows:

	2015	2014
Deferred Financing Costs	\$ 29,686	\$ 30,493
Accumulated amortization	(20,333)	(15,996)
Ending balance, September 30	<u>\$ 9,353</u>	<u>\$ 14,497</u>

Foreign Currency Translation and Transactions

The Company's balance sheet accounts of its Canadian subsidiary are translated into U.S. dollars at period end exchange rates. Income statement amounts of the Canadian subsidiary are translated into U.S. dollars at the average exchange rate for each month within the year. The resulting translation adjustments are recorded as a separate component of stockholders' equity. Gains or losses on certain long-term intercompany transactions, which are considered permanent in nature, are treated in the same manner as translation adjustments. All other foreign currency transaction gains and losses are included in net earnings. (Losses) included in net earnings of \$(1,649), \$(1,166) and \$(471) in 2015, 2014, and 2013, respectively, were included in selling, general and administrative expenses in the accompanying statements of operations.

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

Modular Space Holdings, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

September 30, 2015, 2014 and 2013

(In thousands except share data)

Derivatives

The Company has executed interest rate swap and interest rate cap agreements that are designated by management as cash flow hedging instruments. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company's hedging activities are transacted only with highly-rated institutions, reducing the exposure to credit risk in the event of nonperformance. The objective of such instruments is to reduce the variability of future cash flows for interest payments on selected amounts of borrowings outstanding under a variable rate revolving credit facility and a variable rate term loan. All such derivatives are included in the balance sheet at fair value and the changes in the fair value of these hedging instruments are recorded as other comprehensive income (loss), a component of stockholders' equity, to the extent they are effective and in earnings when they are ineffective. The Company did not execute any interest rate swap or interest rate cap agreements during 2015. In connection with the repayment of the term loan in February 2014, the Company discontinued hedge accounting for an interest rate swap which resulted in a reclassification of \$2,046 from accumulated other comprehensive income to earnings, recorded within interest, including amortization of deferred financing fees.

Stock-Based Compensation

Under the fair value recognition method, the Company recognizes compensation expense for time-based stock option awards granted or modified after June 30, 2006, based on the estimated grant date fair value of the award calculated using the Black-Scholes option pricing model. Under the fair value recognition provisions, the Company recognizes share-based compensation expense only for those shares expected to vest. The Company recognizes total compensation expense of share-based awards subject only to service-based vesting conditions, net of expected forfeitures, on a straight-line basis over the requisite service period of the award which is generally the vesting period.

In October 2009 and June 2013, pursuant to the 2009 Long-Term Incentive Pool Plan, the Company granted its employees stock options and restricted share-awards with vesting subject to performance and service-based conditions. The Company is required to assess the probability that such performance conditions will be met. If the likelihood of the performance condition being met is deemed probable, the Company will recognize expense over the estimated requisite service period. The Company uses Monte Carlo simulation models to estimate the fair value of performance based stock option and restricted share awards.

Recent Accounting Pronouncements

ASU No. 2013-02-Comprehensive Income (Topic 220)-Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This update requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is reclassified to a balance sheet account instead of directly to income or expense in the same reporting period. For the Company, the update is

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

effective prospectively beginning on October 1, 2014. The impact of adopting this ASU was not material to the Company, since there were no significant reclassifications out of accumulated other comprehensive income during 2015.

ASU No. 2013-05 – Foreign Currency Matters (Topic 830)- Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. This ASU addresses the accounting for the cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary. For the Company, the update is effective prospectively beginning on October 1, 2015. The impact of adopting this ASU has not been determined by the Company.

ASU No. 2013-11-Income Taxes (Topic 740)-Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force). As a result of applying this ASU, an unrecognized tax benefit should be presented as a reduction of a deferred tax asset for a net operating loss. The assessment of whether settlement is available under the tax law would be based on facts and circumstances as of the balance sheet reporting date and would not consider future events (e.g., upcoming expiration of related NOL carryforwards). This classification should not affect an entity’s analysis of the realization of its deferred tax assets. Gross presentation in the rollforward of unrecognized tax positions in the notes to the financial statements would still be required. For the Company, the update is effective prospectively for reporting periods beginning on October 1, 2015. Retrospective application is permitted. The impact of adopting this ASU is not expected to be material to the Company.

ASU No. 2014-12 - Compensation-Stock Compensation (Topic 718) - Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period a consensus of the FASB Emerging Issues Task Force. The amendments in this update require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The amendments in this update are effective for the Company for annual periods and interim periods beginning on October 1, 2016. Earlier adoption is permitted. Adoption of this ASU is not expected to be material to the Company.

ASU No. 2015-01 - Income Statement—Extraordinary and Unusual Items (Subtopic 225-20) - Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items. The objective of this update is to simplify the income statement presentation requirements in Subtopic 225-20 by eliminating the concept of extraordinary items. Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence. Eliminating the extraordinary classification simplifies income statement presentation by altogether removing the concept of extraordinary items from consideration. The amendments in this

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

Modular Space Holdings, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

September 30, 2015, 2014 and 2013

(In thousands except share data)

update are effective for the Company on October 1, 2016. The impact of adopting this ASU is not expected to be material to the Company.

ASU No. 2015-03 - Interest - Imputation of Interest (Subtopic 835-30) - Simplifying the Presentation of Debt Issuance Costs, was issued in April 2015 and was updated by **ASU 2015-15 - Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements**, in August of 2015. ASU No. 2015-03 simplifies the presentation of debt issuances costs. Debt issuance costs related to a recognized debt liability will be presented on the balance sheet as a direct deduction from the debt liability, similar to the presentation of debt discounts. Under current U.S. GAAP, debt issuance costs are reported on the balance sheet as assets. The costs will continue to be amortized to interest expense using the effective interest method. This standard is effective for the Company on October 1, 2016. The application of this guidance will result in a reclassification of debt financing costs from assets to a reduction of the specific debt liability, and will not affect the Company's consolidated statement of operations or cash flow. As of September 30, 2015, the Company's net deferred financing costs were \$9,353.

Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and reported revenues and expenses. Actual results could differ from those estimates. The most significant estimates included within the financial statements are the allowance for doubtful accounts, the estimated useful lives and residual values of the rental equipment and other property and equipment, and potential asset impairments relating to goodwill and other intangibles.

In recent years there have been significant challenges in many of the markets we operate as a result of a general economic downturn. These challenges may continue to exist in future years and may result in decreased demand for our products which may have a significant impact on our business and we may need to revise certain estimates we have made.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

Correction of Prior Period Errors

In connection with the Company's year-end close processes in 2015, 2014 and 2013, the Company identified accounting errors related to prior periods. Prior period financial statements were not revised. The correction of these errors resulted in an increase to pretax loss of \$2,400 in 2015, and a reduction to pretax loss of \$700 in 2014 and \$200 in 2013. The errors and correction thereof are not material to any affected period as the adjustments are not material to the current or prior period financial statements taken as a whole.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

3. Lease Receivables

The components of lease receivables, which include both direct financing leases and sales-type leases, at September 30, 2015 and 2014, are as follows:

	2015	2014
Minimum lease payments receivable	\$ 5,164	\$ 8,292
Allowance for doubtful accounts	(672)	(1,219)
Less unearned income	(578)	(1,000)
Net investment in lease receivables	<u>\$ 3,914</u>	<u>\$ 6,073</u>

Interest recognized on lease receivables of \$455, \$719, and \$1,092 for the years ended September 30, 2015, 2014 and 2013, respectively, is included in leasing revenue.

As of September 30, 2015, future minimum lease payments under non-cancellable finance leases to be received in 2016 and thereafter are as follows:

Fiscal year ending September 30,	
2016	2,705
2017	1,391
2018	691
2019	234
2020	144
Thereafter	-
Minimum lease payments receivable	<u>\$ 5,164</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

4. Operating Lease Receivables

As of September 30, 2015, future minimum rental payments due to the Company under non-cancellable operating leases of rental equipment to be received in 2016 and thereafter are as follows:

Fiscal year ending September 30,		
2016	\$	85,893
2017		28,175
2018		9,489
2019		3,610
2020		1,294
Thereafter		174
Minimum Operating Lease Receivables	\$	<u>128,635</u>

5. Rental Equipment

The components of rental equipment at September 30, 2015 and 2014 are as follows:

	2015	2014
Mobile offices and modular structures	\$ 1,395,496	\$ 1,413,137
Additional lease costs	<u>1,806</u>	<u>1,751</u>
	1,397,302	1,414,888
Less accumulated depreciation	<u>(359,004)</u>	<u>(337,442)</u>
Rental equipment, net	<u>\$ 1,038,298</u>	<u>\$ 1,077,446</u>

Depreciation expense of rental equipment of \$72,011, \$63,470, \$57,546 for the years ended September 30, 2015, 2014, and 2013, respectively, is included in total leasing and sales costs in the consolidated statements of operations.

The Company incurred \$15,206, \$7,716, and \$3,241 of accelerated depreciation expense for the years ended September 30, 2015, 2014 and 2013 in connection with assets that were rebuilt as part of the Company's refurbishment capabilities.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

6. Other Property And Equipment

The components of other property and equipment at September 30, 2015 and 2014 are as follows:

	2015	2014
Buildings	\$ 35,246	\$ 37,131
Modular offices and related improvements	13,105	13,044
Leasehold improvements	24,136	18,938
Computer equipment and software	25,964	22,932
Office furniture, fixtures and other	7,049	7,162
	<u>105,500</u>	<u>99,207</u>
Less accumulated depreciation and amortization	<u>(47,375)</u>	<u>(42,668)</u>
	58,125	56,539
Land	<u>64,663</u>	<u>80,441</u>
Other property and equipment, net	<u>\$ 122,788</u>	<u>\$ 136,980</u>

Depreciation and amortization expense of other property and equipment of \$5,688, \$5,364, and \$5,775, for the years ended September 30, 2015, 2014, and 2013, respectively, is included in selling, general and administrative expenses in the consolidated statements of operations.

In September 2015, the Company sold and leased-back from the buyer land and a building in California resulting in gross proceeds of \$29,525 and a deferred gain of \$13,731. The net proceeds from the sale were used to pay down the Company's asset based revolver. The deferred gain will be recognized on a straight line basis over the expected lease term of 10 years, and will be presented as a reduction of facilities rent expense included in selling, general and administrative expenses in the consolidated statements of operations. Pursuant to the agreement, the term of the lease is 10 years with two 5-year renewal options. The 10 year lease term results in a lease commitment of \$15,518.

In August 2013, the Company sold land and buildings in Florida resulting in gross proceeds of \$500 and a gain of \$318.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

7. Goodwill and Other Intangible Assets

The Company evaluates goodwill and indefinite-lived intangible assets annually to determine whether events or circumstances have occurred that would indicate such assets might be impaired. The Company completed the optional qualitative assessment and determined that it is not more likely than not that the fair value of its reporting units are less than the carrying amount. As a result, the Company determined that there is no impairment during the fiscal year ended September 30, 2015 and that the performance of the two-step impairment process is not required. If an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value, goodwill and indefinite-lived intangible assets will be evaluated for impairment between annual tests. Future annual assessments could result in impairment charges which would be accounted for as an operating expense.

The following table reflects the components of goodwill and other intangible assets as of September 30, 2015 and 2014:

	Useful Life (Years)	2015		2014	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	5	\$ 32,514	\$ 32,514	\$ 32,514	\$ 32,514
Trademarks	indefinite	4,000	-	4,000	-
Noncompete agreements	5	7,977	7,977	7,977	7,977
Software	2	1,200	1,200	1,200	1,200
Goodwill	indefinite	44,446	-	53,894	-
		<u>\$ 90,137</u>	<u>\$ 41,691</u>	<u>\$ 99,585</u>	<u>\$ 41,691</u>

The changes in the carrying amount of goodwill are as follows:

Balance as of September 30, 2014	\$ 53,894
Translation adjustment	(9,449)
Balance as of September 30, 2015	<u>\$ 44,446</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

8. Asset Based Revolver and Senior Notes

Asset based revolver and term loan at September 30, 2015 and 2014 are as follows:

	2015	2014
\$800,000 Asset Based Revolver	\$ 583,469	\$ 598,027
\$375,000 Senior Notes	375,000	375,000
	<u>\$ 958,469</u>	<u>\$ 973,027</u>

\$800,000 Asset Based Revolver

In June 2011, the Company amended and restated its previous \$950,000 revolving credit facility and executed a new, five year term, \$800,000 aggregate revolving credit facility. Under the terms of the Amended and Restated Credit Agreement (the "Agreement"), the Company may borrow up to the maximum credit facility subject to certain restrictions as defined. The aggregate facility consists of a \$600,000 U.S. dollar denominated facility and a \$200,000 U.S. dollar denominated Canadian facility. The borrowing base for each respective facility is determined based upon the assets available to pledge in each respective country. Under specific conditions outlined in the agreement, the Company may request an increase in the maximum revolver to \$1.05 billion. The credit facility matures on June 6, 2016. Refer to Note 1 for further information related to the credit facility maturity in 2016.

Under the terms of the Agreement, the Company may elect to lock in the interest rate at LIBOR interest rates on the U.S. facility and Bankers Acceptance ("BA") interest rates on the Canadian facility plus an applicable margin for periods of up to six months or at the lender's prime rate plus an applicable margin. The applicable margins for each type of loan will range from 2.25% to 3.00% for LIBOR and BA loans and 1.25% to 2.00% for prime rate loans depending on the Company's debt ratios and availability at each measurement date. The effective interest rate was 3.03%, 3.06%, and 3.13%, at September 30, 2015, 2014, and 2013, respectively. A fee is payable monthly on the average unused portion of the maximum revolver amount for the preceding month. In addition, letters of credit totaling \$2,242, and \$3,929 were issued under this Agreement and are outstanding at September 30, 2015 and 2014, respectively.

Borrowings under the Agreement are secured by a first priority lien on, and security interest in, substantially all of MSC's assets including rental equipment, accounts receivable, and other property and equipment. Chippewa has guaranteed all of MSC's obligations under the Agreement and such guarantees represent substantially all of Chippewa's assets (which consist of a substantial portion of the Company's rental equipment and related lease payments due from MSC). Chippewa has not otherwise agreed to guarantee, and its assets are generally not available to support, MSC's other liabilities. MSC has guaranteed all of MFSC's obligations under the Canadian facility and such guarantees represent substantially all of MFSC's assets.

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

Modular Space Holdings, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

September 30, 2015, 2014 and 2013

(In thousands except share data)

In addition, the Agreement requires the maintenance of certain financial covenants and affirmative covenants if availability falls below \$100,000 in the aggregate (or U.S facility availability is less than \$50,000 or Canadian facility is less than \$20,000 at any time) and places restrictions on the use and disposition of assets and the incurrence of debt by the borrower. Total borrowing availability was \$173,043 and \$197,806 at September 30, 2015 and 2014, respectively. The Company therefore was not subject to these financial maintenance covenants.

\$375,000 Senior Notes

In February 2014, the Company extinguished its \$360,000 Second Lien Term Loan and issued five year, \$375,000 senior secured second lien notes (the "Senior Notes"). The proceeds of the Senior Notes were used to repay all of outstanding indebtedness of the Second Lien Term Loan, to repay a portion of the Asset Based Revolver, and to pay for financing costs incurred in connection with the issuance of the Senior Notes. Under the terms of the Senior Notes, the Company is required to pay fixed-rate interest at a rate of 10.25% semi-annually on January 31 and July 31 of each year, which began on July 31, 2014. The Senior Notes mature on January 31, 2019.

The Senior Notes may be redeemed, in whole or in part, at any time prior to January 31, 2016, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest, if any, plus a "make whole" premium. The Senior notes may also be redeemed, in whole or in part, at any time on or after January 31, 2016, at the redemption prices (expressed as percentages of the principal amount to be redeemed) set forth below plus accrued and unpaid interest, if any, if redeemed during the 12-month period beginning on:

Year	Redemption Price
January 31, 2016	105.125%
January 31, 2017	102.563%
January 31, 2018 and thereafter	100.000%

In addition, prior to January 31, 2016, the Company may, with the net proceeds of one or more qualified equity offerings, redeem the Senior Notes, in whole or in part, on one or more occasions, up to 40% of the aggregate principal amount of the outstanding Senior Notes at a redemption price equal to 110.25% of the principal amount redeemed, plus accrued and unpaid interest, if any, provided that at least 60% of the principal amount of the Senior Notes then outstanding remains outstanding immediately after the occurrence of any such redemption.

The Senior Notes are guaranteed on a senior secured second lien basis by RMI, MGFS and Chippewa.

The Company or its subsidiaries may at any time, and from time to time, purchase the Senior Notes. No purchases were executed by the Company or its subsidiaries during 2015 or 2014.

Upon the occurrence of a change of control, the Company is required to offer to purchase all of the outstanding Senior Notes at a purchase price equal to 101% of the outstanding principal amount, together with accrued and unpaid interest, if any.

The carrying amount reported as of September 30, 2015 for the asset based revolver and Senior Notes is \$958,469. The Company estimates the fair value of its debt to be approximately \$829,153

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

at September 30, 2015. The Company's implied credit rating and differences in key terms and conditions between the contractual rates of the current credit facility and currently available market rates for a similar arrangement are key factors in this estimate.

9. Stock-Based Compensation

At September 30, 2015, 2014, and 2013, the Company had in place stock-based employee compensation plans as described below. For the years ended September 30, 2015, 2014, and 2013, the total compensation expense related to these plans was \$1,234 (\$740 net of tax), \$1,390 (\$834 net of tax), and \$643 (\$386 net of tax), respectively, and is classified under selling, general, and administrative expenses in the accompanying consolidated statements of operations.

2005 Stock Option Plan

On March 10, 2005, the Board of Directors, with consent from the Company's primary stockholder, approved the 2005 Stock Option Plan (the "Plan"). The purpose of the Plan is to enable the Company to attract, retain and reward employees, directors, advisors and consultants and to strengthen the existing mutuality of interests between such persons and the Company's stockholders.

To accomplish the foregoing, the Plan provides that the Company may grant Nonqualified Stock Options to purchase an aggregate of 151,319 shares of the Company's common stock. The Board of Directors amended the Plan on February 20, 2007 to increase the number of eligible shares to 886,319 shares of the Company's common stock.

All options granted to date are exercisable at or above the estimated fair value of the Company's common stock at the date of grant. The options vest ratably over five years, have exercise prices ranging from \$13.25 to \$62 per share and terminate seven years after issuance. As of September 30, 2015, 308,047 shares remained reserved for grants under the Plan. The Company will issue new shares of common stock from its authorized capital upon the exercise of options.

2009 Long-Term Incentive Pool Plan

On September 30, 2009, the Board of Directors, with consent from the Company's primary stockholder, approved the 2009 Long-Term Incentive Pool Plan (the "2009 Plan"). The 2009 Plan provides that the Company may grant stock options and restricted shares to the Company's employees. The awards under this plan are subject to service-based and/or performance and market-based vesting conditions. On June 4, 2013, the 2009 Plan was amended and restated by the Board of Directors with consent from the Company's primary stockholder to authorize additional shares for issuance under the 2009 Plan (the "Amended and Restated 2009 Plan"). The maximum number of shares authorized to be granted pursuant to the 2009 Plan was increased to 2,082,667 from 536,667. As of September 30, 2015, 682,514 units remain available to be issued.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

Fifty percent of the stock options issued under the Amended and Restated 2009 Plan vest ratably over a 5 year period subject to the completion of a service requirement. The remaining fifty percent of the stock options issued under the Amended and Restated 2009 Plan vest based on the achievement of performance and market conditions, which include the consummation of an initial public offering of the Company and the Company's ability to maintain a certain average closing stock price in the post-initial public offering period.

Fifty percent of the restricted share awards issued under the Amended and Restated 2009 Plan vest based on the achievement of performance and market conditions, which include the consummation of an initial public offering of the Company and the Company's ability to maintain a certain average closing stock price in the post-initial public offering period. The remaining fifty percent of the restricted share awards issued under the Amended and Restated 2009 Plan vest based on the achievement of either a combination of a performance condition, which requires that the Company consummate an initial public offering of its common stock, and the employee's continued service to the Company for a defined period of time in the post-initial public offering period, or the completion of a service requirement only, as determined pursuant to the actual award agreement. 9,500 and 375,000 restricted stock awards granted in 2014 and 2013, respectively, are subject to a service requirement only.

In 2015, the Board of Directors, with consent from the Company's primary stockholder, provided eligible employees who were granted these restricted stock awards in 2014 and 2013 with an opportunity to forfeit and have the awards concurrently reissued with certain awards that were subject to vest at September 30, 2015. The vesting date for these awards pursuant to the new award agreements is July 15, 2017. 452,500 awards that were issued in 2015 represent awards that were forfeited and reissued with the revised vesting date, as accepted by employees. All other restricted share awards issued under the Amended and Restated 2009 Plan vest based on the achievement of the above mentioned performance and market conditions or performance and service conditions. The restricted stock awards terminate seven years after issuance.

The Company has determined that the consummation of an initial public offering is not probable as of the reporting date and therefore has not recorded compensation expense for the performance and market-based stock option awards or any of the restricted share awards subject to both the performance and service condition described above. The Company recorded \$926, \$1,013 and \$229 in compensation expense for the years ended September 30, 2015, 2014 and 2013, respectively, related to restricted stock awards which were granted in 2014 and 2013, and are subject to a service requirement only, as provided in the respective award agreements. The Company recorded \$308, \$377, and \$414, and in compensation expense for service based awards in 2015, 2014, and 2013, respectively.

Activity under the stock-based compensation plans as of September 30, 2015, 2014 and 2013 and changes during the years then ended, respectively, were as follows:

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

Stock Option Awards - Service Based

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)
Outstanding at September 30, 2012	502,372	\$ 36.08	2.6
Granted	249,000	13.25	6.7
Exercised	-	-	-
Forfeited or expired	(62,029)	43.47	-
Outstanding at September 30, 2013	<u>689,343</u>	<u>\$ 27.64</u>	<u>3.5</u>
Granted	76,466	13.52	6.7
Exercised	-	-	-
Forfeited or expired	(217,143)	36.49	-
Outstanding at September 30, 2014	<u>548,666</u>	<u>\$ 22.17</u>	<u>4.0</u>
Granted	58,500	16.40	7.0
Exercised	-	-	-
Forfeited or expired	(114,300)	53.80	-
Outstanding at September 30, 2015	<u>492,866</u>	<u>\$ 14.15</u>	<u>4.1</u>
Vested and exercisable	<u>256,871</u>	<u>14.21</u>	<u>2.8</u>
Vested and expected to vest at September 30, 2015	<u>468,664</u>	<u>\$ 14.15</u>	<u>4.1</u>

As of September 30, 2015, no options have been exercised under the Plan.

As of September 30, 2015, total compensation cost related to service based nonvested option awards not yet recognized in expense is \$563, which is expected to be recognized over a weighted-average period of 3.44 years.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

Stock Option Awards - Performance and Market Condition Based

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)
Outstanding at September 30, 2012	163,800	\$ 15.00	4.1
Granted	580,500	13.25	6.7
Exercised	-	-	-
Forfeited or expired	(25,600)	15.00	-
Outstanding at September 30, 2013	<u>718,700</u>	<u>\$ 13.59</u>	<u>6.0</u>
Granted	2,500	13.52	6.7
Exercised	-	-	-
Forfeited or expired	(32,500)	13.25	-
Outstanding at September 30, 2014	<u>688,700</u>	<u>\$ 13.60</u>	<u>5.0</u>
Granted	65,500	16.40	7.0
Exercised	-	-	-
Forfeited or expired	(28,800)	13.36	-
Outstanding at September 30, 2015	<u>725,400</u>	<u>\$ 13.87</u>	<u>4.2</u>

As of September 30, 2015 no options have been exercised under the Plan.

As of September 30, 2015 total compensation cost related to nonvested performance and market condition based option awards not yet recognized in expense is \$2,791, which would be recognized over the requisite service period once the Company determines that the performance and market based conditions are probable to occur.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

Restricted Share Awards - Performance and Service Based

	Number of Restricted Shares	Weighted- Average Grant Date Fair Value
Outstanding at September 30, 2012	61,670	\$ 11.55
Granted	477,500	6.73
Vested	-	-
Forfeited	(5,550)	11.55
Outstanding at September 30, 2013	<u>533,620</u>	<u>\$ 7.24</u>
Granted	9,500	6.73
Vested	-	-
Forfeited	(30,000)	6.73
Outstanding at September 30, 2014	<u>513,120</u>	<u>\$ 7.26</u>
Granted	452,500	9.51
Exercised	-	-
Forfeited or expired	(457,900)	6.74
Outstanding at September 30, 2015	<u>507,720</u>	<u>\$ 9.73</u>

Restricted Share Awards - Performance and Market Conditions Based

	Number of Restricted Shares	Weighted- Average Grant Date Fair Value
Outstanding at September 30, 2012	61,670	\$ 7.84
Granted	230,000	5.8
Vested	-	-
Forfeited	(5,550)	7.84
Outstanding at September 30, 2013	<u>286,120</u>	<u>\$ 6.20</u>
Granted	-	-
Vested	-	-
Forfeited	(50,000)	5.60
Outstanding at September 30, 2014	<u>236,120</u>	<u>\$ 6.32</u>
Granted	-	-
Exercised	-	-
Forfeited or expired	(900)	7.84
Outstanding at September 30, 2015	<u>235,220</u>	<u>\$ 6.32</u>

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

As of September 30, 2015, total compensation related to all nonvested restricted share awards not yet recognized in expense is \$4,257 which is expected to be recognized over the requisite service period once the Company determines that the performance and market based conditions are probable to occur.

Valuation and Expense Information

The fair value of the Company's service-based option awards is estimated on the date of grant using the Black-Scholes model. The fair value of each performance and/or market-based (or combination of performance, market and service-based) option and restricted stock award is estimated on the date of grant using the Monte Carlo simulation technique.

The Black-Scholes and the Monte Carlo simulation valuation models require the input of subjective assumptions, including the expected stock price volatility and estimated option life. The Company currently does not intend to pay dividends on its common stock and, accordingly, no dividends have been assumed in its Black-Scholes calculation and Monte Carlo simulation. Since the Company's common stock is not publicly traded, the expected volatility is based on analysis of expected volatilities of similar companies in the industry (peer group). The risk-free rates are based on the U.S. Treasury yield in effect at the time of the grant. The expected life computation was calculated using the contractual vesting period and contractual term of options to develop the range of possible exercise dates. An analysis of historical exercise and post vesting cancellation behavior was then utilized to estimate where within this range the exercise or post vesting cancellation may occur.

Stock Options. Assumptions used in the Black-Scholes model to estimate the fair value of service-based option grants are presented below.

		Year Ended September 30, 2015	Year Ended September 30, 2014	Year Ended September 30, 2013
Weighted-average fair value of grants	\$	2.05	3.93	2.42
Contractual term (in years)		7.0	7.0	7.0
Expected term (in years)		5.0	4.5	5.0
Expected volatility		32.4 %	34.6 %	46.7 %
Risk-free rate		1.6 %	0.9 %	1.4 %
Dividend yield		0.0 %	0.0 %	0.0 %

Assumptions used in the Monte Carlo simulation model to estimate the fair value of service and performance-based option grants are presented below.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

	Year Ended September 30, 2015	Year Ended September 30, 2014	Year Ended September 30, 2013
Weighted-average fair value of grants	\$ 4.92	\$ 3.12	\$ 3.12
Contractual term (in years)	7.0	7.0	7.0
Expected volatility	45.0-75.0 %	45.0 - 70.0 %	45.0 - 70.0 %
Risk-free rate	0.65-1.91 %	0.15 - 1.81 %	0.15 - 1.81 %
Dividend yield	0.0 %	0.0 %	0.0 %

Restricted Stock Awards. The fair value of each restricted stock award is calculated using the estimated market price of the Company's common stock on the date of grant. The fair value of each performance and/or market-based restricted stock award assumes that the relevant performance criteria will be met. Compensation cost is adjusted for subsequent changes in the outcome of performance-related conditions until the award vests.

Assumptions used in the Monte Carlo simulation model to estimate the fair value of performance and market based restricted stock award grants are presented below.

	Year Ended September 30, 2015	Year Ended September 30, 2014	Year Ended September 30, 2013
Weighted-average fair value of grants	N/A	\$ N/A	\$ 6.27 and 5.43
Expected volatility	N/A	N/A	45.0 - 70.0 %
Risk-free rate	N/A	N/A	0.15 - 1.81 %
Dividend yield	N/A	N/A	0.0 %

Assumptions used in the Monte Carlo simulation model to estimate the fair value of performance and service based restricted stock award grants are presented below.

	Year Ended September 30, 2015	Year Ended September 30, 2014	Year Ended September 30, 2013
Weighted-average fair value of grants	\$ 9.51	\$ 6.73	\$ 6.73
Expected volatility	45.0 %	55.0 and 60.0 %	55.0 and 60.0 %
Risk-free rate	0.68 %	0.29 and 0.74 %	0.29 and 0.74 %
Dividend yield	0.00 %	0.0 %	0.0 %

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

10. Stockholders' Equity

In connection with the issuance of the Senior Notes in February 2014, all of the outstanding preferred shares of Series B, Series C, and Series D convertible preferred stock was converted into shares of the Company's common stock or Class A common stock based on the number of shares of such common stock or Class A common stock that would have been issuable upon conversion of such preferred stock as of December 31, 2016. No other consideration was paid in connection with the conversion.

The following is a summary of the Series B, Series C, and Series D preferred stock stated values, accrued dividends in arrears, and redemption values as of December 31, 2016 utilized in connection with the conversion:

<u>Preferred Stock Series</u>	<u>December 31, 2016</u>		
	<u>Stated Value per share</u>	<u>Aggregate Accrued Dividends in Arrears</u>	<u>Aggregate Redemption value</u>
Series B	\$ 4,984	\$ 258,976	\$ 323,976
Series C	\$ 2,973	\$ 223,425	\$ 336,686
Series D	\$ 2,620	\$ 279,068	\$ 451,378

The preferred stock conversion to Common and Class A common stock utilizing redemption values as of December 31, 2016 is as follows:

<u>Preferred Stock Series</u>	<u>Preferred Shares Outstanding at Conversion</u>	<u>Preferred Shares</u>		<u>Preferred Shares</u>	
		<u>Common</u>	<u>Class A</u>	<u>Common</u>	<u>Class A</u>
Series B	65,001	42.036	57.648	2,732,305	3,747,314
Series C	113,261	N/A	59.453	N/A	6,733,864
Series D	172,310	N/A	52.391	N/A	9,027,474

Series B, Series C, and Series D stockholders were entitled to cumulative quarterly compound dividends on the last day of each June, September, December and March. Class A common and common stockholders shall receive dividends as declared by the Board of Directors. Neither Series B1 nor Series C1 stockholders were entitled to dividends.

Series B, Series C, and Series D stock was redeemable by the Company anytime in accordance with the terms of the Agreement at the stated value then in effect plus the pro rata increase in the stated value which would have occurred as of the end of the current quarter. The first redemption of Series B, Series C and Series D stock must be at least \$15,000. Series B1 and Series C1 stock may not be redeemed.

Each share of Series B stock was convertible into as many shares of common stock as results from dividing the stated value of the Series B stock then in effect plus the pro rata increase in the stated value which would have occurred as of the end of the current quarter, by the conversion price of \$50 per share, as adjusted. Each share of Series C and D stock was convertible into as many shares of Class A common stock as results from dividing the stated value of the Series C or D

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

stock, respectively, then in effect plus the pro rata increase in the stated value which would have occurred as of the end of the current quarter, by the conversion price of \$50 per share, as adjusted. Each share of Series B1 stock was convertible into one share of common stock. Each share of Series C1 stock was convertible into one share of Class A common stock.

Each share of common stock and Class A common stock has one voting right. Each share of Series B and Series B1 stock has as many votes as shares of common stock that would be issuable upon conversion. Each share of Series C, Series C1, and Series D has as many votes as shares of Class A common stock that would be issuable upon conversion.

11. Income Taxes

The components of the Company's provision for income taxes at September 30, 2015, 2014 and 2013 are as follows:

	2015			2014		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Current	\$ 487	\$ 3,016	\$ 3,503	\$ 617	\$ (68)	\$ 549
Deferred	(4,963)	4,283	(680)	(2,341)	4,179	1,838
	<u>\$ (4,476)</u>	<u>\$ 7,299</u>	<u>\$ 2,823</u>	<u>\$ (1,724)</u>	<u>\$ 4,111</u>	<u>\$ 2,387</u>

Deferred tax assets (liabilities) at September 30, 2015 and 2014 consist of the following:

	2015			2014		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Depreciation	\$ (243,804)	\$ (35,657)	\$ (279,461)	\$ (260,175)	\$ (38,698)	\$ (298,873)
Amortization	4,856	(3,514)	1,342	5,841	(3,577)	2,264
Stock option expense	1,430	-	1,430	1,630	-	1,630
Loss carryforwards	275,007	-	275,007	266,568	-	266,568
Advanced rent	3,729	-	3,729	3,888	-	3,888
Interest rate swaps and caps	1,390	53	1,443	2,726	130	2,856
Other	12,824	825	13,649	9,893	1,144	11,037
	<u>55,432</u>	<u>(38,293)</u>	<u>\$ 17,139</u>	<u>30,371</u>	<u>(41,001)</u>	<u>\$ (10,630)</u>
Valuation allowance	(71,636)	-	(71,636)	(50,730)	-	(50,730)
	<u>\$ (16,204)</u>	<u>\$ (38,293)</u>	<u>\$ (54,497)</u>	<u>\$ (20,359)</u>	<u>\$ (41,001)</u>	<u>\$ (61,360)</u>

The Company has approximately \$702,149 of U.S. federal and U.S. state loss carryforwards as of September 30, 2015. The U.S. Federal loss carryforwards will begin to expire in 2018, while the state carryforwards begin to expire in 2016.

The Company has recorded a \$71,636 valuation allowance on certain U.S. federal and state loss carryforwards as it is more likely than not that they will not generate sufficient taxable income to realize all of the future tax benefits associated with such federal and state tax net operating loss

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

carryforwards. In making its assessment, management weighs both positive and negative evidence as prescribed by applicable accounting guidance, for example recent operating results and permanent differences for tax purposes. The Company's cumulative loss position, for U.S. federal and state purposes, in the most recent three-year period, inclusive of the loss for the year ended September 30, 2015, represents sufficient negative evidence to require a valuation allowance under the provisions of ASC 740. The Company intends to maintain a valuation allowance until sufficient positive evidence exists to support its reversal. Although realization is not assured, the Company has concluded that the remaining deferred tax assets as of September 30, 2015 will be realized based on the scheduling of deferred tax liabilities. The amount of the deferred tax assets actually realized, however, could vary if there are differences in the timing or amount of future reversals of existing deferred tax liabilities. Should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made.

The Company's effective tax rate differs from the statutory tax rate primarily due to the valuation allowance recorded against deferred tax assets in the U.S., partially offset by lower statutory tax rates in foreign jurisdictions.

At September 30, 2015, the Company's cumulative unremitted earnings of its foreign subsidiary are considered permanently reinvested and no income or withholding taxes have been provided. Such earnings are expected to be utilized to meet future investment requirements and are therefore reinvested indefinitely. As a result, no deferred tax liability has been recognized with regard to remittance of such earnings. The Company estimates that a deferred tax liability of approximately \$11,543 could result from a change in its intent to permanently reinvest all of its unremitted earnings as of September 30, 2015.

The Company does not have any uncertain tax positions for which it is reasonably possible that the amount of unrecognized tax benefits will significantly increase or decrease within the next twelve months. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of selling, general and administrative expense. During the fiscal years ended September 30, 2015, 2014 and 2013 interest and penalties accrued were not material.

The Company files annual tax returns in the various federal, international, state and local income taxing jurisdictions in which it operates. These tax returns are subject to examination and possible challenge by the taxing authorities. Positions challenged by the taxing authorities may be settled or appealed by the Company. The Company's number of open tax years varies by jurisdiction. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before September 30, 2011. In certain loss jurisdictions, the statute may be extended and the Company subject to examination until losses are utilized.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

12. Commitments and Contingencies

The Company leases certain facilities under non-cancelable operating leases. Total rent expense under all operating leases was approximately \$14,400, \$15,285, and \$15,662, in 2015, 2014, and 2013, respectively. As of September 30, 2015, future minimum rental commitments under all non-cancelable operating leases are as follows:

Fiscal year ending September 30,		
2016	\$	10,439
2017		8,100
2018		6,321
2019		4,826
2020		4,134
Thereafter		15,117
Total	\$	<u>48,937</u>

In the normal course of business, the Company may be subject to litigation. The Company is currently in litigation with one of its customers and its suppliers in connection with a large custom sale that originated in fiscal 2013 and was completed in fiscal 2014. The customer is seeking recovery from the Company for incurred costs related to product defects and project delays. Accordingly, the Company recorded estimated additional product cost in the amount of \$12,886 in Costs of rental equipment sold – New units and Accrued expenses in 2014. The Company's estimate of additional product cost could change in future periods, as the outcome of the litigation is currently unknown. While the Company will be seeking recourse from its suppliers, the Company has not reflected any recovery from its suppliers as the recovery cannot be reasonably estimated and is uncertain at this time.

13. Related Party Transactions

The Company has entered into a management services agreement with Calera Capital requiring semi-annual payments of \$750 on October 1 and April 1. Management fees, including expenses, paid to Calera Capital totaled \$1,707 for the year ended September 30, 2015, and \$1,555 and \$1,500 for the years ended September 30, 2014 and 2013, respectively.

The Company incurred fees of \$85, \$70, \$9, for the years ended September 30, 2015, 2014, and 2013, respectively, in connection with consulting services provided by a member of the Board of Directors.

The Company's former Dulles, Virginia corporate headquarters is leased from an entity owned and operated by certain minority common shareholders. Rent expense under related party operating leases was approximately \$168 in 2015 and \$240 in 2014, and 2013. Future minimum rental commitments with this related party are \$70 as of September 30, 2015.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

In connection with the appointment of a director in April 2014, the Company issued a subscription agreement which provides the director with an option to purchase up to \$1,000 of Class A Common Shares at a price of \$13.52. The fair value of the option to purchase all of the Class A Common shares pursuant to the subscription agreement was approximately \$100 and was determined using a Black-Scholes model. The subscription agreement has a term of one year from the director's appointment date and no purchases were made prior to its expiration in April 2015.

14. Employee Benefit Plan

The Company sponsors a retirement savings plan under Section 401(k) of the Internal Revenue Code for all full-time employees who have completed 30 days of service and have attained age 21. Employees are permitted to contribute annual compensation limited by the amounts prescribed by law. The Company provides a matching amount equal to a percentage of the employee's contributions and may make an additional annual contribution at the discretion of the Board of Directors. Company contributions become vested over a five year period. The Company recorded discretionary and matching contributions of \$951, \$1,077, and \$958, for the fiscal years ended September 30, 2015, 2014, and 2013, respectively.

15. Derivative Financial Instruments and Fair Value Measurement

In the normal course of business, the Company's operations are exposed to fluctuations in interest rates. The Company's risk management strategies include the use of derivative financial instruments to mitigate a portion of its interest rate risk. The objective of the risk management strategy is to limit the impact of fluctuations in interest rates on earnings.

The Company's primary interest rate risk exposure results from changes in short-term U.S. and Canadian dollar interest rates. In an effort to manage interest rate exposures, the Company may enter into interest rate swap agreements, which convert its floating rate debt to a fixed-rate and which it designates as cash flow hedges. Interest expense on the notional amounts under these agreements is accrued using the fixed rates identified in the swap agreements. The terms of the Company's senior secured notes arrangement require the Company to maintain certain floating-to-fixed interest rate swaps.

The fixed interest rates on the Company's swap agreements at September 30, 2015 range from 0.56% to 3.11%. The interest swap agreements mature in May 2016.

All of the Company's derivatives are designated as effective hedging instruments in cash flow hedging relationships, except for an interest rate swap with an \$80,000 notional, which the Company discontinued hedge accounting in connection with the refinance of the second lien term loan during 2014. This swap matured in August 2015. The following table summarizes information related to the Company's derivatives.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

	<u>As of September 30, 2015</u>		<u>As of September 30, 2014</u>	
	<u>Notional</u>	<u>Fair Value</u>	<u>Notional</u>	<u>Fair Value</u>
Cash Flow Hedges:				
Interest rate swaps	\$ 348,640	\$ (3,804)	\$ 374,810	\$ (7,508)
Net fair value	<u>\$ 348,640</u>	<u>\$ (3,804)</u>	<u>\$ 374,810</u>	<u>\$ (7,508)</u>

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement dates (exit price). A fair value hierarchy was established that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted market prices are available in active markets for identical assets or liabilities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments valued using industry-standard models or other valuation methodologies.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

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

Modular Space Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2015, 2014 and 2013
(In thousands except share data)

The following table sets forth by level within the fair value hierarchy the company's financial liabilities that were accounted for at fair value on a recurring basis as of September 30, 2015 and 2014. As required, financial instruments are classified in their entirety based on the lowest level of input. Fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Recurring Fair Value Measures	Fair Value as of September 30, 2015			
	Level 1	Level 2	Level 3	Total
Assets				
Derivative financial instruments	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative financial instruments	-	(3,804)	-	(3,804)
Recurring Fair Value Measures	Fair Value as of September 30, 2014			
	Level 1	Level 2	Level 3	Total
Assets				
Derivative financial instruments	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative financial instruments	-	(7,508)	-	(7,508)

The Company estimates the fair value of our derivatives using industry-standard valuation models that project future cash flows and discount the future amounts to a present value using market-based expectations for interest rates and the contractual terms of derivative instruments.

The Company did not record any assets or liabilities at fair value on a non-recurring basis for the years ended September 30, 2015 and 2014.

There were no transfers made between levels during the years ended September 30, 2015 and 2014.

16. Subsequent Events

The Company evaluated all events or transactions that occurred after September 30, 2015 through January 13, 2016 the date these consolidated financial statements were available to be issued and concluded that there were no other subsequent events required to be disclosed in the Company's consolidated financial statements that have not been previously disclosed elsewhere.

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

Supplementary Consolidating Information



**Report of Independent Auditors
on Supplementary Consolidating Information**

To the Board of Directors of
Modular Space Holdings, Inc. and Subsidiaries:

We have audited the consolidated financial statements of Modular Space Holdings, Inc. and its subsidiaries as of September 30, 2015 and for the fiscal year then ended and our report thereon appears on page one of this document. That audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole. The consolidating information is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations and cash flows of the individual companies and is not a required part of the consolidated financial statements. Accordingly, we do not express an opinion on the financial position, results of operations and cash flows of the individual companies.

A handwritten signature in cursive script that reads "PricewaterhouseCoopers LLP".

January 13, 2016

Modular Space Holdings, Inc. and Subsidiaries
Consolidating Balance Sheet
September 30, 2015
(in thousands except share data)

	Modular Space Holdings, Inc.	Modular Space Corporation (ModSpace)	Resun Chippewa, Inc.	Resun ModSpace, Inc.	ModSpace Financial Services Canada, Ltd.	Global Multi Services SA	Eliminations	Consolidated Balance
Assets								
Cash	\$ 40	14	-	-	2	38	(1)	93
Accounts receivable, net of allowance for doubtful accounts of \$10,568	-	67,552	-	-	26,361	-	-	93,913
Lease receivables, net of allowance for doubtful accounts of \$672	-	3,868	-	-	45	-	-	3,914
Prepaid expenses	-	8,022	-	118	654	-	-	8,794
Other assets	-	5,619	727	228	1,260	-	-	7,834
Rental equipment, net	-	163,059	537,217	165,485	172,538	-	-	1,038,298
Other property and equipment, net	-	52,752	-	54,825	15,210	-	-	122,788
Goodwill and other intangibles, net	-	1,667	-	-	46,779	-	-	48,446
Deferred financing costs, net	-	8,979	-	-	374	-	-	9,353
Intercompany receivable	316	829,822	-	-	-	-	(830,138)	-
Notes receivable	-	-	-	-	-	-	-	-
Investment in subsidiaries	300,264	92,306	-	1	-	-	(392,571)	-
Total assets	\$ 300,620	\$ 1,233,660	\$ 537,944	\$ 220,657	\$ 263,223	\$ 38	\$ (1,222,710)	\$ 1,333,433
Liabilities								
Accounts payable	-	12,983	-	-	1,726	-	-	14,709
Accrued expenses	-	38,430	-	-	15,737	-	-	54,167
Deferred gain on sale of other property and equipment	-	-	-	13,731	-	-	-	13,731
Advance rents	-	9,682	-	-	1,561	-	-	11,243
Asset based revolver	-	515,000	-	-	68,469	-	-	583,469
Senior notes	-	375,000	-	-	-	-	-	375,000
Deferred income taxes	-	16,204	-	-	38,293	-	-	54,497
Derivative financial instruments	-	3,609	-	-	195	-	-	3,804
Intercompany payable	-	316	583,939	229,411	15,623	846	(830,135)	-
Total liabilities	\$ -	971,224	583,939	243,142	141,604	846	(830,135)	1,110,620
Stockholders' Equity								
10%, Series B Convertible Preferred Stock - 130,000 shares of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015	-	-	-	-	-	-	-	-
Series B1 Convertible Preferred Stock - 1 share of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015	-	-	-	-	-	-	-	-
10%, Series C Convertible Preferred Stock - 130,000 shares of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015	-	-	-	-	-	-	-	-
Series C1 Convertible Preferred Stock - 1 share of \$.01 par value per share authorized and 0 shares outstanding as of September 30, 2015	-	-	-	-	-	-	-	-
10%, Series D Convertible Preferred Stock - 300,000 shares of \$.01 par value per share authorized, 0 shares outstanding as of September 30, 2015	-	-	-	-	-	-	-	-
Class A Common Stock - 28,000,000 shares of \$.0001 par value per share authorized and 21,383,894 outstanding as of September 30, 2015	2	2	-	-	-	-	(2)	2
Common Stock - 3,500,000 shares of \$.01 par value per share authorized, and 3,499,944 shares outstanding as of September 30, 2015	34	34	1	-	-	-	(35)	35
Additional paid-in capital	344,436	344,436	-	-	4,330	-	(348,765)	344,437
(Accumulated Deficit) Retained earnings	(61,772)	(99,955)	(45,996)	(22,485)	149,910	(808)	(19,307)	(100,413)
Accumulated other comprehensive income (loss)	17,920	17,919	-	-	(32,621)	-	(24,466)	(21,248)
Total stockholders' equity	300,620	262,436	(45,995)	(22,485)	121,619	(808)	(392,575)	222,813
Total liabilities and stockholders' equity	\$ 300,620	\$ 1,233,660	\$ 537,944	\$ 220,657	\$ 263,223	\$ 38	\$ (1,222,710)	1,333,433

Modular Space Holdings, Inc. and Subsidiaries
Consolidating Statement of Operations
September 30, 2015
(in thousands except share data)

	Modular Space Holdings, Inc.	Modular Space Corporation (ModSpace)	Resun Chippewa, Inc.	Resun ModSpace, Inc.	ModSpace Financial Services Canada, Ltd.	Global Multi Services SA	Eliminations	Consolidated Balance
Revenues								
Leasing	\$ -	\$ 34,714	\$ 105,774	\$ 31,633	\$ 52,764	\$ -	\$ -	\$ 224,885
Sales of rental property								
New units	-	45,063	-	-	5,674	-	-	50,738
Lease units	-	3,096	13,597	6,479	7,211	-	-	30,382
Delivery, installation and removal	-	23,945	72,962	21,820	28,398	-	-	147,126
Other revenue	-	704	381	114	5	-	-	1,205
Total revenues	-	107,522	192,714	60,046	94,052	-	-	454,336
Leasing and sales costs								
Cost of rental equipments sold								
New units	-	35,305	-	-	4,339	-	-	39,644
Lease units	-	1,388	11,361	5,484	5,231	-	-	23,464
Delivery, installation and removal	-	43,488	32,865	9,829	20,935	-	-	107,118
Depreciation and amortization	-	13,225	37,728	12,653	8,404	-	-	72,011
Maintenance and other	-	16,663	36,141	10,809	6,542	-	-	70,155
Total leasing and sales costs	-	110,069	118,095	38,775	45,451	-	-	312,392
Gross profit	-	(2,548)	74,619	21,271	48,601	-	-	141,944
Operating expenses								
Selling, general and administrative expenses	-	54,798	26,936	10,059	16,592	-	-	108,385
Interest, including amortization of deferred financing costs	-	61,318	-	-	6,297	-	-	67,616
Total operating and other expenses	-	116,116	26,936	10,059	22,889	-	-	176,001
Net (loss) income before income taxes	-	(118,663)	47,683	11,212	25,712	-	-	(34,057)
Income tax expense (benefit)	-	(25,089)	16,688	3,925	7,299	-	-	2,823
Equity in net income (loss) of subsidiary	(36,880)	56,694	-	-	-	-	(19,814)	-
Net (loss) income	\$ (36,880)	\$ (36,880)	\$ 30,995	\$ 7,287	\$ 18,413	\$ -	\$ (19,814)	\$ (36,880)

Modular Space Holdings, Inc. and Subsidiaries
Consolidating Statement of Comprehensive Income (Loss)
September 30, 2015
(in thousands except share data)

	Modular Space Holdings, Inc.	Modular Space Corporation (ModSpace)	Resun Chippewa, LLC	Resun ModSpace, Inc.	ModSpace Financial Services Canada, Ltd.	Global Multi Services SA	Eliminations	Consolidated Balance
Net (Loss) Income	\$ (36,880)	(36,880)	30,995	7,287	18,413	-	(19,814)	(36,880)
Other Comprehensive Loss								
Cumulative translation adjustment	-	(29,134)		-	-	-		(29,134)
Change in mark-to-market value of interest rate cash flow hedges net of tax of \$931	-	1,288			138			1,425
Other Comprehensive Loss	-	(27,846)	-	-	138	-	-	(27,709)
Total Comprehensive (Loss) Income	\$ (36,880)	(64,726)	30,995	7,287	18,551	-	(19,814)	(64,589)

Modular Space Holdings, Inc. and Subsidiaries
Consolidating Statement of Stockholders' Equity
September 30, 2015
(in thousands except share data)

	Modular Space Holdings, Inc.	Modular Space Corporation	Resun Chippewa, LLC	Resun ModSpace, Inc.	ModSpace Financial Services Canada, Ltd.	Global Multi Services SA	Eliminations	Consolidated Balance
Balance at September 30, 2014	\$ 303,998	301,561	96,799	(11,876)	127,435	(808)	(530,941)	286,168
Stock Compensation Expense	1,234	1,234	-	-	-	-	(1,234)	1,234
Net (loss) income	(36,880)	(36,880)	30,995	7,287	18,413	-	(19,815)	(36,880)
Other Comprehensive Income (Loss)	32,268	(3,480)	(173,789)	(17,896)	(24,229)	-	159,416	(27,709)
Balance at September 30, 2015	\$ 300,620	\$ 262,435	\$ (45,995)	\$ (22,485)	\$ 121,619	\$ (808)	\$ (392,574)	\$ 222,813

Modular Space Holdings, Inc. and Subsidiaries
Consolidating Statement of Cash Flows
September 30, 2015
(in thousands except share data)

	Modular Space Holdings, Inc.	Modular Space Corporation (ModSpace)	Resun Chippewa, Inc.	Resun ModSpace, Inc.	ModSpace Financial Services Canada, Ltd.	Global Multi Services SA	Eliminations	Consolidated Balance
Cash flows from operating activities								
Net income (loss) for the year	\$ (36,880)	\$ (36,880)	\$ 30,995	\$ 7,287	\$ 18,413	\$ -	\$ (19,814)	\$ (36,880)
Adjustments to reconcile net income/(loss) to net cash provided by operating activities								
Non-cash interest	-	3,462	-	-	601	-	-	4,063
Deferred financing cost write-off	-	-	-	-	-	-	-	-
Stock-based compensation expense	-	1,234	-	-	-	-	-	1,234
Depreciation and amortization	-	18,474	37,728	12,653	8,861	-	-	77,716
Equity in earnings of subsidiary	(36,880)	56,694	-	-	-	-	(19,814)	-
(Gain) loss on disposal of rental equipment	-	(1,708)	(2,236)	(995)	(1,959)	-	-	(6,898)
Deferred income taxes	-	(25,895)	-	-	4,309	-	-	(21,586)
Vacation Allowance	-	20,906	-	-	-	-	-	20,906
Changes in								
Accounts receivable	-	(7,515)	-	-	2,456	-	-	(5,059)
Intercompany receivable (payable)	-	40,365	-	-	(40,365)	-	-	-
Prepaid expenses	-	38	-	-	1,931	-	-	1,969
Other assets	-	(338)	-	-	(740)	-	(308)	(1,386)
Accounts payable and accrued expenses	-	4,999	-	-	3,248	-	-	8,247
Advance rents	-	(171)	-	-	(113)	-	-	(284)
Net cash provided by (used in) operating activities	(73,760)	73,666	66,487	18,945	(3,358)	-	(39,936)	42,042
Cash flows from investing activities								
Purchases of rental equipment and other property and equipment	-	(38,875)	(50,353)	-	(10,846)	-	-	(100,074)
Proceeds from sale of rental equipment	-	4,635	13,597	6,479	5,673	-	-	30,384
Proceeds from sale of other property and equipment	-	28,513	-	-	-	-	-	28,513
Direct financing leases								
Originations	-	(1,826)	-	-	(41)	-	-	(1,867)
Payments received	-	3,068	-	-	85	-	-	3,153
Net cash (used in) provided by investing activities	-	(4,485)	(36,756)	6,479	(5,129)	-	-	(39,891)
Cash flows from financing activities								
Proceeds from asset based revolver	-	439,195	-	-	12,248	-	-	451,443
Payments on asset based revolver	-	(450,878)	-	-	(2,450)	-	-	(453,328)
Senior note issuance	-	-	-	-	-	-	-	-
Senior note issuance costs	-	-	-	-	-	-	-	-
Extinguishment of second lien term loan	-	-	-	-	-	-	-	-
Financing costs paid	-	(264)	-	-	-	-	-	(264)
Net cash provided by (used in) financing activities	-	(11,947)	-	-	9,798	-	-	(2,149)
Effect of exchange rate changes on cash	-	-	-	-	(16)	-	-	(16)
Net increase (decrease) in cash and cash equivalents	(73,760)	57,234	29,731	25,424	1,295	-	(39,936)	(14)
Cash and cash equivalents								
Beginning of period	(68,806)	(544)	(26,394)	13,725	(1,910)	38	83,998	107
End of period	\$ (142,566)	\$ 56,690	\$ 3,337	\$ 39,149	\$ (615)	\$ 38	\$ 44,062	\$ 93

I swear that this is Exhibit "T" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

David Orlofsky
DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
Commission Expires March 8, 2017



Consolidated DIP Budget (\$ in 000s)	12/23	12/30	01/06	01/13	01/20	01/27	02/03	02/10	02/17	02/24	Total
Receipts:											
Lease Related Revenue	\$6,859	6,859	6,834	6,819	6,815	6,815	6,728	6,698	6,690	6,687	67,805
Sale Related Revenue	1,134	1,340	1,350	1,739	2,029	1,984	1,973	1,955	1,932	1,835	17,270
Total Receipts	\$7,993	8,199	8,184	8,558	8,845	8,799	8,701	8,654	8,622	8,522	85,076
Operating Disbursements:											
Lease Related Costs	\$2,814	2,765	2,693	3,045	2,684	2,746	2,768	2,767	2,766	2,766	27,813
Sale Related Costs	991	984	967	1,105	967	967	944	944	944	944	9,757
Compensation & Benefits	150	1,916	197	2,658	197	1,961	199	4,936	199	1,968	14,379
Personnel Support	81	189	77	75	78	182	74	74	77	74	980
IT Expenses	161	56	117	61	106	130	70	32	30	119	880
Rent Expense	1,376	-	-	-	1,374	-	-	-	-	1,352	4,102
Utilities	160	37	37	37	37	37	37	37	37	37	492
Marketing, T&E, Yard Maint., Other	262	262	238	280	234	234	246	261	261	261	2,539
Income, Sales, Real Estate & PPT	1,828	828	125	125	2,096	1,586	145	145	1,685	163	8,724
Disbursements - Operations	\$7,823	7,036	4,449	7,385	7,773	7,843	4,483	9,195	5,999	7,683	69,668
Net Operating Cash Flow	\$170	1,164	3,734	1,172	1,072	956	4,218	(541)	2,623	840	15,408
Capital Expenditures	\$1,058	1,058	1,420	1,419	1,419	1,419	1,509	1,159	1,159	1,159	12,779
Interest Expense	-	-	2,820	-	-	-	2,864	-	-	-	5,684
GB Appraisal	-	-	185	-	-	-	-	-	-	-	185
Financing Fees	2,000	-	-	-	-	-	-	-	-	-	2,000
Professional Fees	-	-	150	-	618	-	2,755	1,235	-	5,094	9,851
Disbursements - Non-Operations	\$3,058	1,058	4,575	1,419	2,036	1,419	7,129	2,394	1,159	6,253	30,500
Net Change in Cash	(\$2,887)	106	(841)	(247)	(964)	(462)	(2,911)	(2,935)	1,463	(5,414)	(15,092)

Consolidated Gross BB Availability	\$706,489	706,489	704,938	704,938	704,938	704,938	703,132	703,132	703,132	703,132
Less: Ending Revolver Balance	(611,446)	(611,340)	(612,181)	(612,428)	(613,392)	(613,855)	(616,765)	(619,700)	(618,237)	(623,651)
Less: Reserves	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)	(3,131)
Less: Aggregate Availability Block	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)	(70,000)
Consolidated Net Availability	\$21,911	22,018	19,626	19,379	18,415	17,952	13,236	10,300	11,764	6,350
Less: Outstanding Checks net of COH	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)	(6,255)
Consolidated Net Availability	\$15,656	15,762	13,370	13,124	12,159	11,697	6,980	4,045	5,508	95
<i>Prepetition ABL Balance</i>	<i>600,566</i>	<i>592,366</i>	<i>584,183</i>	<i>575,625</i>	<i>566,780</i>	<i>53,053</i>	<i>52,042</i>	<i>50,987</i>	<i>49,856</i>	<i>48,762</i>
<i>Interim DIP Balance</i>	<i>10,881</i>	<i>18,974</i>	<i>27,998</i>	<i>36,803</i>	<i>46,612</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total Ending Revolver Balance</i>	<i>\$611,446</i>	<i>611,340</i>	<i>612,181</i>	<i>612,428</i>	<i>613,392</i>	<i>613,855</i>	<i>616,765</i>	<i>619,700</i>	<i>618,237</i>	<i>623,651</i>

Professional Fees Budget	12/23	12/30	01/06	01/13	01/20	01/27	02/03	02/10	02/17	02/24
ABL Advisors	-	-	-	-	223	-	-	445	-	334
Non-ABL Advisors	-	-	150	-	395	-	2,755	790	-	4,760
Total Professional Fees	-	-	150	-	618	-	2,755	1,235	-	5,094

US DIP Budget (\$ in 000s)	12/23	12/30	01/06	01/13	01/20	01/27	02/03	02/10	02/17	02/24	Total
Receipts:											
Lease Related Revenue	\$5,976	5,976	5,991	5,975	5,964	5,964	5,869	5,824	5,818	5,816	59,174
Sale Related Revenue	1,028	1,181	1,191	1,560	1,836	1,827	1,822	1,774	1,673	1,612	15,504
Total Receipts	\$7,004	7,157	7,182	7,535	7,800	7,791	7,691	7,598	7,491	7,428	74,678
Operating Disbursements:											
Lease Related Costs	\$2,538	2,502	2,458	2,778	2,450	2,512	2,486	2,485	2,484	2,484	25,178
Sale Related Costs	954	923	846	967	846	846	752	752	752	752	8,390
Compensation & Benefits	139	1,758	185	2,453	185	1,812	188	4,725	188	1,818	13,452
Personnel Support	78	185	74	72	76	179	71	70	73	70	948
IT Expenses	161	56	117	61	106	130	70	32	30	119	880
Rent Expense	1,212	-	-	-	1,210	-	-	-	-	1,187	3,609
Utilities	157	34	34	34	34	34	34	34	34	34	466
Marketing, T&E, Yard Maint., Other	241	241	227	270	224	224	229	236	236	236	2,363
Income, Sales, Real Estate & PPT	1,686	480	68	68	1,994	1,190	86	86	1,605	86	7,349
Disbursements - Operations	\$7,166	6,179	4,009	6,704	7,125	6,927	3,917	8,419	5,402	6,786	62,636
Net Operating Cash Flow	(\$162)	978	3,173	831	675	864	3,774	(821)	2,089	642	12,042
Capital Expenditures	\$1,042	1,042	1,415	1,415	1,415	1,415	1,505	1,155	1,155	1,155	12,712
Interest Expense	-	-	2,569	-	-	-	2,614	-	-	-	5,183
GB Appraisal	-	-	185	-	-	-	-	-	-	-	185
Financing Fees	1,500	-	-	-	-	-	-	-	-	-	1,500
Reorganization Professional Fees	-	-	150	-	608	-	2,680	1,215	-	4,816	9,469
Disbursements - Non-Operations	\$2,542	1,042	4,319	1,415	2,022	1,415	6,799	2,370	1,155	5,971	29,049
Net Change in Cash	(\$2,704)	(64)	(1,146)	(583)	(1,347)	(550)	(3,025)	(3,191)	934	(5,329)	(17,007)
Beginning Prepetition Revolver Balance	\$550,274	542,395	535,237	528,055	520,520	512,720	-	-	-	-	
Paydown	(7,880)	(7,157)	(7,182)	(7,535)	(7,800)	(512,720)	-	-	-	-	
Ending Prepetition Revolver Balance	\$542,395	535,237	528,055	520,520	512,720	-	-	-	-	-	
Beginning DIP Balance	-	9,708	16,929	25,258	33,376	42,524	555,794	558,819	562,010	561,076	
Draw / (Repayment)	9,708	7,221	8,328	8,118	9,148	513,270	3,025	3,191	(934)	5,329	
Ending DIP Balance	\$9,708	16,929	25,258	33,376	42,524	555,794	558,819	562,010	561,076	566,406	
Gross Borrowing Base Availability	\$593,206	593,206	591,944	591,944	591,944	591,944	591,138	591,138	591,138	591,138	
Ending Prepetition Revolver Balance	(542,395)	(535,237)	(528,055)	(520,520)	(512,720)	-	-	-	-	-	
Ending Interim DIP Balance	(9,708)	(16,929)	(25,258)	(33,376)	(42,524)	-	-	-	-	-	
Ending Final DIP Balance	-	-	-	-	-	(555,794)	(558,819)	(562,010)	(561,076)	(566,406)	
Total Ending Revolver Balance	(\$552,103)	(552,167)	(553,313)	(553,896)	(555,244)	(555,794)	(558,819)	(562,010)	(561,076)	(566,406)	
Less: Reserves	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	(2,637)	
Less: U.S. Availability Block	(35,000)	(35,000)	(35,000)	(30,000)	(30,000)	(30,000)	(25,000)	(25,000)	(25,000)	(20,000)	
Net Availability	\$3,466	3,402	994	5,411	4,064	3,513	4,682	1,491	2,425	2,095	
Less: Outstanding Checks	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	(6,804)	
Plus: Ending Cash Balance	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	
Net Liquidity	(\$2,338)	(2,402)	(4,810)	(393)	(1,741)	(2,291)	(1,122)	(4,313)	(3,379)	(3,709)	

Canada DIP Budget (\$ in 000s)	12/23	12/30	01/06	01/13	01/20	01/27	02/03	02/10	02/17	02/24	Total
Receipts:											
Lease Related Revenue	\$883	883	843	844	851	851	859	874	872	871	8,632
Sale Related Revenue	106	159	159	179	194	157	151	181	259	223	1,766
Total Receipts	\$989	1,042	1,001	1,023	1,045	1,008	1,010	1,056	1,130	1,094	10,398
Operating Disbursements:											
Lease Related Costs	\$276	263	234	267	234	235	282	282	282	282	2,636
Sale Related Costs	37	61	121	138	121	121	192	192	192	192	1,367
Compensation & Benefits	11	158	11	205	11	149	11	211	11	150	928
Personnel Support	3	3	3	3	3	3	3	4	4	4	32
Rent Expense	165	-	-	-	165	-	-	-	-	165	494
Utilities	3	3	3	3	3	3	3	3	3	3	26
Marketing, T&E, Yard Maint., Other	21	21	12	10	10	10	17	25	25	25	175
Income, Sales, Real Estate & PPT	142	348	57	57	102	396	59	59	80	77	1,375
Disbursements - Operations	\$657	856	440	682	648	916	566	775	597	896	7,032
Net Operating Cash Flow	\$332	186	561	341	397	92	444	281	534	198	3,366
Capital Expenditures	\$16	16	6	4	4	4	4	4	4	4	67
Interest Expense	-	-	251	-	-	-	251	-	-	-	501
Financing Fees	500	-	-	-	-	-	-	-	-	-	500
Professional Fees	-	-	-	-	10	-	75	20	-	278	383
Disbursements - Non-Operations	\$516	16	256	4	14	4	330	24	4	282	1,451
Net Change in Cash	(\$183)	170	305	337	383	88	114	256	529	(84)	1,915
Beginning Prepetition Revolver Balance	\$61,848	58,171	57,129	56,128	55,105	54,060	53,053	52,042	50,987	49,856	
Paydown	(3,677)	(1,042)	(1,001)	(1,023)	(1,045)	(1,008)	(1,010)	(1,056)	(1,130)	(1,094)	
Ending Prepetition Revolver Balance	\$58,171	57,129	56,128	55,105	54,060	53,053	52,042	50,987	49,856	48,762	
Beginning DIP Balance	\$0	1,172	2,044	2,741	3,426	4,088	5,008	5,904	6,704	7,305	
Draw / (Repayment)	1,172	872	696	686	662	920	896	800	601	1,178	
Ending DIP Balance	\$1,172	2,044	2,741	3,426	4,088	5,008	5,904	6,704	7,305	8,483	
Gross Borrowing Base Availability	\$113,283	113,283	112,994	112,994	112,994	112,994	111,994	111,994	111,994	111,994	
Ending Prepetition Revolver Balance	(58,171)	(57,129)	(56,128)	(55,105)	(54,060)	(53,053)	(52,042)	(50,987)	(49,856)	(48,762)	
Ending Interim DIP Balance	(1,172)	(2,044)	(2,741)	(3,426)	(4,088)	-	-	-	-	-	
Ending Final DIP Balance	-	-	-	-	-	(5,008)	(5,904)	(6,704)	(7,305)	(8,483)	
Total Ending Revolver Balance	(\$59,344)	(59,173)	(58,868)	(58,532)	(58,148)	(58,060)	(57,946)	(57,690)	(57,161)	(57,245)	
Less: Reserves	(494)	(494)	(494)	(494)	(494)	(494)	(494)	(494)	(494)	(494)	
Less: Canadian Availability Block	(35,000)	(35,000)	(35,000)	(40,000)	(40,000)	(40,000)	(45,000)	(45,000)	(45,000)	(50,000)	
Net Availability	\$18,445	18,616	18,631	13,968	14,351	14,439	8,554	8,810	9,339	4,255	
Less: Outstanding Checks	(951)	(951)	(951)	(951)	(951)	(951)	(951)	(951)	(951)	(951)	
Plus: Ending Cash Balance	500	500	500	500	500	500	500	500	500	500	
Net Liquidity	\$17,994	18,164	18,180	13,517	13,900	13,988	8,102	8,358	8,888	3,804	

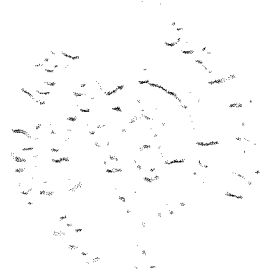
I swear that this is Exhibit "U" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

David Orlofsky
DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017



Date, heure, minute de certification : **2016-12-01 10:29**

Critère de recherche Nom d'organisme : **Modspace financial services canada, Ltd.**

Résultats exacts (3)

Nom	Code postal	Nombre de fiches détaillées	
 MODSPACE FINANCIAL SERVICES CANADA LTD	L6S 6C6	3	
 Fiche	Inscription	Date	h:min
001	DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR 13-0035524-0001	2013-01-17 11:52	
002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 11-0403592-0001	2011-06-02 09:00	
	RECTIFICATION D'UNE INSCRIPTION 11-0483929-0001	2011-06-29 09:00	
003	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 07-0164415-0002	2007-03-30 09:28	
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1045197-0001	2016-10-25 10:52	
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1034759-0001	2016-10-21 10:33	
	RECTIFICATION D'UNE INSCRIPTION 07-0414513-0001	2007-07-19 10:53	
	RECTIFICATION D'UNE INSCRIPTION 07-0168077-0001	2007-04-02 13:13	
 MODSPACE FINANCIAL SERVICES CANADA LTD	T2P 0R3	1	
 Fiche	Inscription	Date	h:min
001	DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR 13-0035524-0001	2013-01-17 11:52	
 MODSPACE FINANCIAL SERVICES CANADA LTD	T2P 4H2	2	
 Fiche	Inscription	Date	h:min
001	Cession d'une universalité de créances 07-0316891-0001	2007-06-06 09:00	
002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 07-0164415-0002	2007-03-30 09:28	
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1045197-0001	2016-10-25 10:52	
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1034759-0001	2016-10-21 10:33	
	RECTIFICATION D'UNE INSCRIPTION 07-0414513-0001	2007-07-19 10:53	
	RECTIFICATION D'UNE INSCRIPTION 07-0168077-0001	2007-04-02 13:13	

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Noms présentant des similarités (93)

Nom	Code postal	Nombre de fiches détaillées
AMERICREDIT FINANCIAL SERVICES OF CANADA LTD		
AMERICREDIT FINANCIAL SERVICES OF CANADA LTD	L4Z 3M3	
ASH TRUST CO DE LAGE LANDEN FINANCIAL SERVICES CA...	L6M 2W2	
ASSOCIATES FINANCIAL SERVICES OF CANADA LTD	J4W 3C6	
ASSOCIATES FINANCIAL SERVICES OF CANADA LTD	N6A 1J1	
BIBBY FINANCIAL SERVICES CANADA INC	L4Z 1S1	
BIBBY FINANCIAL SERVICES CANADA INC	L5B 1M2	
CANADA INC	H4P 1S1	
CANADA INC	H4S 1M1	
CANADA INC	H9P 2W2	
CANADA INC	J1X 6Z6	
CANADEAU	G1R 1S4	
CHRYSLER FINANCIAL SERVICES CANADA INC	J7R 7A7	
CHRYSLER FINANCIAL SERVICES CANADA INC	N9A 5K3	
CHRYSLER FINANCIAL SERVICES CANADA INC SERVICES F...	H4R 2J8	
CHRYSLER FINANCIAL SERVICES CANADA INC SERVICES F...	L4W 5N7	
COMPAGNIE DE SERVICE DE FINANCEMENT AUTOMOBILE PR...	K1J 9B8	
COMPAGNIE DE SERVICES DE FINANCEMENT AUTOMOBILE P...	L6J 5C7	
COMPAGNIE DE SERVICES DE FINANCEMENT AUTOMOBILIE ...	L6J 5C7	
COMPAQ FINANCIAL SERVICES CANADA CORP	L3R 0Y7	
DAIMLER CHRYSLER FINANCIAL SERVICES CANADA INC	N9A 5K3	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC	N9A 4H6	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC	N9A 5K3	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC	N9A 7H6	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC SER...	H4R 2J8	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC SER...	N9A 5K3	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...		
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	L4W 4V9	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	L4W 5N7	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	L5N 7J7	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	N8W 5C2	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	N9A 5K3	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	H4R 2J8	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	N8W 5C2	
DAIMLERCHRYSLER FINANCIAL SERVICES DEBIS CANADA I...	N9A 5K3	
DAIMLERCHRYSLER FINANCIAL SERVICES CANADA INC	N9A 5K3	
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC	L6L 0C4	
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC	L6M 2W2	

DE LAGE LANDEN FINANCIAL SERVICES CANADA INC SERV...	L6L 0C4
DELL FINANCIAL SERVICES CANADA	M2H 3N5
DELL FINANCIAL SERVICES CANADA LTD	M2H 3N5
DEUTSCHE FINANCIAL SERVICES A DIVISION OF DEUTSCH...	H4R 2N1
DEUTSCHE FINANCIAL SERVICES A DIVISION OF DEUTSCH...	L5B 3C3
DEUTSCHE FINANCIAL SERVICES CANADA CORP	L5B 3C2
DEUTSCHE FINANCIAL SERVICES CANADA CORP	L5B 3C3
DEUTSCHE FINANCIAL SERVICES CANADA CORP	M2H 3B4
FRONTERA FINANCIAL SERVICES CANADA CORP	M2J 5B4
GROUPE MODSPACE SECTO	J6J 4Z2
HARLEY DAVIDSON FINANCIAL SERVICES CANADA INC	
HARLEY DAVIDSON FINANCIAL SERVICES CANADA INC	V6C 2Z7
HELLER FINANCIAL CANADA HOLDING COMPANY SOCIETE D...	H3B 2B2
HEWLETT PACKARD FINANCIAL SERVICES CANADA CO	
HEWLETT PACKARD FINANCIAL SERVICES CANADA CO	L4W 5G1
HEWLETT PACKARD FINANCIAL SERVICES CANADA COMPAGN...	L4W 5G1
HEWLETT PACKARD FINANCIAL SERVICES CANADA COMPANY...	L4W 5G1
LAFARGE CANADA INC FINANCIAL SERVICE CENTRE	M5W 5K4
LE SERVICE	H4S 1A7
MAUPASS SYSTEMES D'INFORMATION INC	G1K 8H8
MERCEDES BENZ FINANCIAL SERVICES CANADA CORP	B3J 3N2
MERCEDES BENZ FINANCIAL SERVICES CANADA CORP	L4W 0A5
NISSAN CANADA FINANCIAL SERVICES INC	L4W 4Z5
ORIX FINANCIAL SERVICES CANADA LTD	M9B 6B7
PENSON FINANCIAL SERVICES CANADA INC	H2Y 1P5
PENSON FINANCIAL SERVICES CANADA INC	M5H 2S8
PORSCHE FINANCIAL SERVICES CANADA	L4V 1W1
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA CO	B3J 2X2
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA CO	B3J 3N2
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA CO	H1M 3N7
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA CO	K1J 9B8
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA CO	L6J 5C7
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA COMPA...	H1M 3N7
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA COMPA...	K1J 9B8
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA COMPA...	L6J 5C7
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA COMPA...	L6J 5C7
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA INC	M5K 1N6
PRIMUS AUTOMOTIVE FINANCIAL SERVICES CANADA INC S...	M5K 1N6
SERVICES	G3E 1N2
SERVICES FINANCIAL DAIMLERCHRYSLER CANADA INC	N9A 5K3
SERVICES FINANCIERS DE LAGE LANDEN CANADA INC DE ...	L6L 0C4
SERVICES FINANCIERS MODSPACE CANADA	L6S 6C6
SERVICES FINANCIERS TEXTRON CANADA LIMITEE TEXTRO...	L7L 6W1
SERVISYS INC	J2L 1J5
SERVIX INC	J9P 7A9
TEXTRON FINANCIAL CANADA LIMITED SERVICES FINANCI...	L7L 6W1
TEXTRON FINANCIAL CANADA LIMITED SERVICES FINANCI...	M5H 3L5
VOLVO FINANCIAL SERVICES CANADA CORP	
WELLS FARGO FINANCIAL RETAIL SERVICES COMPANY CAN...	B3L 4P1
WESTERN UNION FINANCIAL SERVICES CANADA INC	M1B 3V4

■ XEROX FINANCIAL SERVICES CANADA LTD	M2M 4G7
■ XEROX FINANCIAL SERVICES CANADA LTD	M2P 2C2
■ XN FINANCIAL SERVICES CANADA INC	H3A 2J2
■ XN FINANCIAL SERVICES CANADA INC	H3A 3J2
■ XN FINANCIAL SERVICES CANADA INC	H3H 2T4

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme :

MODSPACE FINANCIAL SERVICES CANADA LTD

Code Postal :

L6S6C6

Fiche	Inscription	Date	h:min
001	DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR 13-0035524-0001	2013-01-17	11:52
002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 11-0403592-0001	2011-06-02	09:00
	RECTIFICATION D'UNE INSCRIPTION 11-0483929-0001	2011-06-29	09:00
003	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 07-0164415-0002	2007-03-30	09:28
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1045197-0001	2016-10-25	10:52
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1034759-0001	2016-10-21	10:33
	RECTIFICATION D'UNE INSCRIPTION 07-0414513-0001	2007-07-19	10:53
	RECTIFICATION D'UNE INSCRIPTION 07-0168077-0001	2007-04-02	13:13

Date, heure, minute de certification : **2016-12-01 10:29**

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 001 - Détail de l'inscription 1 (de 1)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
13-0035524-0001	2013-01-17 11:52	2023-01-16
DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR		

Il s'agit d'une inscription globale (art.2961.1 Code civil).

PARTIES

Crédit-bailleur

PHH VEHICLE MANAGEMENT SERVICES INC.
2233 ARGENTIA RD, SUITE 400, Mississauga, ON

L5N 2X7

Crédit-preneur

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520-3rd Avenue S.W., CALGARY, AB

T2P 0R3

Crédit-preneur

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 North Park Drive, Brampton, ON

L6S 6C6

BIENS

All present and future motor vehicles (including, without limitation, passenger automobiles, vans, trucks, truck-tractors, truck-trailers, truck-chassis, and truck bodies), automotive equipment (including, without limitation, trailers, boxes and refrigeration units), materials-handling equipment and other goods (whether similar or dissimilar to the foregoing) leased from time to time by the Secured Party to the Debtor, together with, in each case, all present and future parts, attachments, accessories and accessions attached thereto or installed therein, and all proceeds (as defined below) of or relating to any of the foregoing.

Proceeds: All proceeds of any of the above collateral in any form (including, without limitation, goods, documents of title, chattel paper, securities, instruments, money and intangibles (as each such term is defined in the Personal Property Security Act)) derived directly or indirectly from any dealing with any of the above collateral or any proceeds thereof.

MENTIONS

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé
Date : 2013-01-15
Lieu : CALGARY, ALBERTA AND MISSISSAUGA, ONTARIO

Autres mentions :

REF: (8065 / ONPH4F4939-1 / 8076877)

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 002 - Détail de l'inscription 1 (de 2)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
11-0403592-0001	2011-06-02 09:00	2021-06-01
HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION		

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway N.W, Suite 800, Atlanta, Georgia, USA, 30339

Constituant

Modspace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, Ontario L6S 6C6

Constituant

Modspace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, Ontario L6S 6C6
Agissant sous la dénomination sociale :
Services Financiers Modspace Canada
2300 North Park Drive, Brampton, Ontario L6S 6C6

BIENS

The universality of all of the Grantor's property, movable and immovable, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated (hereinafter collectively called the "Hypothecated Property"), including, without limitation:
1 Universality of Movables

The universality of property consisting of:

All movable property, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated, including, without limitation, all tools and equipment pertaining to the enterprises of the Grantor, all claims and customer accounts, all securities and other financial assets, all patents, trademarks and other intellectual property rights and all other corporeal movables included in the assets of any of the Grantor's enterprises kept for sale, lease or processing in the manufacture or transformation of property intended for sale, for lease or for use in providing a service.

Notwithstanding the foregoing, the Hypothecated Property shall not include any rights or interests of the Grantor in any contract if, under the terms of such contract or any Requirement of Law with respect thereto, the valid grant of the hypothec or other Lien therein to the Holder is prohibited and such prohibition has not been or is not waived or the consent of the other party to such contract has not been or is not otherwise obtained (the application of the hypothec created by the Deed on any such property being under such suspensive condition) or under Requirements of Law such prohibition cannot be waived, provided that the foregoing exclusion shall in no way be construed (i) to apply if any such prohibition is ineffective or unenforceable under the Civil Code of Québec or any other Requirement of Law or (ii) so as to limit,

impair or otherwise affect Holder's unconditional continuing hypothec on and Lien upon any rights or interests of the Grantor in or to monies due or to become due under any such contract (including any claims thereunder)

2 Immovables

(a) All the immovable properties of the Grantor described in Schedule I hereof together with the universality of property consisting of all other immovable property and rights of the Grantor, present and future, (any immovable property acquired by the Grantor in the future shall be specifically hypothecated upon the publication of a notice or summary, as the case may be, at the appropriate registry office, the whole at the Grantor's expense) along with all property permanently physically attached or joined thereto or united thereto by accession (including the heating and air conditioning apparatus and watertanks) and which become immovable by the effect of law, and all real rights relating to or attaching to any such immovables (collectively, hereinafter referred to as the "Properties").

(b) The present and future rents (the "Rents") produced by the Properties under current or future leases therefore (including amounts payable for any right of emphyteusis, use or occupancy) and all indemnities paid under the insurance contracts covering such Rents.

(c) All documents, contracts, books and records with regard to the Properties and the Rents.

(d) All reimbursements of taxes, rates, assessments, levies, surtaxes and any other impositions which may be assessed on or payable in respect of any of the Hypothecated Property.

(e) All insurance proceeds and expropriation indemnities with respect to the foregoing.

3 Leases

(a) All rights of the Grantor, as tenant, under all leases entered into by the Grantor.

SCHEDULE I

Immovables

A. An emplacement known and designated as being lot TWO MILLION ONE HUNDRED AND FIFTY-FIVE THOUSAND SEVEN HUNDRED AND SEVENTEEN (2 155 717) of the Cadastre du Québec, Registration Division of Lévis.

With the buildings thereon erected including that bearing civic address 415 Second Avenue, Borough of Des Chutes-de-la-Chaudière-Est, City of Lévis, Province of Québec.

B. An emplacement fronting on Ford Boulevard, City of Châteauguay, Province of Québec, known and designated as being lot number FOUR HUNDRED AND THIRTY-THREE (433) of the Official Cadastre of the Parish of Saint-Joachim de Châteauguay, Registration Division of Châteauguay.

With the buildings thereon erected, if any, bearing civic address 1885 Ford Boulevard, City of Châteauguay, Province of Quebec.

DEFINITIONS:

Unless the context otherwise requires, all capitalized terms used but not defined herein shall have the meanings set forth in the Credit

Agreement or in the Deed.

"Credit Agreement" means that certain Third Amended and Restated Credit Agreement, entered into or to be entered into on or about the date of the Deed (as amended, revised, restated, supplemented, replaced and/or otherwise modified from time to time), by and among, amongst others, Modular Space Corporation, a Delaware corporation, the Grantor and other Borrowers (as defined in the Credit Agreement) party thereto from time to time, as borrowers, the Guarantors (as such term is defined in the Credit Agreement) party thereto from time to time, as guarantors, the financial institutions from time to time parties thereto (such financial institutions together with their respective successors and assigns, each individually as a "Lender" and collectively, as the "Lenders") and Bank of America, N.A., as Administrative Agent.

"Deed" means the Deed of Hypothec on Universality of Movable and Immovable Property hereby published dated June 1, 2011 between the Grantor and the Holder.

"Grantor" means Modspace Financial Services Canada, Ltd. with its successors and assigns

"Holder" means Bank of America, N.A., acting (i) for its own benefit as Lender and in its capacity as the Administrative Agent (as defined in the Credit Agreement) for its own benefit and the benefit of the other present and future Secured Parties (as defined in the Credit Agreement), and (ii) as solidary creditor of such other present and future Secured Parties, and any successors thereto in such capacities.

MENTIONS

Somme de l'hypothèque

\$2,000,000,000 with interest at the rate of 20% per annum from the date of the deed hereby published, compounded annually.

Référence à l'acte constitutif

Forme de l'acte : Notarié en minute

Date : 2011-06-01

Lieu : Montreal, Québec

N° de minute : 25258

Nom du notaire : Mtre Irwin Litvack, Notary

Autres mentions :

Bank of America, N.A., acts (i) for its own benefit as Lender and in its capacity as the Administrative Agent for its own benefit and the benefit of the other present and future Secured Parties (as defined in the Credit Agreement), and (ii) as solidary creditor of such other present and future Secured Parties, and any successors thereto in such capacities.

REMARQUES

INSCRIPTION

11-0483929-0001

RECTIFICATION D'UNE INSCRIPTION

DATE-HEURE-MINUTE

2011-06-29 09:00

AVIS D'ADRESSE

N° 035826

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 002 - Détail de l'inscription 2 (de 2)

INSCRIPTION	DATE-HEURE-MINUTE
11-0483929-0001	2011-06-29 09:00
RECTIFICATION D'UNE INSCRIPTION	

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway N.W., Suite 800, Atlanta, Georgia, USA, 30339

Constituant

Modspace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, Ontario L6S 6C6

Constituant

Modspace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, Ontario L6S 6C6
Agissant sous la dénomination sociale :
Services Financiers Modspace Canada
2300 North Park Drive, Brampton, Ontario L6S 6C6

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
11-0403592-0001	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Objet de la rectification :

The conventional hypothec without delivery registered at the Register of Personal and Movable Real Right under number 11-0403592-0001 is hereby rectified as follows:

In the section "Autres mentions", please rectify by adding the following sentence:

Until such time as the Holder withdraws such authorization, the Holder hereby authorizes the Grantor to collect claims owing to the Grantor from time to time.

AVIS D'ADRESSE

N° 035826

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 003 - Détail de l'inscription 1 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
07-0164415-0002	2007-03-30 09:28	2017-03-30
HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION		

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, Georgia, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 North Park Drive, Brampton, Ontario L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000, Third Avenue S.W., Calgary, Alberta T2P 4H2

BIENS

The universality of all of the Grantor's property, movable and immovable, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated (hereinafter collectively called the "Hypothecated Property"), including, without limitation:
1. Universality of Movables:

The universality of property consisting of:

All movable property, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated, including, without limitation, all tools and equipment pertaining to the enterprises of the Grantor, all claims and customer accounts, all securities, all patents, trademarks and other intellectual property rights and all other corporeal movables included in the assets of any of the Grantor's enterprises kept for sale, lease or processing in the manufacture or transformation of property intended for sale, for lease or for use in providing a service.

Notwithstanding the foregoing, the Hypothecated Property shall not include any rights or interests of the Grantor in any contract if, under the terms of such contract or any Requirement of Law with respect thereto, the valid grant of the hypothec or other Lien therein to the Holder is prohibited and such prohibition has not been or is not waived or the consent of the other party to such contract has not been or is not otherwise obtained (the application of the hypothec created hereby on any such property being under such suspensive condition) or under Requirements of Law such prohibition cannot be waived, provided that the foregoing exclusion shall in no way be construed (i) to apply if any such prohibition is ineffective or unenforceable under the CCQ or any other Requirement of Law or (ii) so as to limit, impair or otherwise affect Holder's unconditional continuing hypothec on and Lien upon any rights or interests of the Grantor in or to monies due or to become due under any such contract (including any claims thereunder)

2. Immovables

(a) All the immovable properties of the Grantor described in Schedule I herein together with the universality of property consisting of all other immovable property and rights of the Grantor, present and future, (any immovable property acquired by the Grantor in the future shall be specifically hypothecated upon the publication of a notice or summary, as the case may be, at the appropriate registry office, the whole at the Grantor's expense) along with all property permanently physically attached or joined thereto or united thereto by accession (including the heating and air conditioning apparatus and watertanks) and which become immovable by the effect of law, and all real rights relating to or attaching to any such immovables (collectively, hereinafter referred to as the "Properties").

(b) The present and future rents (the "Rents") produced by the Properties under current or future leases therefore (including amounts payable for any right of emphyteusis, use or occupancy) and all indemnities paid under the insurance contracts covering such Rents.

(c) All documents, contracts, books and records with regard to the Properties and the Rents.

(d) All reimbursements of taxes, rates, assessments, levies, surtaxes and any other impositions which may be assessed on or payable in respect of any of the Hypothecated Property.

(e) All insurance proceeds and expropriation indemnities with respect to the foregoing.

(hereinafter collectively the "Immovables")

3. Leases

(a) All rights of the Grantor, as tenant, under all leases entered into by the Grantor.

SCHEDULE I

Immovables

A. An emplacement known and designated as being lot TWO MILLION ONE HUNDRED AND FIFTY-FIVE THOUSAND SEVEN HUNDRED AND SEVENTEEN (2 155 717) of the Cadastre du Québec, Registration Division of Lévis. With the buildings thereon erected including that bearing civic address 415 Second Avenue, Borough of Des Chutes-de-la-Chaudière-Est, City of Lévis, Province of Québec.

(the "Lévis Property");

B. An emplacement fronting on Ford Boulevard, City of Châteauguay, Province of Québec, known and designated as being lot number FOUR HUNDRED AND THIRTY-THREE (433) of the Official Cadastre of the Parish of Saint-Joachim de Châteauguay, Registration Division of Châteauguay.

With the buildings thereon erected, if any, bearing civic address 1885 Ford Boulevard, City of Châteauguay, Province of Quebec.

(the "Châteauguay Property").

DEFINITIONS

"Agent" shall mean Bank of America, N.A., acting as agent under the Credit Agreement, and any replacements thereof pursuant to the Credit

Agreement;

"CCQ" shall mean the Civil Code of Quebec;

"Credit Agreement" shall mean that certain Second Amended and Restated Credit Agreement, dated on or about the date of the hypothec hereby being published (as amended, revised, restated, supplemented, replaced and/or otherwise modified from time to time), by and among, amongst others, Modular Space Corporation, a Delaware corporation formerly known as Resun Leasing, Incorporated, and others as borrowers, the Grantor and others, as guarantors, the Lenders and the Agent;

"Grantor" shall mean MODSPACE FINANCIAL SERVICES CANADA, LTD.;

"Lenders" shall mean the financial institutions from time to time party to the Credit Agreement;

"Liens" shall mean: (a) any interest in property securing an obligation owed to, or a claim by, a person other than the owner of the property, whether such interest is based on the common law, statute, or contract, and including a security interest, charge, claim, priority or lien arising from a mortgage, deed of trust, encumbrance, pledge, hypothecation, deemed trusts, assignment, deposit arrangement, security agreement, conditional sale or trust receipt or a lease, consignment or bailment for security purposes; (b) to the extent not included under clause (a), any reservation, exception, encroachment, easement, servitude right-of-way, restriction, lease or other title exception or encumbrance affecting property; and (c) any contingent or other agreement to provide any of the foregoing.

"Requirements of Law" shall mean, as to any person, any law (statutory or common), treaty, rule or regulation or determination of an arbitrator or of a governmental authority, in each case applicable to or binding upon the person or any of its property or to which the person or any of its property is subject;

"Secured Parties" shall have the meaning set forth in the Credit Agreement.

MENTIONS

Somme de l'hypothèque

CDN\$2,000,000,000 bearing interest at the nominal rate of 25% per annum from the date of the deed creating the hypothec hereby published and compounded annually.

Référence à l'acte constitutif

Forme de l'acte : Notarié en minute

Date : 2007-03-30

Lieu : Montreal, Quebec

N° de minute : 5890

Nom du notaire : Me Kevin Leonard

Autres mentions :

BANK OF AMERICA, N.A. is herein acting (i) for its own benefit as a Lender and in its capacity as the Agent for its own benefit and the benefit of the other present and future Secured Parties, and (ii) as solidary creditor of such other present and future Secured Parties, and any successors thereto (in such capacity the "Holder").

REMARQUES

INSCRIPTION

DATE-HEURE-MINUTE

07-0168077-0001	2007-04-02 13:13
RECTIFICATION D'UNE INSCRIPTION	
07-0414513-0001	2007-07-19 10:53
RECTIFICATION D'UNE INSCRIPTION	
16-1034759-0001	2016-10-21 10:33
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE	
16-1045197-0001	2016-10-25 10:52
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE	

AVIS D'ADRESSE

N° 035290

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 003 - Détail de l'inscription 2 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
16-1045197-0001	2016-10-25 10:52	2021-10-20
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE		

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339

Constituant

ModSpace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, ON L6S 6C6

Constituant

ModSpace Financial Services Canada, Ltd.
1000, Third Avenue S.W., Calgary, AB T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 003 - Détail de l'inscription 3 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
16-1034759-0001	2016-10-21 10:33	2021-10-18
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE		

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339

Constituant

ModSpace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, ON L6S 6C6

Constituant

ModSpace Financial Services Canada, Ltd.
1000, Third Avenue S.W., Calgary, AB T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 003 - Détail de l'inscription 4 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE
07-0414513-0001	2007-07-19 10:53

RECTIFICATION D'UNE INSCRIPTION

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 GALLERIA PARKWAY, N.W., SUITE 800, ATLANTA, GEORGIA, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE, BRAMPTON, ONTARIO L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000 THIRD AVENUE S.W., CALGARY, ALBERTA T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Objet de la rectification :

THE CONVENTIONAL HYPOTHEC WITHOUT DELIVERY REGISTERED AT THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS UNDER NUMBER 07-0164415-0002 IS HEREBY RECTIFIED AS FOLLOWS:

IN THE SECTION "AUTRES MENTIONS", PLEASE RECTIFY BY ADDING THE FOLLOWING SENTENCE :

UNTIL SUCH TIME AS THE HOLDER WITHDRAWS SUCH AUTHORIZATION, THE HOLDER HEREBY AUTHORIZES THE GRANTOR TO COLLECT CLAIMS OWING TO THE GRANTOR FROM TIME TO TIME.

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : L6S6C6

Fiche 003 - Détail de l'inscription 5 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE
07-0168077-0001	2007-04-02 13:13

RECTIFICATION D'UNE INSCRIPTION

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 GALLERIA PARKWAY, N.W., SUITE 800, ATLANTA, GEORGIA, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE, BRAMPTON, ONTARIO L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000 THIRD AVENUE S.W., CALGARY, ALBERTA T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Objet de la rectification :

THE CONVENTIONAL HYPOTHEC WITHOUT DELIVERY REGISTERED AT THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS UNDER NUMBER 07-0164415-0002 IS HEREBY RECTIFIED AS FOLLOWS:

IN THE SECTION "SOMME DE L'HYPOTHÈQUE", PLEASE RECTIFY THE INTEREST RATE TO 20% PER ANNUM.

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : **Modspace financial services canada, Ltd.**

Critère de sélection Nom d'organisme :
MODSPACE FINANCIAL SERVICES CANADA LTD
Code Postal :
T2P0R3

Fiche	Inscription	Date	h:min
001	DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR 13-0035524-0001	2013-01-17	11:52

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P0R3

Fiche 001 - Détail de l'inscription 1 (de 1)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
13-0035524-0001	2013-01-17 11:52	2023-01-16
DROITS DE PROPRIÉTÉ DU CRÉDIT-BAILLEUR		

Il s'agit d'une inscription globale (art.2961.1 Code civil).

PARTIES

Crédit-bailleur

PHH VEHICLE MANAGEMENT SERVICES INC.

2233 ARGENTIA RD, SUITE 400, Mississauga, ON

L5N 2X7

Crédit-preneur

MODSPACE FINANCIAL SERVICES CANADA, LTD.

1900, 520-3rd Avenue S.W., CALGARY, AB

T2P 0R3

Crédit-preneur

MODSPACE FINANCIAL SERVICES CANADA, LTD.

2300 North Park Drive, Brampton, ON

L6S 6C6

BIENS

All present and future motor vehicles (including, without limitation, passenger automobiles, vans, trucks, truck-tractors, truck-trailers, truck-chassis, and truck bodies), automotive equipment (including, without limitation, trailers, boxes and refrigeration units), materials-handling equipment and other goods (whether similar or dissimilar to the foregoing) leased from time to time by the Secured Party to the Debtor, together with, in each case, all present and future parts, attachments, accessories and accessions attached thereto or installed therein, and all proceeds (as defined below) of or relating to any of the foregoing.

Proceeds: All proceeds of any of the above collateral in any form (including, without limitation, goods, documents of title, chattel paper, securities, instruments, money and intangibles (as each such term is defined in the Personal Property Security Act)) derived directly or indirectly from any dealing with any of the above collateral or any proceeds thereof.

MENTIONS

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date : 2013-01-15

Lieu : CALGARY, ALBERTA AND MISSISSAUGA, ONTARIO

Autres mentions :

REF: (8065 / ONPH4F4939-1 / 8076877)

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme :

MODSPACE FINANCIAL SERVICES CANADA LTD

Code Postal :

T2P4H2

Fiche	Inscription	Date	h:min
001	Cession d'une universalité de créances 07-0316891-0001	2007-06-06	09:00
002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION 07-0164415-0002	2007-03-30	09:28
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1045197-0001	2016-10-25	10:52
	RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE 16-1034759-0001	2016-10-21	10:33
	RECTIFICATION D'UNE INSCRIPTION 07-0414513-0001	2007-07-19	10:53
	RECTIFICATION D'UNE INSCRIPTION 07-0168077-0001	2007-04-02	13:13

Date, heure, minute de certification : **2016-12-01 10:29**

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 001 - Détail de l'inscription 1 (de 1)

INSCRIPTION	DATE-HEURE-MINUTE
07-0316891-0001	2007-06-06 09:00
Cession d'une universalité de créances	

PARTIES

Cédant

TRANSPORT INTERNATIONAL POOL, INC.
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cédant

GE VEHICLE AND EQUIPMENT LEASING
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cédant

GE CANADA VEHICLE & EQUIPMENT SERVICES
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cédant

GE CANADA SERVICES DE LOCATION DE VÉHICULES ET D'ÉQUIPEMENT
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cédant

GE EQUIPMENT SERVICES CANADA
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cédant

GE SERVICES D'ÉQUIPEMENT CANADA
2300 Meadowvale Boulevard, Mississauga, Ontario L5N 5P9

Cessionnaire

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000, 400 Third Avenue SW, Calgary, Alberta T2P 4H2

BIENS

1. Assignment

All of the Assignors' right, title and interest in, to and under the following, solely to the extent that the same constitute Canadian Assets:

(i) all Purchased Leases;

(ii) all rights under any other Contracts that relate exclusively to the Business (together with the Purchased Leases), including the items listed in the Disclosure Schedule below to the extent owned by the Assignors at the Effective Time and any Contracts of the Assignors that relate exclusively to the Business entered into from the date of the Asset Purchase Agreement through the Closing with respect to which the Assignors have sought and obtained the prior written consent of the Assignee pursuant to and in accordance with Section 5.01 of the Asset Purchase Agreement or for which no such consent is required;

(iii) all accounts receivable and all other accounts, notes and

receivables of the Assignors that arise from the Business;

(iv) all expenses that have been prepaid by the Assignors to the extent relating to the Business, including ad valorem Taxes and lease and rental payments;

(v) all of the Assignors' causes of action against third parties to the extent relating to the Business, the Transferred Assets or any Assumed Liability (regardless of whether asserted by the Assignors), including all rights of indemnity, warranty rights, rights of contribution, rights to refunds, rights of reimbursement and other rights of recovery possessed by the Assignors to the extent relating to the Business, the Transferred Assets or any Assumed Liability (regardless of whether such rights are currently exercisable);

(vi) all transferable licenses, permits or other governmental authorizations of the Assignors used exclusively in the operation of the Business, including, to the extent transferable, the Material Permits; and

(vii) all goodwill associated with Business and the Transferred Assets.

Notwithstanding the foregoing, the agreement does not transfer any right, title or interest in, to or under any Excluded Assets.

2. Definitions

"Asset Purchase Agreement" means the certain asset purchase agreement dated as of February 15, 2007 (as amended from time to time) between the Assignors, the Assignee, General Electric Capital Corporation, Modular Space Corporation and Resun Modspace, Inc.

"Assignee" means Modspace Financial Services Canada, Ltd.

"Assignors" means Transport International Pool, Inc., GE Vehicle and Equipment Leasing, GE Canada Vehicle & Equipment Services and GE Equipment Services Canada.

"Business" shall mean the Canada Business and the U.S. Business.

"Canada Business" shall mean the business of leasing, selling, installing, delivering and servicing of mobile and modular structures and ancillary equipment (such as external steps and furnishings for use in such structures and the maintenance, repair, modification and refurbishment of such structures), in each case, located in Canada, through the business unit known as GE Modular Space, excluding for the avoidance of doubt, containers used for transportation of cargo.

"Canadian Assets" means those Transferred Assets constituting (x) the real and personal property of the Canada Business and (y) the intangible assets and Intellectual Property of the Canada Business.

"Closing Date" shall mean March 30, 2007.

"Contracts" means all contracts, subcontracts, agreements, leases, licenses, binding commitments, sales and purchase orders, and other instruments, arrangements or understandings of any kind, that relate to the Business and to which any Assignor is a party, other than (i) all contracts, agreements or other arrangements or instruments of any kind relating to Tax, (ii) Insurance Arrangements, or (iii) contracts, agreements or other arrangements or instruments that are Excluded Assets.

"Effective Time" means 11:59 p.m. (New York City time) on the Closing Date.

"Intellectual Property" means: (a) patents, patent applications and statutory invention registrations, including reissues, divisions, continuations, continuations in part, extensions and reexaminations thereof, all rights in any of the foregoing provided by international treaties or conventions, (b) trademarks, service marks, trade dress, logos, any and all common law rights, domain names, and registrations and applications for registration thereof, all rights therein provided by international treaties or conventions, and all reissues, extensions and renewals of any of the foregoing, and all goodwill associated with any of the foregoing, (c) copyrights (including copyrights in any works of authorship), whether or not registered, and registrations and applications for registration thereof, and all rights therein provided by international treaties or conventions, (d) trade secrets and (e) any and all other intellectual property rights arising out of inventions and confidential and proprietary information.

"Lease" means any Contract (including any schedule, modification, amendment, supplement or letter agreement thereto and any assignment, assumption, renewal or novation thereof) in existence as of the Effective Time and any ancillary agreements relating thereto, that relates to the short-term or long-term lease or rental of Purchased Units located in the United States or Canada to (or use of Purchased Units by) any Person of which any Assignor is (i) the lessor (or sublessor), obligee or owner (whether initially or as assignee) or (ii) an assignee of the revenues or claims with respect to such Contract.

"Person" means any natural person, general or limited partnership, corporation, limited liability company, limited liability partnership, firm, association or organization or other legal entity.

"Purchased Leases" shall mean all Leases and all revenues and other amounts payable thereunder and not paid prior to the Effective Time.

"Purchased Units" shall mean any and all Units owned by any Assignor (or managed by any Assignor for the account of any third party), as more fully described on the Purchased Unit Data Schedule, together with any such Units acquired after the date of the Purchased Unit Data Schedule and excluding any such Units sold or otherwise disposed of after the date of the Purchased Unit Data Schedule.

"Purchased Units Data Schedule" means the computer disk, computer tape or other computer format, setting forth the Unit Portfolio Information with respect to the Purchased Units as of December 31, 2006, attached as Exhibit G to the Agreement.

"Tax" or "Taxes" means all income, excise, gross receipts, ad valorem, sales, use, employment, franchise, profits, gains, property, transfer, use, payroll, intangibles or other taxes, fees, stamp taxes, duties, charges, levies or assessments of any kind whatsoever (whether payable directly or by withholding), together with any interest and any penalties, additions to tax or additional amounts imposed by any Tax authority with respect thereto.

"Units" shall mean the Assignors' relocatable mobile and modular structures used or held for use in the Business.

3. Disclosure Schedule

Transferred Assets - Contracts

Lease Agreement, dated September 29, 2006, between CORT Furniture Rental Corporation and GE Modular Space, a division of TIP

("ModSpace").

Marketing Alliance Agreement, dated October 11, 2006, between Alarm.com Incorporated and ModSpace and the Product Purchase Agreement, October 11, 2006, between Alarm.com Incorporated and ModSpace.

Contracts made in the ordinary course of business between branches of the Business and vendors for the provision of site services and/or equipment to customers for storage containers, fencing, landscaping, tear down and removal, electrical, plumbing and other ancillary services and equipment. In connection with sale and/or leases of Units to customers, as a value-added service or product, branches of the Business are occasionally requested by such customers to engage the services of third party contractors to provide services and/or equipment to such customers.

The Contracts set forth in Schedule 2.01(b)(xii) to the Asset Purchase Agreement.

4. Terms defined in the Asset Purchase Agreement

All capitalized terms used herein which are defined in the Asset Purchase Agreement shall have the respective meanings ascribed to them in the Asset Purchase Agreement unless otherwise specifically defined herein.

MENTIONS

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date : 2007-03-30

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 002 - Détail de l'inscription 1 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
07-0164415-0002	2007-03-30 09:28	2017-03-30

HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, Georgia, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 North Park Drive, Brampton, Ontario L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000, Third Avenue S.W., Calgary, Alberta T2P 4H2

BIENS

The universality of all of the Grantor's property, movable and immovable, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated (hereinafter collectively called the "Hypothecated Property"), including, without limitation:

1. Universality of Movables:

The universality of property consisting of:

All movable property, present and future, corporeal and incorporeal, of whatsoever nature and kind and wheresover situated, including, without limitation, all tools and equipment pertaining to the enterprises of the Grantor, all claims and customer accounts, all securities, all patents, trademarks and other intellectual property rights and all other corporeal movables included in the assets of any of the Grantor's enterprises kept for sale, lease or processing in the manufacture or transformation of property intended for sale, for lease or for use in providing a service.

Notwithstanding the foregoing, the Hypothecated Property shall not include any rights or interests of the Grantor in any contract if, under the terms of such contract or any Requirement of Law with respect thereto, the valid grant of the hypothec or other Lien therein to the Holder is prohibited and such prohibition has not been or is not waived or the consent of the other party to such contract has not been or is not otherwise obtained (the application of the hypothec created hereby on any such property being under such suspensive condition) or under Requirements of Law such prohibition cannot be waived, provided that the foregoing exclusion shall in no way be construed (i) to apply if any such prohibition is ineffective or unenforceable under the CCQ or any other Requirement of Law or (ii) so as to limit, impair or otherwise affect Holder's unconditional continuing hypothec on and Lien upon any rights or interests of the Grantor in or to monies due or to become due under any such contract (including any claims thereunder)

2. Immovables

(a) All the immovable properties of the Grantor described in Schedule I herein together with the universality of property consisting of all other immovable property and rights of the Grantor, present and future, (any immovable property acquired by the Grantor in the future shall be specifically hypothecated upon the publication of a notice or summary, as the case may be, at the appropriate registry office, the whole at the Grantor's expense) along with all property permanently physically attached or joined thereto or united thereto by accession (including the heating and air conditioning apparatus and watertanks) and which become immovable by the effect of law, and all real rights relating to or attaching to any such immovables (collectively, hereinafter referred to as the "Properties").

(b) The present and future rents (the "Rents") produced by the Properties under current or future leases therefore (including amounts payable for any right of emphyteusis, use or occupancy) and all indemnities paid under the insurance contracts covering such Rents.

(c) All documents, contracts, books and records with regard to the Properties and the Rents.

(d) All reimbursements of taxes, rates, assessments, levies, surtaxes and any other impositions which may be assessed on or payable in respect of any of the Hypothecated Property.

(e) All insurance proceeds and expropriation indemnities with respect to the foregoing.

(hereinafter collectively the "Immovables")

3. Leases

(a) All rights of the Grantor, as tenant, under all leases entered into by the Grantor.

SCHEDULE I

Immovables

A. An emplacement known and designated as being lot TWO MILLION ONE HUNDRED AND FIFTY-FIVE THOUSAND SEVEN HUNDRED AND SEVENTEEN (2 155 717) of the Cadastre du Québec, Registration Division of Lévis. With the buildings thereon erected including that bearing civic address 415 Second Avenue, Borough of Des Chutes-de-la-Chaudière-Est, City of Lévis, Province of Québec.

(the "Lévis Property");

B. An emplacement fronting on Ford Boulevard, City of Châteauguay, Province of Québec, known and designated as being lot number FOUR HUNDRED AND THIRTY-THREE (433) of the Official Cadastre of the Parish of Saint-Joachim de Châteauguay, Registration Division of Châteauguay.

With the buildings thereon erected, if any, bearing civic address 1885 Ford Boulevard, City of Châteauguay, Province of Quebec.

(the "Châteauguay Property").

DEFINITIONS

"Agent" shall mean Bank of America, N.A., acting as agent under the Credit Agreement, and any replacements thereof pursuant to the Credit

Agreement;

"CCQ" shall mean the Civil Code of Quebec;

"Credit Agreement" shall mean that certain Second Amended and Restated Credit Agreement, dated on or about the date of the hypothec hereby being published (as amended, revised, restated, supplemented, replaced and/or otherwise modified from time to time), by and among, amongst others, Modular Space Corporation, a Delaware corporation formerly known as Resun Leasing, Incorporated, and others as borrowers, the Grantor and others, as guarantors, the Lenders and the Agent;

"Grantor" shall mean MODSPACE FINANCIAL SERVICES CANADA, LTD.;

"Lenders" shall mean the financial institutions from time to time party to the Credit Agreement;

"Liens" shall mean: (a) any interest in property securing an obligation owed to, or a claim by, a person other than the owner of the property, whether such interest is based on the common law, statute, or contract, and including a security interest, charge, claim, priority or lien arising from a mortgage, deed of trust, encumbrance, pledge, hypothecation, deemed trusts, assignment, deposit arrangement, security agreement, conditional sale or trust receipt or a lease, consignment or bailment for security purposes; (b) to the extent not included under clause (a), any reservation, exception, encroachment, easement, servitude right-of-way, restriction, lease or other title exception or encumbrance affecting property; and (c) any contingent or other agreement to provide any of the foregoing.

"Requirements of Law" shall mean, as to any person, any law (statutory or common), treaty, rule or regulation or determination of an arbitrator or of a governmental authority, in each case applicable to or binding upon the person or any of its property or to which the person or any of its property is subject;

"Secured Parties" shall have the meaning set forth in the Credit Agreement.

MENTIONS

Somme de l'hypothèque

CDN\$2,000,000,000 bearing interest at the nominal rate of 25% per annum from the date of the deed creating the hypothec hereby published and compounded annually.

Référence à l'acte constitutif

Forme de l'acte : Notarié en minute

Date : 2007-03-30

Lieu : Montreal, Quebec

N° de minute : 5890

Nom du notaire : Me Kevin Leonard

Autres mentions :

BANK OF AMERICA, N.A. is herein acting (i) for its own benefit as a Lender and in its capacity as the Agent for its own benefit and the benefit of the other present and future Secured Parties, and (ii) as solidary creditor of such other present and future Secured Parties, and any successors thereto (in such capacity the "Holder").

REMARQUES

INSCRIPTION

DATE-HEURE-MINUTE

07-0168077-0001	2007-04-02 13:13
RECTIFICATION D'UNE INSCRIPTION	
07-0414513-0001	2007-07-19 10:53
RECTIFICATION D'UNE INSCRIPTION	
16-1034759-0001	2016-10-21 10:33
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE	
16-1045197-0001	2016-10-25 10:52
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE	

AVIS D'ADRESSE

N° 035290

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 002 - Détail de l'inscription 2 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
16-1045197-0001	2016-10-25 10:52	2021-10-20
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE		

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339

Constituant

ModSpace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, ON L6S 6C6

Constituant

ModSpace Financial Services Canada, Ltd.
1000, Third Avenue S.W., Calgary, AB T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 002 - Détail de l'inscription 3 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE	DATE EXTRÊME D'EFFET
16-1034759-0001	2016-10-21 10:33	2021-10-18
RENOUVELLEMENT DE LA PUBLICITÉ D'UNE HYPOTHÈQUE		

PARTIES

Titulaire

Bank of America, N.A.
300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339

Constituant

ModSpace Financial Services Canada, Ltd.
2300 North Park Drive, Brampton, ON L6S 6C6

Constituant

ModSpace Financial Services Canada, Ltd.
1000, Third Avenue S.W., Calgary, AB T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Référence à l'acte constitutif

Forme de l'acte : Sous seing privé

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 002 - Détail de l'inscription 4 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE
07-0414513-0001	2007-07-19 10:53

RECTIFICATION D'UNE INSCRIPTION

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 GALLERIA PARKWAY, N.W., SUITE 800, ATLANTA, GEORGIA, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE, BRAMPTON, ONTARIO L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000 THIRD AVENUE S.W., CALGARY, ALBERTA T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Objet de la rectification :

THE CONVENTIONAL HYPOTHEC WITHOUT DELIVERY REGISTERED AT THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS UNDER NUMBER 07-0164415-0002 IS HEREBY RECTIFIED AS FOLLOWS:

IN THE SECTION "AUTRES MENTIONS", PLEASE RECTIFY BY ADDING THE FOLLOWING SENTENCE :

UNTIL SUCH TIME AS THE HOLDER WITHDRAWS SUCH AUTHORIZATION, THE HOLDER HEREBY AUTHORIZES THE GRANTOR TO COLLECT CLAIMS OWING TO THE GRANTOR FROM TIME TO TIME.

Date, heure, minute de certification : 2016-12-01 10:29

Critère de recherche Nom d'organisme : Modspace financial services canada, Ltd.

Critère de sélection Nom d'organisme : MODSPACE FINANCIAL S... Code Postal : T2P4H2

Fiche 002 - Détail de l'inscription 5 (de 5)

INSCRIPTION	DATE-HEURE-MINUTE
07-0168077-0001	2007-04-02 13:13

RECTIFICATION D'UNE INSCRIPTION

PARTIES

Titulaire

BANK OF AMERICA, N.A.
300 GALLERIA PARKWAY, N.W., SUITE 800, ATLANTA, GEORGIA, USA, 30339

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE, BRAMPTON, ONTARIO L6S 6C6

Constituant

MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000 THIRD AVENUE S.W., CALGARY, ALBERTA T2P 4H2

MENTIONS

Référence à l'inscription visée

NUMÉRO	NATURE
07-0164415-0002	HYPOTHÈQUE CONVENTIONNELLE SANS DÉPOSSESSION

Objet de la rectification :

THE CONVENTIONAL HYPOTHEC WITHOUT DELIVERY REGISTERED AT THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS UNDER NUMBER 07-0164415-0002 IS HEREBY RECTIFIED AS FOLLOWS:

IN THE SECTION "SOMME DE L'HYPOTHÈQUE", PLEASE RECTIFY THE INTEREST RATE TO 20% PER ANNUM.



Date, heure, minute de certification : **2016-12-01 10:29**

Critère de recherche Nom d'organisme : **Moon Canadian Acquisition I Ltd.**

Résultat exact (0)

Aucun droit n'est inscrit au registre sous le nom consulté. Pour une recherche complète, il est recommandé de consulter aussi les résultats apparaissant sous l'onglet « Nom présentant des similarités », s'il y a lieu.

Date, heure, minute de certification : **2016-12-01 10:29**

Critère de recherche Nom d'organisme : **Moon Canadian Acquisition I Ltd.**

Noms présentant des similarités (4)

Nom	Code postal	Nombre de fiches détaillées
 DEMARREURS MONT LAURIER I	J9L 1J7	
 DUNDEE SAREA ACQUISITION I LIMITED PARTNERSHIP	H3H 2T4	
 DUNDEE SAREA ACQUISITION I LIMITED PARTNERSHIP	M5V 2V9	
 MOEN INC	L6H 5S7	

I swear that this is Exhibit "V" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)
New York, in the State of New York, U.S.A.)
this 23rd day of December, 2016.)

Cecily Pereira)
Notary Public)

David Orlofsky
DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017



Search ID#: Z08641430

Transmitting Party

BORDEN LADNER GERVAIS LLP

Centennial Place, East Tower
1900, 520-3rd Avenue SW
CALGARY, AB T2P 0R3

Party Code: 50008002
Phone #: 403 232 9500
Reference #: 020821/01

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Exact Result(s) Only Found

NOTE:

A complete Search may result in a Report of Exact and Inexact Matches.

Be sure to read the reports carefully.



Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 07032204831

Registration Type: LAND CHARGE

Registration Date: 2007-Mar-22

Registration Status: Current

Registration Term: Infinity

Exact Match on: Debtor

No: 1

Exact Match on: Debtor

No: 3

Amendments to Registration

11041825033

Amendment

2011-Apr-18

Debtor(s)

Block

Status

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Current

Block

Status

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000, 400 - 3RD AVENUE SW
CALGARY, AB T2P 4H2

Deleted by
11041825033

Block

Status

3 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520 - 3RD AVENUE SW
CALGARY, AB T2P 0R3

Current by
11041825033

Secured Party / Parties

Block

Status

1 BANK OF AMERICA, N.A., AS AGENT
300 GALLERIA PARKWAY, SUITE 800
ATLANTA, GA 30339

Current

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 07032204880

Registration Type: SECURITY AGREEMENT

Registration Date: 2007-Mar-22

Registration Status: Current

Expiry Date: 2024-Mar-22 23:59:59

Exact Match on: Debtor

No: 1

Exact Match on: Debtor

No: 3

Amendments to Registration

11041825007

Amendment And Renewal

2011-Apr-18

14101706257

Renewal

2014-Oct-17

Debtor(s)

Block

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Status

Current

Block

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1000, 400 - 3RD AVENUE SW
CALGARY, AB T2P 4H2

Status

Deleted by
11041825007

Block

3 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520 - 3RD AVENUE SW
CALGARY, AB T2P 0R3

Status

Current by
11041825007

Secured Party / Parties

Block

1 BANK OF AMERICA, N.A., AS AGENT
300 GALLERIA PARKWAY, SUITE 800
ATLANTA, GA 30339

Status

Current

Search ID#: Z08641430

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.	Current

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 11041824938

Registration Type: LAND CHARGE

Registration Date: 2011-Apr-18

Registration Status: Current

Registration Term: Infinity

Exact Match on: Debtor

No: 1

Exact Match on: Debtor

No: 2

Debtor(s)

Block

Status

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Current

Block

Status

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520 - 3RD AVENUE S.W.
CALGARY, AB T2P 0R3

Current

Secured Party / Parties

Block

Status

1 BANK OF AMERICA, N.A., AS AGENT
300 GALLERIA PARKWAY, SUITE 800
ATLANTA, GA 30339

Current

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 11041824964

Registration Type: SECURITY AGREEMENT

Registration Date: 2011-Apr-18

Registration Status: Current

Expiry Date: 2019-Apr-18 23:59:59

Exact Match on: Debtor No: 1

Exact Match on: Debtor No: 2

Debtor(s)

Block

Status

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Current

Block

Status

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520 - 3RD AVENUE S.W.
CALGARY, AB T2P 0R3

Current

Secured Party / Parties

Block

Status

1 BANK OF AMERICA, N.A., AS AGENT
300 GALLERIA PARKWAY, SUITE 800
ATLANTA, GA 30339

Current

Collateral: General

Block

Description

Status

1 ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

Current

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 13011707099

Registration Type: SECURITY AGREEMENT

Registration Date: 2013-Jan-17

Registration Status: Current

Expiry Date: 2018-Jan-17 23:59:59

Exact Match on: Debtor

No: 1

Exact Match on: Debtor

No: 2

Amendments to Registration

13082610687

Amendment

2013-Aug-26

Debtor(s)

Block

Status

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520-3RD AVENUE S.W.
CALGARY, AB T2P 0R3

Current

Block

Status

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Current

Secured Party / Parties

Block

Status

1 PHH VEHICLE MANAGEMENT SERVICES INC.
2233 ARGENTIA RD, SUITE 400
MISSISSAUGA, ON L5N 2X7

Current

Collateral: Serial Number Goods

Block

Serial Number

Year

Make and Model

Category

Status

1 22046939

2013

SKYJ 3219

MV - Motor Vehicle

Current By
13082610687

Search ID#: Z08641430

2	22046942	2013	SKYJ 3219	MV - Motor Vehicle	Current By 13082610687
3	37003830	2013	SKYJ 6826	MV - Motor Vehicle	Current By 13082610687

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	ALL PRESENT AND FUTURE MOTOR VEHICLES (INCLUDING, WITHOUT	Current
2	LIMITATION, PASSENGER AUTOMOBILES, VANS, TRUCKS, TRUCK-TRACTORS,	Current
3	TRUCK-TRAILERS, TRUCK-CHASSIS AND TRUCK BODIES), AUTOMOTIVE	Current
4	EQUIPMENT (INCLUDING, WITHOUT LIMITATION, TRAILERS, BOXES AND	Current
5	REFRIGERATION UNITS), MATERIAL-HANDLING EQUIPMENT AND OTHER GOODS	Current
6	(WHETHER SIMILAR OR DISSIMILAR TO THE FOREGOING) LEASED FROM TIME	Current
7	TO TIME BY THE SECURED PARTY TO THE DEBTOR, TOGETHER WITH IN EACH	Current
8	CASE, ALL PRESENT AND FUTURE PARTS, ATTACHMENTS, ACCESSORIES AND	Current
9	ACCESSIONS ATTACHED THERETO OR INSTALLED THEREIN, AND ALL	Current
10	PROCEEDS AS DEFINED BELOW) OF OR RELATING TO ANY OF THE	Current
11	FOREGOING.	Current
12	PROCEEDS: ALL PROCEEDS OF ANY OF THE ABOVE COLLATERAL IN ANY FORM	Current
13	(INCLUDING, WITHOUT LIMITATION, GOODS, DOCUMENTS OF TITLE,	Current
14	CHATTEL PAPER, SECURITIES, INSTRUMENTS, MONEY AND INTANGIBLES (AS	Current
15	EACH SUCH TERM IS DEFINED IN THE PERSONAL PROPERTY SECURITY ACT))	Current
16	DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH ANY OF THE	Current
17	ABOVE COLLATERAL OR ANY PROCEEDS THEREOF.	Current

Particulars

Search ID#: Z08641430

<u>Block</u>	<u>Additional Information</u>	<u>Status</u>
1	2013 SKYJ 3219 Serial Number 22046939, 2013 SKYJ 3219 Serial Number 22046942, 2013 SKYJ 6826 Serial Number 37003830,	Current By 13082610687

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 16051731791

Registration Type: SECURITY AGREEMENT

Registration Date: 2016-May-17

Registration Status: Current

Expiry Date: 2026-May-17 23:59:59

Exact Match on: Debtor

No: 1

Debtor(s)

Block

Status

1	MODSPACE FINANCIAL SERVICES CANADA, LTD. 2300 NORTH PARK DRIVE BRAMPTON, ON L6S6C6	Current
---	--	---------

Secured Party / Parties

Block

Status

1	ELEMENT FLEET MANAGEMENT INC. 4 ROBERT SPECK PARKWAY, SUITE 900 MISSISSAUGA, ON L4Z1S1	Current
---	--	---------

Collateral: General

Block

Description

Status

1	ALL PRESENT AND FUTURE MOTOR VEHICLES (INCLUDING, WITHOUT LIMITATION, PASSENGER AUTOMOBILES, VANS, TRUCKS, TRUCK-TRACTORS, TRUCK-TRAILERS, TRUCK-CHASSIS AND TRUCK BODIES), AUTOMOTIVE EQUIPMENT (INCLUDING, WITHOUT LIMITATION, TRAILERS, BOXES AND REFRIGERATION UNITS), MATERIAL-HANDLING EQUIPMENT AND OTHER GOODS (WHETHER SIMILAR OR DISSIMILAR TO THE FOREGOING) LEASED FROM TIME TO TIME BY THE SECURED PARTY TO THE DEBTOR, TOGETHER WITH, IN EACH CASE, ALL PRESENT AND FUTURE PARTS, ATTACHMENTS, ACCESSORIES AND ACCESSIONS ATTACHED THERE TO OR INSTALLED THEREIN, AND ALL PROCEEDS OF OR RELATING TO ANY OF THE FOREGOING.	Current
---	--	---------

Search ID#: Z08641430

Business Debtor Search For:

MODSPACE FINANCIAL SERVICES CANADA, LTD.

Search ID #: Z08641430

Date of Search: 2016-Dec-12

Time of Search: 14:30:20

Registration Number: 16121230373

Registration Type: SECURITY AGREEMENT

Registration Date: 2016-Dec-12

Registration Status: Current

Expiry Date: 2019-Dec-12 23:59:59

Exact Match on: Debtor No: 1

Exact Match on: Debtor No: 2

Debtor(s)

Block

Status

1 MODSPACE FINANCIAL SERVICES CANADA, LTD.
2300 NORTH PARK DRIVE
BRAMPTON, ON L6S 6C6

Current

Block

Status

2 MODSPACE FINANCIAL SERVICES CANADA, LTD.
1900, 520 3RD AVENUE SW
CALGARY, AB T2P 0R3

Current

Secured Party / Parties

Block

Status

1 BANK OF AMERICA, N.A., AS AGENT
300 GALLERIA PARKWAY, SUITE 800
ATLANTA, GA 30339

Current

Collateral: General

Block

Description

Status

1 All present and after-acquired personal property of the Debtor.

Current

Result Complete