H&E Equipment Services, Inc.
Form 10-Q
August 01, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2013.

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

For the transition period from __________ to __________

Commission file number: 000-51759

H&E Equipment Services, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**81-0553291**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**
7500 Pecue Lane,	
Baton Rouge, Louisiana	**70809**
(Address of Principal Executive Offices)	**(ZIP Code)**

(225) 298-5200

(Registrant s Telephone Number, Including Area Code)

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large Accelerated Filer	¨	Accelerated Filer	x
Non-Accelerated Filer	¨	Smaller Reporting Company	¨

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

As of July 26, 2013, there were 35,223,996 shares of H&E Equipment Services, Inc. common stock, $0.01 par value, outstanding.

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

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June 30, 2013

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words may, could, would, should, believe, expect, anticipate, plan, estima project, intend, foresee and similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financing plans, budgets, working capital needs and sources of liquidity.

Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management s beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically or through new marketing applications, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

general economic conditions and construction and industrial activity in the markets where we operate in North America, as well as the depth and duration of the recent macroeconomic downturn and related decreases in construction and industrial activities, which may significantly affect our revenues and operating results;

the impact of conditions in the global credit markets and their effect on construction spending and the economy in general;

relationships with equipment suppliers;

increased maintenance and repair costs as we age our fleet and decreases in our equipment s residual value;

our indebtedness;

risks associated with the expansion of our business;

our possible inability to integrate any businesses we acquire;

competitive pressures;

compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and

other factors discussed under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012.

Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission (SEC), we are under no obligation to publicly update or revise any forward-looking statements after we file this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise. Investors, potential investors and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results or performance.

For a more detailed discussion of some of the foregoing risks and uncertainties, see Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, as well as other reports and registration statements filed by us with the SEC. All of our annual, quarterly and current reports, and any amendments thereto, filed with or furnished to the SEC are available on our Internet website under the Investor Relations link. For more information about us and the announcements we make from time to time, visit our Internet website at www.he-equipment.com.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share amounts)

	Balances at	
	June 30, 2013 (Unaudited)	**December 31, 2012**
ASSETS		
Cash	$ 4,221	$ 8,894
Receivables, net of allowance for doubtful accounts of $4,087 and $4,593, respectively	133,930	141,667
Inventories, net of reserves for obsolescence of $641 and $618, respectively	142,219	79,970
Prepaid expenses and other assets	8,440	5,207
Rental equipment, net of accumulated depreciation of $303,401 and $296,920, respectively	646,666	583,349
Property and equipment, net of accumulated depreciation and amortization of $72,836 and $68,101, respectively	90,359	86,189
Deferred financing costs, net of accumulated amortization of $9,639 and $9,423, respectively	5,263	5,049
Goodwill	31,635	32,074
Total assets	$ 1,062,733	$ 942,399
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities:		
Amounts due on senior secured credit facility	$ 100,516	$ 157,719
Accounts payable	76,805	36,119
Manufacturer flooring plans payable	56,370	50,839
Dividends payable	1,090	1,488
Accrued expenses payable and other liabilities	54,828	50,522
Senior unsecured notes	628,462	521,065
Capital leases payable	2,364	2,447
Deferred income taxes	74,647	71,589
Deferred compensation payable	2,008	1,975
Total liabilities	997,090	893,763
Commitments and Contingencies		
Stockholders equity:		
Preferred stock, $0.01 par value, 25,000,000 shares authorized; no shares issued		
Common stock, $0.01 par value, 175,000,000 shares authorized; 38,936,683 and 38,917,619 shares issued at June 30, 2013 and December 31, 2012, respectively and 35,139,388 and 35,141,870 shares outstanding at June 30, 2013 and December 31, 2012, respectively	388	388
Additional paid-in capital	214,681	212,850
Treasury stock at cost, 3,797,295 and 3,775,749 shares of common stock held at June 30, 2013 and December 31, 2012, respectively	(57,988)	(57,578)
Retained earnings (deficit)	(91,438)	(107,024)

Total stockholders equity	65,643	48,636
Total liabilities and stockholders equity	$ 1,062,733	$ 942,399

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

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(Amounts in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
Revenues:				
Equipment rentals	$ 83,728	$ 70,504	$ 159,098	$ 130,133
New equipment sales	73,436	64,704	126,759	105,701
Used equipment sales	34,661	23,588	66,810	50,110
Parts sales	26,448	24,725	51,400	48,103
Services revenues	13,770	13,879	28,321	27,179
Other	13,297	11,624	25,340	21,463
Total revenues	245,340	209,024	457,728	382,689
Cost of revenues:				
Rental depreciation	30,020	24,763	58,152	47,577
Rental expense	14,248	12,253	27,851	23,796
New equipment sales	65,055	57,633	112,794	93,578
Used equipment sales	24,172	16,405	46,920	35,027
Parts sales	19,233	17,805	37,537	34,734
Services revenues	5,057	5,168	10,800	10,292
Other	12,143	10,762	23,782	20,799
Total cost of revenues	169,928	144,789	317,836	265,803
Gross profit	75,412	64,235	139,892	116,886
Selling, general and administrative expenses	47,106	41,399	93,370	82,102
Gain on sales of property and equipment, net	606	641	1,106	964
Income from operations	28,912	23,477	47,628	35,748
Other income (expense):				
Interest expense	(13,085)	(6,973)	(25,357)	(13,843)
Other, net	201	151	708	508
Total other expense, net	(12,884)	(6,822)	(24,649)	(13,335)
Income before income taxes	16,028	16,655	22,979	22,413
Provision for income taxes	5,219	6,187	7,393	7,990
Net income	$ 10,809	$ 10,468	$ 15,586	$ 14,423
Net income per common share:				
Basic	$ 0.31	$ 0.30	$ 0.45	$ 0.41

Diluted	$	0.31	$	0.30	$	0.44	$	0.41
Weighted average common shares outstanding:								
Basic		34,988		34,838		34,982		34,822
Diluted		35,122		34,964		35,109		34,957

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

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in thousands)

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash flows from operating activities:		
Net income	$ 15,586	$ 14,423
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization on property and equipment	8,077	6,538
Depreciation on rental equipment	58,152	47,577
Amortization of deferred financing costs	557	669
Accretion of note discount, net of premium amortization	147	
Amortization of intangible assets		50
Provision for losses on accounts receivable	1,573	1,731
Provision for inventory obsolescence	94	31
Increase in deferred income taxes	3,058	1,619
Stock-based compensation expense	1,604	797
Gain on sales of property and equipment, net	(1,106)	(964)
Gain on sales of rental equipment, net	(18,179)	(14,359)
Writedown of goodwill for tax-deductible goodwill in excess of book goodwill	439	972
Changes in operating assets and liabilities:		
Receivables, net	6,164	(4,345)
Inventories, net	(94,625)	(70,113)
Prepaid expenses and other assets	(3,268)	(292)
Accounts payable	40,685	18,389
Manufacturer flooring plans payable	5,531	5,732
Accrued expenses payable and other liabilities	4,306	9,814
Deferred compensation payable	33	(64)
Net cash provided by operating activities	28,828	18,205
Cash flows from investing activities:		
Purchases of property and equipment	(12,332)	(19,422)
Purchases of rental equipment	(121,010)	(119,574)
Proceeds from sales of property and equipment	1,191	1,340
Proceeds from sales of rental equipment	50,002	44,586
Net cash used in investing activities	(82,149)	(93,070)
Cash flows from financing activities:		
Purchases of treasury stock	(410)	(291)
Excess tax benefit (deficiency) from stock-based awards	227	286
Borrowings on senior secured credit facility	533,898	462,578
Payments on senior secured credit facility	(591,101)	(407,370)
Proceeds from issuance of senior unsecured notes	107,250	
Payments of deferred financing costs	(735)	(783)
Dividends paid	(398)	
Payments of capital lease obligations	(83)	(78)

Net cash provided by financing activities		48,648		54,342
Net decrease in cash		(4,673)		(20,523)
Cash, beginning of period		8,894		24,215
Cash, end of period	$	4,221	$	3,692

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Unaudited)

(Amounts in thousands)

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Supplemental schedule of noncash investing and financing activities:		
Noncash asset purchases:		
Assets transferred from new and used inventory to rental fleet	$ 32,282	$ 25,778
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 23,699	$ 13,096
Income taxes paid, net of refunds received	$ 1,212	$ 319

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

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Organization and Nature of Operations

Basis of Presentation

Our condensed consolidated financial statements include the financial position and results of operations of H&E Equipment Services, Inc. and its wholly-owned subsidiaries H&E Finance Corp., GNE Investments, Inc., Great Northern Equipment, Inc., H&E California Holding, Inc., H&E Equipment Services (California), LLC and H&E Equipment Services (Mid-Atlantic), Inc., collectively referred to herein as we or us or our or the Company.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such regulations. In the opinion of management, all adjustments (consisting of all normal and recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013, and therefore, the results and trends in these interim condensed consolidated financial statements may not be the same for the entire year. These interim condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2012, from which the consolidated balance sheet amounts as of December 31, 2012 were derived.

All significant intercompany accounts and transactions have been eliminated in these condensed consolidated financial statements. Business combinations accounted for as purchases are included in the condensed consolidated financial statements from their respective dates of acquisition.

The nature of our business is such that short-term obligations are typically met by cash flows generated from long-term assets. Consequently, and consistent with industry practice, the accompanying condensed consolidated balance sheets are presented on an unclassified basis.

Nature of Operations

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and service support for four core categories of specialized equipment: (1) hi-lift or aerial work platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment sales, rental, on-site parts, and repair and maintenance functions under one roof, we are a one-stop provider for our customers varied equipment needs. This full-service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal, and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and service operations.

(2) Significant Accounting Policies

We describe our significant accounting policies in note 2 of the notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2012. During the six month period ended June 30, 2013, there were no significant changes to those accounting policies.

Use of Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, which requires management to use its judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. These assumptions and estimates could have a material effect on our condensed consolidated financial statements. Actual results may differ materially from those estimates. We review our estimates on an ongoing basis based on information currently available, and changes in facts and circumstances may cause us to revise these estimates.

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Recent Accounting Pronouncements

There are no recent accounting pronouncements that are expected to affect the Company s financial reporting.

(3) Fair Value of Financial Instruments

The carrying value of financial instruments reported in our accompanying condensed consolidated balance sheets for cash, accounts receivable, accounts payable and accrued expenses payable and other liabilities approximate fair value due to the immediate or short-term nature or maturity of these financial instruments. The carrying amount for our senior secured credit facility approximates fair value because the underlying instrument includes provisions that adjust our interest rates based on current market rates. The determination of the fair value of our letters of credit is based on fees currently charged for similar agreements. The carrying amounts and fair values of our other financial instruments subject to fair value disclosures have been calculated based upon market quotes and present value calculations based on our current estimated incremental borrowing rates for similar types of borrowing arrangements, which are presented in the table below (amounts in thousands):

	June 30, 2013	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.25%	$ 56,370	$ 47,270
Senior unsecured notes with interest computed at 7.0%(1)	630,000	652,050
Capital lease payable with interest computed at 5.929% to 9.55%	2,364	1,808
Letters of credit		146

	December 31, 2012	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.25%	$ 50,839	$ 44,232
Senior unsecured notes with interest computed at 7.0%(1)	530,000	564,450
Capital lease payable with interest computed at 5.929% to 9.55%	2,447	1,919
Letters of credit		162

(1) Amounts shown based on aggregate amounts outstanding for the periods presented.

(4) Stockholders Equity

The following table summarizes the activity in Stockholders Equity for the six month period ended June 30, 2013 (amounts in thousands, except share data):

	Common Stock					
	Shares Issued	Amount	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Deficit)	Total Stockholders Equity
Balances at December 31, 2012	38,917,619	$ 388	$ 212,850	$ (57,578)	$ (107,024)	$ 48,636
Stock-based compensation			1,604			1,604
Tax benefits associated with stock-based awards			227			227
Issuance of common stock	19,064					
Repurchases of 18,071 shares of restricted common stock				(410)		(410)
Net income					15,586	15,586
Balances at June 30, 2013	38,936,683	$ 388	$ 214,681	$ (57,988)	$ (91,438)	$ 65,643

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(5) Stock-Based Compensation

We account for our stock-based compensation plan using the fair value recognition provisions of ASC 718, *Stock Compensation* (ASC 718). Under the provisions of ASC 718, stock-based compensation is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite employee service period (generally the vesting period of the grant). Shares available for future stock-based payment awards under our 2006 Stock-Based Incentive Compensation Plan were 3,701,337 shares as of June 30, 2013.

Non-vested Stock

The following table summarizes our non-vested stock activity for the six months ended June 30, 2013:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested stock at December 31, 2012	230,415	$ 13.65
Granted		
Vested	(54,973)	$ 9.52
Forfeited	(3,475)	$ 14.10
Non-vested stock at June 30, 2013	171,967	$ 14.96

As of June 30, 2013, we had unrecognized compensation expense of approximately $2.2 million related to non-vested stock that we expect to be recognized over a weighted-average period of 1.8 years. The following table summarizes compensation expense related to non-vested stock, which is included in selling, general and administrative expenses in the accompanying condensed consolidated statements of income for the three and six months ended June 30, 2013 and 2012 (amounts in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Compensation expense	$ 665	$ 465	$ 1,604	$ 797

Stock Options

At June 30, 2013, there is no unrecognized compensation expense as all stock option awards have fully vested. The following table represents stock option activity for the six months ended June 30, 2013:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Contractual Life In Years
Outstanding options at December 31, 2012	51,000	$ 17.80	
Granted			
Exercised			
Canceled, forfeited or expired			
Outstanding options at June 30, 2013	51,000	$ 17.80	3.0
Options exercisable at June 30, 2013	51,000	$ 17.80	3.0

The aggregate intrinsic value of our outstanding and exercisable options at June 30, 2013 was approximately $0.2 million.

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(6) Income per Share

Income per common share for the three and six months ended June 30, 2013 and 2012 are based on the weighted average number of common shares outstanding during the period. The effects of potentially dilutive securities that are anti-dilutive are not included in the computation of dilutive income per share. The following table sets forth the computation of basic and diluted net income per common share for the three and six month periods ended June 30, 2013 and 2012 (amounts in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Basic net income per share:				
Net income	$ 10,809	$ 10,468	$ 15,586	$ 14,423
Weighted average number of shares of common stock outstanding	34,988	34,838	34,982	34,822
Net income per share of common stock basic	$ 0.31	$ 0.30	$ 0.45	$ 0.41
Diluted net income per share:				
Net income	$ 10,809	$ 10,468	$ 15,586	$ 14,423
Weighted average number of shares of common stock outstanding	34,988	34,838	34,982	34,822
Effect of dilutive securities:				
Effect of dilutive stock options	35		35	
Effect of dilutive non-vested restricted stock	99	126	92	135
Weighted average number of shares of common stock outstanding diluted	35,122	34,964	35,109	34,957
Net income per share of common stock diluted	$ 0.31	$ 0.30	$ 0.44	$ 0.41
Common shares excluded from the denominator as anti-dilutive:				
Stock options		51		51
Non-vested restricted stock		4		2

(7) Senior Unsecured Notes

On February 4, 2013, the Company closed on its offering of $100 million aggregate principal amount of 7% senior notes due 2022 (the Add-on Notes) in an unregistered offering through a private placement. The Add-on Notes were priced at 108.5% of the principal amount. Net proceeds from the offering of the Add-on Notes, including accrued interest from August 20, 2012, totaled approximately $110.4 million. The Company used the proceeds from the offering to repay indebtedness outstanding under its Senior Secured Credit Facility (the Credit Facility) and for the payment of fees and expenses related to the offering. In connection with the offering, on January 29, 2013, the Company amended its Credit Facility to permit the issuance of the Add-on Notes.

The Add-on Notes bear interest at a rate of 7% per year and mature on September 1, 2022. Interest on the Add-on Notes accrues from August 20, 2012 and is payable on each March 1 and September 1, commencing March 1, 2013. No principal payments are due until maturity.

The Add-on Notes are redeemable, in whole or in part, at any time on or after September 1, 2017 at specified redemption prices plus accrued and unpaid interest to the date of redemption. We may redeem up to 35% of the aggregate principal amount of the Add-on Notes before September 1, 2015 with the net cash proceeds from certain equity offerings. We may also redeem the Add-on Notes prior to September 1, 2017 at a specified make-whole redemption price plus accrued and unpaid interest to the date of redemption.

The Add-on Notes are our senior unsecured obligations and rank (i) equally in right of payment to all of our existing and future senior indebtedness and (ii) senior to any of our subordinated indebtedness. The Add-on Notes are unconditionally guaranteed on a senior unsecured basis by all of our current and future significant domestic restricted subsidiaries. In addition, the Add-on Notes are effectively subordinated to all of our and the guarantors existing and future secured indebtedness, including the Credit Facility, to the extent of the assets securing such indebtedness, and are structurally subordinated to all of the liabilities and preferred stock of any of our subsidiaries that do not guarantee the Add-on Notes. The Add-on Notes were issued as additional notes under an indenture dated as of August 20, 2012 pursuant to which the Company previously issued $530 million aggregate principal amount of 7% senior notes due 2022 (the New Notes). The Add-on Notes have identical terms to, rank equally with, and form a part of a single class of securities with the New Notes.

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If we experience a change of control, we will be required to offer to purchase the Add-on Notes at a repurchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of repurchase.

On April 1, 2013, the Company launched an offer to exchange the New and Add-on Notes and guarantees for registered, publicly tradable notes and guarantees that have terms identical in all material respects to the New and Add-on Notes (except that the exchange notes will not contain any transfer restrictions). This exchange offer closed on April 30, 2013.

The following table reconciles our Senior Secured Notes to our Condensed Consolidated Balance Sheet (amounts in thousands):

Aggregate principal amount issued on August 20, 2012	$ 530,000
Initial purchasers discount	(9,275)
Accretion of discount through December 31, 2012	340
Balance at December 31, 2012	521,065
Aggregate principal amount issued on February 4, 2013	100,000
Premium on notes issued	8,500
Initial purchaser s discount	(1,250)
Accretion of discount through June 30, 2013	517
Amortization of note premium through June 30, 2013	(370)
Balance at June 30, 2013	$ 628,462

(8) Segment Information

We have identified five reportable segments: equipment rentals, new equipment sales, used equipment sales, parts sales and service revenues. These segments are based upon how management of the Company allocates resources and assesses performance. Non-segmented revenues and non-segmented costs relate to equipment support activities including transportation, hauling, parts freight and damage-waiver charges and are not allocated to the other reportable segments. There were no sales between segments for any of the periods presented. Selling, general and administrative expenses as well as all other income and expense items below gross profit are not generally allocated to reportable segments.

We do not compile discrete financial information by segments other than the information presented below. The following table presents information about our reportable segments (amounts in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
Revenues:				
Equipment rentals	$ 83,728	$ 70,504	$ 159,098	$ 130,133
New equipment sales	73,436	64,704	126,759	105,701
Used equipment sales	34,661	23,588	66,810	50,110
Parts sales	26,448	24,725	51,400	48,103
Services revenues	13,770	13,879	28,321	27,179
Total segmented revenues	232,043	197,400	432,388	361,226
Non-segmented revenues	13,297	11,624	25,340	21,463
Total revenues	$ 245,340	$ 209,024	$ 457,728	$ 382,689
Gross Profit:				
Equipment rentals	$ 39,460	$ 33,488	$ 73,095	$ 58,760
New equipment sales	8,381	7,071	13,965	12,123

Used equipment sales	10,489	7,183	19,890	15,083
Parts sales	7,215	6,920	13,863	13,369
Services revenues	8,713	8,711	17,521	16,887
Total segmented gross profit	74,258	63,373	138,334	116,222
Non-segmented gross profit	1,154	862	1,558	664
Total gross profit	$ 75,412	$ 64,235	$ 139,892	$ 116,886

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	Balances at June 30, 2013	Balances at December 31, 2012
Segment identified assets:		
Equipment sales	$ 124,921	$ 64,441
Equipment rentals	646,666	583,349
Parts and services	17,298	15,529
Total segment identified assets	788,885	663,319
Non-segment identified assets	273,848	279,080
Total assets	$ 1,062,733	$ 942,399

The Company operates primarily in the United States and our sales to international customers for the three and six month periods ended June 30, 2013 were 0.7% and 1.2%, respectively, of total revenues compared to 5.5% and 3.8% for the three and six month periods ended June 30, 2012, respectively. No one customer accounted for more than 10% of our revenues on an overall or segment basis for any of the periods presented.

(9) Condensed Consolidating Financial Information of Guarantor Subsidiaries

All of the indebtedness of H&E Equipment Services, Inc. is guaranteed by GNE Investments, Inc. and its wholly-owned subsidiary Great Northern Equipment, Inc., H&E Equipment Services (California), LLC, H&E California Holding, Inc., H&E Equipment Services (Mid-Atlantic), Inc. and H&E Finance Corp. The guarantor subsidiaries are all wholly-owned and the guarantees, made on a joint and several basis, are full and unconditional (subject to subordination provisions and subject to a standard limitation which provides that the maximum amount guaranteed by each guarantor will not exceed the maximum amount that can be guaranteed without making the guarantee void under fraudulent conveyance laws). There are no restrictions on H&E Equipment Services, Inc. s ability to obtain funds from the guarantor subsidiaries by dividend or loan.

The consolidating financial statements of H&E Equipment Services, Inc. and its subsidiaries are included below. The financial statements for H&E Finance Corp. are not included within the consolidating financial statements because H&E Finance Corp. has no assets or operations. The condensed consolidating balance sheet amounts as of December 31, 2012 included herein were derived from our annual audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2012.

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CONDENSED CONSOLIDATING BALANCE SHEET

	As of June 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$ 4,221	$	$	$ 4,221
Receivables, net	117,619	16,311		133,930
Inventories, net	131,330	10,889		142,219
Prepaid expenses and other assets	8,295	145		8,440
Rental equipment, net	541,544	105,122		646,666
Property and equipment, net	78,681	11,678		90,359
Deferred financing costs, net	5,263			5,263
Investment in guarantor subsidiaries	165,454		(165,454)	
Goodwill	2,109	29,526		31,635
Total assets	$ 1,054,516	$ 173,671	$ (165,454)	$ 1,062,733
Liabilities and Stockholders Equity:				
Amounts due on senior secured credit facility	$ 100,516	$	$	$ 100,516
Accounts payable	71,786	5,019		76,805
Manufacturer flooring plans payable	56,368	2		56,370
Accrued expenses payable and other liabilities	53,987	841		54,828
Dividends payable	1,099	(9)		1,090
Senior unsecured notes	628,462			628,462
Capital lease payable		2,364		2,364
Deferred income taxes	74,647			74,647
Deferred compensation payable	2,008			2,008
Total liabilities	988,873	8,217		997,090
Stockholders equity	65,643	165,454	(165,454)	65,643
Total liabilities and stockholders equity	$ 1,054,516	$ 173,671	$ (165,454)	$ 1,062,733

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CONDENSED CONSOLIDATING BALANCE SHEET

	As of December 31, 2012			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$ 8,894	$	$	$ 8,894
Receivables, net	125,345	16,322		141,667
Inventories, net	71,407	8,563		79,970
Prepaid expenses and other assets	5,107	100		5,207
Rental equipment, net	485,177	98,172		583,349
Property and equipment, net	74,264	11,925		86,189
Deferred financing costs, net	5,049			5,049
Investment in guarantor subsidiaries	160,005		(160,005)	
Goodwill	2,548	29,526		32,074
Total assets	$ 937,796	$ 164,608	$ (160,005)	$ 942,399
Liabilities and Stockholders Equity:				
Amount due on senior secured credit facility	$ 157,719	$	$	$ 157,719
Accounts payable	34,786	1,333		36,119
Manufacturer flooring plans payable	50,389	450		50,839
Dividends payable	1,488			1,488
Accrued expenses payable and other liabilities	50,149	373		50,522
Senior unsecured notes	521,065			521,065
Capital leases payable		2,447		2,447
Deferred income taxes	71,589			71,589
Deferred compensation payable	1,975			1,975
Total liabilities	889,160	4,603		893,763
Stockholders equity	48,636	160,005	(160,005)	48,636
Total liabilities and stockholders equity	$ 937,796	$ 164,608	$ (160,005)	$ 942,399

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended June 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 69,370	$ 14,358	$	$ 83,728
New equipment sales	66,481	6,955		73,436
Used equipment sales	30,227	4,434		34,661
Parts sales	22,631	3,817		26,448
Services revenues	11,845	1,925		13,770
Other	10,995	2,302		13,297
Total revenues	211,549	33,791		245,340
Cost of revenues:				
Rental depreciation	24,684	5,336		30,020
Rental expense	11,613	2,635		14,248
New equipment sales	58,780	6,275		65,055
Used equipment sales	21,163	3,009		24,172
Parts sales	16,491	2,742		19,233
Services revenues	4,365	692		5,057
Other	9,835	2,308		12,143
Total cost of revenues	146,931	22,997		169,928
Gross profit (loss):				
Equipment rentals	33,073	6,387		39,460
New equipment sales	7,701	680		8,381
Used equipment sales	9,064	1,425		10,489
Parts sales	6,140	1,075		7,215
Services revenues	7,480	1,233		8,713
Other	1,160	(6)		1,154
Gross profit	64,618	10,794		75,412
Selling, general and administrative expenses	39,301	7,805		47,106
Equity in earnings of guarantor subsidiaries	417		(417)	
Gain on sales of property and equipment, net	521	85		606
Income from operations	26,255	3,074	(417)	28,912
Other income (expense):				
Interest expense	(10,414)	(2,671)		(13,085)
Other, net	187	14		201
Total other expense, net	(10,227)	(2,657)		(12,884)
Income before income taxes	16,028	417	(417)	16,028
Income tax expense	5,219			5,219
Net income	$ 10,809	$ 417	$ (417)	$ 10,809

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended June 30, 2012			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 57,600	$ 12,904	$	$ 70,504
New equipment sales	55,091	9,613		64,704
Used equipment sales	18,722	4,866		23,588
Parts sales	20,956	3,769		24,725
Services revenues	11,987	1,892		13,879
Other	9,527	2,097		11,624
Total revenues	173,883	35,141		209,024
Cost of revenues:				
Rental depreciation	19,953	4,810		24,763
Rental expense	9,775	2,478		12,253
New equipment sales	48,980	8,653		57,633
Used equipment sales	12,819	3,586		16,405
Parts sales	15,104	2,701		17,805
Services revenues	4,510	658		5,168
Other	8,639	2,123		10,762
Total cost of revenues	119,780	25,009		144,789
Gross profit (loss):				
Equipment rentals	27,872	5,616		33,488
New equipment sales	6,111	960		7,071
Used equipment sales	5,903	1,280		7,183
Parts sales	5,852	1,068		6,920
Services revenues	7,477	1,234		8,711
Other	888	(26)		862
Gross profit	54,103	10,132		64,235
Selling, general and administrative expenses	34,456	6,943		41,399
Equity in earnings of guarantor subsidiaries	836		(836)	
Gain on sales of property and equipment, net	625	16		641
Income from operations	21,108	3,205	(836)	23,477
Other income (expense):				
Interest expense	(4,586)	(2,387)		(6,973)
Other, net	133	18		151
Total other expense, net	(4,453)	(2,369)		(6,822)
Income before income taxes	16,655	836	(836)	16,655
Income tax expense	6,187			6,187
Net income	$ 10,468	$ 836	$ (836)	$ 10,468

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Six Months Ended June 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 132,279	$ 26,819	$	$ 159,098
New equipment sales	113,753	13,006		126,759
Used equipment sales	55,753	11,057		66,810
Parts sales	43,946	7,454		51,400
Services revenues	24,613	3,708		28,321
Other	20,932	4,408		25,340
Total revenues	391,276	66,452		457,728
Cost of revenues:				
Rental depreciation	47,707	10,445		58,152
Rental expense	22,891	4,960		27,851
New equipment sales	101,174	11,620		112,794
Used equipment sales	38,820	8,100		46,920
Parts sales	32,158	5,379		37,537
Services revenues	9,506	1,294		10,800
Other	19,257	4,525		23,782
Total cost of revenues	271,513	46,323		317,836
Gross profit (loss):				
Equipment rentals	61,681	11,414		73,095
New equipment sales	12,579	1,386		13,965
Used equipment sales	16,933	2,957		19,890
Parts sales	11,788	2,075		13,863
Services revenues	15,107	2,414		17,521
Other	1,675	(117)		1,558
Gross profit	119,763	20,129		139,892
Selling, general and administrative expenses	77,782	15,588		93,370
Equity in loss of guarantor subsidiaries	(399)		399	
Gain on sales of property and equipment, net	947	159		1,106
Income from operations	42,529	4,700	399	47,628
Other income (expense):				
Interest expense	(20,217)	(5,140)		(25,357)
Other, net	667	41		708
Total other expense, net	(19,550)	(5,099)		(24,649)
Income (loss) before income taxes	22,979	(399)	399	22,979
Income tax expense	7,393			7,393
Net income (loss)	$ 15,586	$ (399)	$ 399	$ 15,586

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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

	Six Months Ended June 30, 2012			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 106,886	$ 23,247	$	$ 130,133
New equipment sales	92,401	13,300		105,701
Used equipment sales	39,739	10,371		50,110
Parts sales	40,751	7,352		48,103
Services revenues	23,485	3,694		27,179
Other	17,652	3,811		21,463
Total revenues	320,914	61,775		382,689
Cost of revenues:				
Rental depreciation	38,351	9,226		47,577
Rental expense	19,097	4,699		23,796
New equipment sales	81,656	11,922		93,578
Used equipment sales	27,086	7,941		35,027
Parts sales	29,487	5,247		34,734
Services revenues	9,009	1,283		10,292
Other	16,678	4,121		20,799
Total cost of revenues	221,364	44,439		265,803
Gross profit (loss):				
Equipment rentals	49,438	9,322		58,760
New equipment sales	10,745	1,378		12,123
Used equipment sales	12,653	2,430		15,083
Parts sales	11,264	2,105		13,369
Services revenues	14,476	2,411		16,887
Other	974	(310)		664
Gross profit	99,550	17,336		116,886
Selling, general and administrative expenses	68,277	13,825		82,102
Equity in loss of guarantor subsidiaries	(849)		849	
Gain on sales of property and equipment, net	786	178		964
Income from operations	31,210	3,689	849	35,748
Other income (expense):				
Interest expense	(9,275)	(4,568)		(13,843)
Other, net	478	30		508
Total other expense, net	(8,797)	(4,538)		(13,335)
Income (loss) before income taxes	22,413	(849)	849	22,413
Income tax expense	7,990			7,990
Net income (loss)	$ 14,423	$ (849)	$ 849	$ 14,423

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income (loss)	$ 15,586	$ (399)	$ 399	$ 15,586
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization on property and equipment	7,083	994		8,077
Depreciation on rental equipment	47,707	10,445		58,152
Amortization of deferred financing costs	557			557
Accretion of note discount, net of premium amortization	147			147
Provision for losses on accounts receivable	1,175	398		1,573
Provision for inventory obsolescence	94			94
Increase in deferred income taxes	3,058			3,058
Stock-based compensation expense	1,604			1,604
Gain on sales of property and equipment, net	(946)	(159)		(1,106)
Gain on sales of rental equipment, net	(15,237)	(2,942)		(18,179)
Writedown of goodwill for tax-deductible goodwill in excess of book goodwill	439			439
Equity in loss of guarantor subsidiaries	399		(399)	
Changes in operating assets and liabilities:				
Receivables, net	6,551	(387)		6,164
Inventories, net	(88,421)	(6,204)		(94,625)
Prepaid expenses and other assets	(3,223)	(45)		(3,268)
Accounts payable	36,999	3,686		40,685
Manufacturer flooring plans payable	5,979	(448)		5,531
Accrued expenses payable and other liabilities	3,838	468		4,306
Deferred compensation payable	33			33
Net cash provided by operating activities	23,421	5,407		28,828
Cash flows from investing activities:				
Purchases of property and equipment	(11,532)	(800)		(12,332)
Purchases of rental equipment	(101,801)	(19,209)		(121,010)
Proceeds from sales of property and equipment	979	212		1,191
Proceeds from sales of rental equipment	41,368	8,634		50,002
Investment in subsidiaries	(5,848)		5,848	
Net cash used in investing activities .	(76,834)	(11,163)	5,848	(82,149)
Cash flows from financing activities:				
Purchases of treasury stock	(410)			(410)
Excess tax benefit (deficiency) from stock-based awards	227			227
Borrowings on senior secured credit facility	533,898			533,898
Payments on senior secured credit facility	(591,101)			(591,101)
Proceeds from issuance of unsecured notes	107,250			107,250
Payments of deferred financing costs	(735)			(735)
Dividends paid	(389)	(9)		(398)
Payments on capital lease obligations		(83)		(83)
Capital contributions		5,848	(5,848)	
Net cash provided by financing activities	48,740	5,756	(5,848)	48,648

Net decrease in cash		(4,673)						(4,673)
Cash, beginning of period		8,894						8,894
Cash, end of period	$	4,221	$		$		$	4,221

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2012			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income (loss)	$ 14,423	$ (849)	$ 849	$ 14,423
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization on property and equipment	5,663	875		6,538
Depreciation on rental equipment	38,351	9,226		47,577
Amortization of loan discounts and deferred financing costs	669			669
Amortization of intangible assets		50		50
Provision for losses on accounts receivable	1,203	528		1,731
Provision for inventory obsolescence	31			31
Increase in deferred income taxes	1,619			1,619
Stock-based compensation expense	797			797
Gain on sales of property and equipment, net	(786)	(178)		(964)
Gain on sales of rental equipment, net	(11,965)	(2,394)		(14,359)
Writedown of goodwill for tax-deductible goodwill in excess of book goodwill	972			972
Equity in loss of guarantor subsidiaries	849		(849)	
Changes in operating assets and liabilities:				
Receivables, net	(1,540)	(2,805)		(4,345)
Inventories, net	(59,008)	(11,105)		(70,113)
Prepaid expenses and other assets	(275)	(17)		(292)
Accounts payable	16,094	2,295		18,389
Manufacturer flooring plans payable	5,207	525		5,732
Accrued expenses payable and other liabilities	9,830	(16)		9,814
Deferred compensation payable	(64)			(64)
Net cash provided by (used in) operating activities	22,070	(3,865)		18,205
Cash flows from investing activities:				
Purchases of property and equipment	(17,575)	(1,847)		(19,422)
Purchases of rental equipment	(99,181)	(20,393)		(119,574)
Proceeds from sales of property and equipment	1,218	122		1,340
Proceeds from sales of rental equipment	34,669	9,917		44,586
Investment in subsidiaries	(16,144)		16,144	
Net cash used in investing activities .	(97,013)	(12,201)	16,144	(93,070)
Cash flows from financing activities:				
Purchases of treasury stock	(291)			(291)
Excess tax benefit (deficiency) from stock-based awards	286			286
Borrowings on senior secured credit facility	462,578			462,578
Payments on senior secured credit facility	(407,370)			(407,370)
Payments of deferred financing costs	(783)			(783)
Payments on capital lease obligations		(78)		(78)
Capital contributions		16,144	(16,144)	
Net cash provided by financing activities	54,420	16,066	(16,144)	54,342
Net decrease in cash	(20,523)			(20,523)

Cash, beginning of period		24,215						24,215
Cash, end of period	$	3,692	$		$		$	3,692

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

The following discussion summarizes the financial position of H&E Equipment Services, Inc. and its subsidiaries as of June 30, 2013, and its results of operations for the three and six month periods ended June 30, 2013, and should be read in conjunction with (i) the unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (ii) the audited consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2012. The following discussion contains, in addition to historical information, forward-looking statements that include risks and uncertainties (see discussion of Forward-Looking Statements included elsewhere in this Quarterly Report on Form 10-Q). Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those factors set forth under Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2012.

Overview

Background

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and service support for four core categories of specialized equipment: (1) hi-lift or aerial work platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment rental, sales, on-site parts, repair and maintenance functions under one roof, we are a one-stop provider for our customers varied equipment needs. This full service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal, and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and service operations.

As of July 26, 2013, we operated 67 full-service facilities throughout the Intermountain, Southwest, Gulf Coast, West Coast, Southeast and Mid-Atlantic regions of the United States. Our work force includes distinct, focused sales forces for our new and used equipment sales and rental operations, highly skilled service technicians, product specialists and regional managers. We focus our sales and rental activities on, and organize our personnel principally by, our four core equipment categories. We believe this allows us to provide specialized equipment knowledge, improve the effectiveness of our rental and sales force and strengthen our customer relationships. In addition, we have branch managers for each location who are responsible for managing their assets and financial results. We believe this fosters accountability in our business and strengthens our local and regional relationships.

Through our predecessor companies, we have been in the equipment services business for approximately 52 years. H&E Equipment Services L.L.C. (H&E LLC) was formed in June 2002 through the business combination of Head & Engquist Equipment, LLC (Head & Engquist), a wholly-owned subsidiary of Gulf Wide Industries, L.L.C. (Gulf Wide), and ICM Equipment Company L.L.C. (ICM). Head & Engquist, founded in 1961, and ICM, founded in 1971, were two leading regional, integrated equipment service companies operating in contiguous geographic markets. In the June 2002 transaction, Head & Engquist and ICM were merged with and into Gulf Wide, which was renamed H&E LLC. Prior to the combination, Head & Engquist operated 25 facilities in the Gulf Coast region, and ICM operated 16 facilities in the Intermountain region of the United States.

In connection with our initial public offering in February 2006, we converted H&E LLC into H&E Equipment Services, Inc. Prior to our initial public offering, our business was conducted through H&E LLC. In order to have an operating Delaware corporation as the issuer for our initial public offering, H&E Equipment Services, Inc. was formed as a Delaware corporation and wholly-owned subsidiary of H&E Holdings L.L.C. (Holdings), and immediately prior to the closing of our initial public offering, on February 3, 2006, H&E LLC and Holdings merged with and into us (H&E Equipment Services, Inc.), with us surviving the reincorporation merger as the operating company. Effective February 3, 2006, H&E LLC and Holdings no longer existed under operation of law pursuant to the reincorporation merger.

Critical Accounting Policies

Item 7, included in Part II of our Annual Report on Form 10-K for the year ended December 31, 2012, presents the accounting policies and related estimates that we believe are the most critical to understanding our consolidated financial statements, financial condition, and results of operations and cash flows, and which require complex management judgment and assumptions, or involve uncertainties. There have been no changes to these critical accounting policies and estimates during the three and six month periods ended June 30, 2013. These policies include, among others, revenue recognition, the adequacy of the allowance for doubtful accounts, the propriety of our estimated useful life of rental equipment and property and equipment, the potential impairment of long-lived assets including goodwill and intangible assets, obsolescence reserves on inventory, the allocation of purchase price related to business combinations, reserves for claims, including self-insurance reserves, and deferred income taxes, including the valuation of any related deferred tax assets.

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Information regarding our other significant accounting policies is included in note 2 to our consolidated financial statements in Item 8 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2012 and in note 2 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

Business Segments

We have five reportable segments because we derive our revenues from five principal business activities: (1) equipment rentals; (2) new equipment sales; (3) used equipment sales; (4) parts sales; and (5) repair and maintenance services. These segments are based upon how we allocate resources and assess performance. In addition, we also have non-segmented revenues and costs that relate to equipment support activities.

Equipment Rentals. Our rental operation primarily rents our four core types of construction and industrial equipment. We have a well-maintained rental fleet and our own dedicated sales force, focused by equipment type. We actively manage the size, quality, age and composition of our rental fleet based on our analysis of key measures such as time utilization (which we analyze as equipment usage based on: (1) the number of rental equipment units available for rent, and (2) as a percentage of original equipment cost), rental rate trends and targets, rental equipment dollar utilization and maintenance and repair costs, which we closely monitor. We maintain fleet quality through regional quality control managers and our parts and services operations.

New Equipment Sales. Our new equipment sales operation sells new equipment in all of our four core product categories. We have a retail sales force focused by equipment type that is separate from our rental sales force. Manufacturer purchase terms and pricing are managed by our product specialists.

Used Equipment Sales. Our used equipment sales are generated primarily from sales of used equipment from our rental fleet, as well as from sales of inventoried equipment that we acquire through trade-ins from our equipment customers and through selective purchases of high quality used equipment. Used equipment is sold by our dedicated retail sales force. Our used equipment sales are an effective way for us to manage the size and composition of our rental fleet and provide a profitable distribution channel for disposal of rental equipment.

Parts Sales. Our parts business sells new and used parts for the equipment we sell and also provides parts to our own rental fleet. To a lesser degree, we also sell parts for equipment produced by manufacturers whose products we neither rent nor sell. In order to provide timely parts and service support to our customers as well as our own rental fleet, we maintain an extensive parts inventory.

Services. Our services operation provides maintenance and repair services for our customers equipment and to our own rental fleet at our facilities as well as at our customers locations. As the authorized distributor for numerous equipment manufacturers, we are able to provide service to that equipment that will be covered under the manufacturer s warranty.

Our non-segmented revenues and costs relate to equipment support activities that we provide, such as transportation, hauling, parts freight and damage waivers, and are not generally allocated to reportable segments.

For additional information about our business segments, see note 8 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

Revenue Sources

We generate all of our total revenues from our five business segments and our non-segmented equipment support activities. Equipment rentals and new equipment sales account for more than half of our total revenues. For the six month period ended June 30, 2013, approximately 34.8% of our total revenues were attributable to equipment rentals, 27.7% of our total revenues were attributable to new equipment sales, 14.6% were attributable to used equipment sales, 11.2% were attributable to parts sales, 6.2% were attributable to our services revenues and 5.5% were attributable to non-segmented other revenues.

The equipment that we sell, rent and service is principally used in the construction industry, as well as by companies for commercial and industrial uses such as plant maintenance and turnarounds. As a result, our total revenues are affected by several factors including, but not limited to, the demand for and availability of rental equipment, rental rates and other competitive factors, the demand for new and used equipment, the level of construction and industrial activities, spending levels by our customers, adverse weather conditions and general economic conditions. For a discussion of the impact of seasonality on our revenues, see Seasonality below.

Equipment Rentals. Our rental operation primarily rents our four core types of construction and industrial equipment. We have a well-maintained rental fleet and our own dedicated sales force, focused by equipment type. We actively manage the size, quality, age and composition of our rental fleet based on our analysis of key measures such as time utilization (which we analyze: (1) as equipment usage based on the number of rental equipment units available for rent and (2) as a percentage of original equipment cost), rental rate trends and targets, rental equipment dollar utilization and maintenance and repair costs, which we closely monitor. We maintain fleet quality through regional quality control managers and our parts and services operations. We recognize revenue from equipment rentals in the period earned on a straight-line basis, over the contract term, regardless of the timing of the billing to customers.

New Equipment Sales. We seek to optimize revenues from new equipment sales by selling equipment through a professional in-house retail sales force focused by product type. While sales of new equipment are impacted by the availability of equipment from the manufacturer, we believe our status as a leading distributor for some of our key suppliers improves our ability to obtain equipment. New equipment sales are an important component of our integrated model due to customer interaction and service contact and new equipment sales also lead to future parts and service revenues. We recognize revenue from the sale of new equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Used Equipment Sales. We generate the majority of our used equipment sales revenues by selling equipment from our rental fleet. The remainder of our used equipment sales revenues comes from the sale of inventoried equipment that we acquire through trade-ins from our equipment customers and selective purchases of high-quality used equipment. Our policy is not to offer specified price trade-in arrangements on equipment for sale. Sales of our rental fleet equipment allow us to manage the size, quality, composition and age of our rental fleet, and provide us with a profitable distribution channel for the disposal of rental equipment. We recognize revenue for the sale of used equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Parts Sales. We generate revenues from the sale of new and used parts for equipment that we rent or sell, as well as for other makes of equipment. Our product support sales representatives are instrumental in generating our parts revenues. They are product specialists and receive performance incentives for achieving certain sales levels. Most of our parts sales come from our extensive in-house parts inventory. Our parts sales provide us with a relatively stable revenue stream that is generally less sensitive to the economic cycles that tend to affect our rental and equipment sales operations. We recognize revenues from parts sales at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Services. We derive our services revenues from maintenance and repair services to customers for their owned equipment. In addition to repair and maintenance on an as-needed or scheduled basis, we also provide ongoing preventative maintenance services to industrial customers. Our after-market service provides a high-margin, relatively stable source of revenue through changing economic cycles. We recognize services revenues at the time services are rendered and collectibility is reasonably assured.

Non-Segmented Other Revenues. Our non-segmented other revenue consists of billings to customers for equipment support and activities including: transportation, hauling, parts freight, environmental fees and loss damage waiver charges. We recognize non-segmented other revenues at the time of billing and after the related services have been provided.

Principal Costs and Expenses

Our largest expenses are the costs to purchase the new equipment we sell, the costs associated with the used equipment we sell, rental expenses, rental depreciation and costs associated with parts sales and services, all of which are included in cost of revenues. For the six month period ended June 30, 2013, our total cost of revenues was approximately $317.8 million. Our operating expenses consist principally of selling, general and administrative expenses. For the six month period ended June 30, 2013, our selling, general and administrative expenses were $93.4 million. In addition, we have interest expense related to our debt instruments. Operating expenses and all other income and expense items below the gross profit line of our consolidated statements of income are not generally allocated to our reportable segments.

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We are also subject to federal and state income taxes. Our Federal Tax Returns for the tax years 2005 through 2009 were recently examined by the Internal Revenue Service (IRS) following the Company s filing of amended returns for those tax years pursuant to which the Company claimed a net operating loss carryback. In February 2013, the IRS concluded its examination of those tax returns and determined that no material adjustments were required. Future income tax examinations by state and federal agencies could result in additional income tax expense based on the probable outcomes of such matters.

Cost of Revenues:

Rental Depreciation. Depreciation of rental equipment represents the depreciation costs attributable to rental equipment. Estimated useful lives vary based upon type of equipment. Generally, we depreciate cranes and aerial work platforms over a ten year estimated useful life, earthmoving over a five year estimated useful life with a 25% salvage value, and industrial lift trucks over a seven year estimated useful life. Attachments and other smaller type equipment are depreciated over a three year estimated useful life. We periodically evaluate the appropriateness of remaining depreciable lives assigned to rental equipment.

Rental Expense. Rental expense represents the costs associated with rental equipment, including, among other things, the cost of servicing and maintaining our rental equipment, property taxes on our fleet and other miscellaneous costs of rental equipment.

New Equipment Sales. Cost of new equipment sold primarily consists of the equipment cost of the new equipment that is sold, net of any amount of credit given to the customer towards the equipment for trade-ins.

Used Equipment Sales. Cost of used equipment sold consists of the net book value of rental equipment for used equipment sold from our rental fleet, the equipment costs for used equipment we purchase for sale or the trade-in value of used equipment that we obtain from customers in equipment sales transactions.

Parts Sales. Cost of parts sales represents costs attributable to the sale of parts directly to customers.

Services Support. Cost of services revenues represents costs attributable to service provided for the maintenance and repair of customer-owned equipment and equipment then on-rent by customers.

Non-Segmented Other. These expenses include costs associated with providing transportation, hauling, parts freight, and damage waiver including, among other items, drivers wages, fuel costs, shipping costs, and our costs related to damage waiver policies.

Selling, General and Administrative Expenses:

Our selling, general and administrative (SG&A) expenses include sales and marketing expenses, payroll and related benefit costs, insurance expenses, legal and professional fees, rent and other occupancy costs, property and other taxes, administrative overhead, depreciation associated with property and equipment (other than rental equipment) and amortization expense associated with intangible assets. These expenses are not generally allocated to our reportable segments.

Interest Expense:

Interest expense for the periods presented represents the interest on our outstanding debt instruments, including aggregate amounts outstanding under our revolving senior secured credit facility (the Credit Facility), senior unsecured notes due 2022 and our capital lease obligations, as well as our extinguished senior unsecured notes due 2016 for the periods during which such debt was outstanding. Interest expense also includes interest on our outstanding manufacturer flooring plans payable which are used to finance inventory and rental equipment purchases. Non-cash interest expense related to the amortization cost of deferred financing costs is also included in interest expense.

Principal Cash Flows

We generate cash primarily from our operating activities and, historically, we have used cash flows from operating activities, manufacturer floor plan financings and available borrowings under the Credit Facility as the primary sources of funds to purchase inventory and to fund working capital and capital expenditures (see also Liquidity and Capital Resources below). Our management of our working capital is closely tied to operating cash flows, as working capital can be significantly impacted by, among other things, our accounts receivable activities, the level of new and used equipment inventories, which may increase or decrease in response to current and expected demand, and the size and timing of our trade accounts payable payment cycles.

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Rental Fleet

A substantial portion of our overall value is in our rental fleet equipment. The net book value of our rental equipment at June 30, 2013 was $646.7 million, or approximately 60.9% of our total assets. Our rental fleet as of June 30, 2013 consisted of 22,122 units having an original acquisition cost (which we define as the cost originally paid to manufacturers or the original amount financed under operating leases) of approximately $954.3 million. As of June 30, 2013, our rental fleet composition was as follows (dollars in millions):

	Units	% of Total Units	Original Acquisition Cost	% of Original Acquisition Cost	Average Age in Months
Hi-Lift or Aerial Work Platforms	14,702	66.5%	$ 575.7	60.3%	43.4
Cranes	394	1.8%	118.0	12.4%	39.5
Earthmoving	2,090	9.4%	185.6	19.4%	19.0
Industrial Lift Trucks	709	3.2%	27.6	2.9%	24.0
Other	4,227	19.1%	47.4	5.0%	20.0
Total	22,122	100.0%	$ 954.3	100.0%	35.9

Determining the optimal age and mix for our rental fleet equipment is subjective and requires considerable estimates and judgments by management. We constantly evaluate the mix, age and quality of the equipment in our rental fleet in response to current economic and market conditions, competition and customer demand. The mix and age of our rental fleet, as well as our cash flows, are impacted by sales of equipment from the rental fleet, which sales are influenced by used equipment pricing at the retail and secondary auction market levels, and the capital expenditures to acquire new rental fleet equipment. In making equipment acquisition decisions, we evaluate current economic and market conditions, competition, manufacturers availability, pricing and return on investment over the estimated useful life of the specific equipment, among other things. As a result of our in-house service capabilities and extensive maintenance program, we believe our rental fleet is well-maintained.

The original acquisition cost of our gross rental fleet increased by approximately $71.3 million, or 8.1%, for the six month period ended June 30, 2013. The average age of our rental fleet equipment decreased by approximately 2.1 months for the six month period ended June 30, 2013.

Our average rental rates for the six month period ended June 30, 2013 were 8.7% higher than in the six month period ended June 30, 2012. Our average rental rates for the three month period ended June 30, 2013 were 7.3% higher than in the three month period ended June 30, 2012 and 2.1% higher than the three month period ended March 31, 2013 (see further discussion on rental rates in Results of Operations below).

The rental equipment mix among our four core product lines for the six months ended June 30, 2013 was largely consistent with that of the prior year comparable period as a percentage of total units available for rent and as a percentage of original acquisition cost.

Principal External Factors that Affect our Businesses

We are subject to a number of external factors that may adversely affect our businesses. These factors, and other factors, are discussed below and under the heading Forward-Looking Statements, and in Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012.

Economic downturns. The demand for our products is dependent on the general economy, the stability of the global credit markets, the industries in which our customers operate or serve, and other factors. Downturns in the general economy or in the construction and manufacturing industries, as well as adverse credit market conditions, can cause demand for our products to materially decrease.

Spending levels by customers. Rentals and sales of equipment to the construction industry and to industrial companies constitute a significant portion of our total revenues. As a result, we depend upon customers in these businesses and their ability and willingness to make capital expenditures to rent or buy specialized equipment. Accordingly, our business is impacted by fluctuations in customers spending levels on capital expenditures and by the availability of credit to those customers.

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Adverse weather. Adverse weather in a geographic region in which we operate may depress demand for equipment in that region. Our equipment is primarily used outdoors and, as a result, prolonged adverse weather conditions may prohibit our customers from continuing their work projects. Adverse weather also has a seasonal impact in parts of our Intermountain region, particularly in the winter months.

We believe that our integrated business tempers the effects of downturns in a particular segment. For a discussion of seasonality, see Seasonality on page 35 of this Quarterly Report on Form 10-Q.

Results of Operations

The tables included in the period-to-period comparisons below provide summaries of our revenues and gross profits for our business segments and non-segmented revenues for the three and six months ended June 30, 2013 and 2012. The period-to-period comparisons of our financial results are not necessarily indicative of future results.

Three Months Ended June 30, 2013 Compared to the Three Months Ended June 30, 2012

Revenues.

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Total Dollar Increase (Decrease)	Total Percentage Increase (Decrease)
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	$ 83,728	$ 70,504	$ 13,224	18.8%
New equipment sales	73,436	64,704	8,732	13.5%
Used equipment sales	34,661	23,588	11,073	46.9%
Parts sales	26,448	24,725	1,723	7.0%
Services revenues	13,770	13,879	(109)	(0.8)%
Non-Segmented revenues	13,297	11,624	1,673	14.4%
Total revenues	$ 245,340	$ 209,024	$ 36,316	17.4%

Total Revenues. Our total revenues were $245.3 million for the three month period ended June 30, 2013 compared to $209.0 million for the three month period ended June 30, 2012, an increase of $36.3 million, or 17.4%. Revenues for all reportable segments are further discussed below.

Equipment Rental Revenues. Our revenues from equipment rentals for the three month period ended June 30, 2013 increased $13.2 million, or 18.8%, to $83.7 million from $70.5 million in the three month period ended June 30, 2012. Rental revenues from aerial work platforms increased $9.6 million, while rental revenues from earthmoving equipment increased $2.5 million. Rental revenues from cranes increased $0.6 million, and rental revenues from lift trucks and other equipment increased $0.3 million and $0.2 million, respectively. Our average rental rates for the three month period ended June 30, 2013 increased 7.3% compared to the same three month period last year and increased 2.1% from the first quarter ended March 31, 2013.

Rental equipment dollar utilization (annual rental revenues divided by the average original rental fleet equipment costs) for the three month period ended June 30, 2013 improved to 35.8% compared to 35.6% in the three month period ended June 30, 2012, an increase of 0.2%. The increase in comparative rental equipment dollar utilization was primarily driven by a 7.3% increase in average rental rates and the mix of equipment rented, which was partially offset by a 2.4% decrease in rental equipment time utilization based on the number of rental equipment units available for rent. Rental equipment time utilization based on the number of rental equipment units available for rent was 66.3% for the three month period ended June 30, 2013 compared to 68.7% in the same period last year. Rental equipment time utilization as a percentage of original equipment cost was 71.0% for the three month period ended June 30, 2013 compared to 73.5% in the three month period ended June 30, 2012, a decrease of 2.5%. The decrease in equipment rental time utilization based on the number of units available for rent and based on original equipment cost is reflective of the 17.9% growth in our rental fleet size from $809.3 million at June 30, 2012 to $954.3 million at June 30, 2013.

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New Equipment Sales Revenues. Our new equipment sales for the three month period ended June 30, 2013 increased $8.7 million, or 13.5%, to $73.4 million from $64.7 million for the three month period ended June 30, 2012. Sales of new cranes increased $9.9 million and sales of new other equipment and new lift trucks increased $0.7 million and $0.4 million, respectively. Partially offsetting these increases were a $1.7 million decrease in new earthmoving equipment sales and a $0.6 million decrease in new aerial work platform equipment sales.

Used Equipment Sales Revenues. Our used equipment sales increased $11.1 million, or 46.9%, to $34.7 million for the three month period ended June 30, 2013, from $23.6 million for the same three month period in 2012. Sales of used aerial work platform equipment increased $6.4 million, while sales of used cranes and used other equipment increased $5.3 million and $0.5 million, respectively. Sales of used earthmoving equipment decreased $0.9 million while sales of used lift trucks decreased $0.2 million.

Parts Sales Revenues. Our parts sales increased $1.7 million, or 7.0%, to $26.4 million for the three month period ended June 30, 2013 from $24.7 million for the same three month period in 2012. The increase in parts revenues was due to higher demand for parts compared to last year.

Services Revenues. Our services revenues for the three month period ended June 30, 2013 decreased $0.1 million, or 0.8%, to $13.8 million from $13.9 million for the same three month period last year.

Non-Segmented Other Revenues. Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the three month period ended June 30, 2013, our other revenues were $13.3 million, an increase of $1.7 million, or 14.4%, from $11.6 million in the same three month period in 2012. The increase was primarily due to an increase in the volume of these services in conjunction with the related improvements of our equipment rentals and sales business activities.

Gross Profit.

	Three Months Ended June 30,		Total Dollar Change Increase	Total Percentage Change Increase
	2013	2012		
	(in thousands, except percentages)			
Segment Gross Profit:				
Equipment rentals	$ 39,460	$ 33,488	$ 5,972	17.8%
New equipment sales	8,381	7,071	1,310	18.5%
Used equipment sales	10,489	7,183	3,306	46.0%
Parts sales	7,215	6,920	295	4.3%
Services revenues	8,713	8,711	2	0.0%
Non-Segmented revenues	1,154	862	292	33.9%
Total gross profit	$ 75,412	$ 64,235	$ 11,177	17.4%

Total Gross Profit. Our total gross profit was $75.4 million for the three month period ended June 30, 2013 compared to $64.2 million for the same three month period in 2012, an increase of $11.2 million, or 17.4%. Total gross profit margin for the three month periods ended June 30, 2013 and 2012 was 30.7%. Gross profit and gross margin for all reportable segments are further described below:

Equipment Rentals Gross Profit. Our gross profit from equipment rentals for the three month period ended June 30, 2013 increased $6.0 million, or 17.8%, to $39.5 million from $33.5 million in the same three month period in 2012. The increase in equipment rentals gross profit was the result of a $13.2 million increase in rental revenues for the three month period ended June 30, 2013, which was partially offset by a $2.0 million increase in rental expenses and a $5.3 million increase in rental equipment depreciation expense. The increase in rental expenses and rental equipment depreciation expense was due to a larger fleet size in 2013 compared to 2012. As a percentage of equipment rental revenues, rental expenses were 17.0% for the three month period ended June 30, 2013 compared to 17.4% for the same period last year, a decrease of 0.4%, primarily as a result of the increase in comparative rental revenues. Depreciation expense was 35.9% for the three month period ended June 30, 2013 compared to 35.1% for the same period in 2012, an increase of 0.8%. The increase in depreciation expense as a percentage of equipment rental revenues is primarily due to a younger fleet and an increase in original equipment replacement cost.

Gross profit margin on equipment rentals for the three month period ended June 30, 2013 was approximately 47.1%, a decrease of 0.4% from a gross profit margin of 47.5% for the same period in 2012. This decrease in gross profit margin was primarily due to the increase in depreciation expense as a percentage of equipment rental revenues.

New Equipment Sales Gross Profit. Our new equipment sales gross profit for the three month period ended June 30, 2013 increased $1.3 million, or 18.5%, to $8.4 million compared to $7.1 million for the same three month period in 2012 on a total new equipment sales increase of $8.7 million. Gross profit margin on new equipment sales for the three month period ended June 30, 2013 was 11.4%, an increase of 0.5% from 10.9% in the same three month period in 2012, primarily reflecting higher margins on sales of new earthmoving equipment and aerial work platform equipment in the current year period.

Used Equipment Sales Gross Profit. Our used equipment sales gross profit for the three month period ended June 30, 2013 increased $3.3 million, or 46.0%, to $10.5 million from $7.2 million in the same period in 2012 on a used equipment sales increase of $11.1 million. Gross profit margin on used equipment sales for the three month period ended June 30, 2013 was 30.3%, down 0.2% from 30.5% for the same three month period in 2012, primarily as a result of the lower margins on sales of used cranes and the mix of equipment sold. Our used equipment sales from the rental fleet, which comprised approximately 79.7% and 88.7% of our used equipment sales for the three month periods ended June 30, 2013 and 2012, respectively, were approximately 154.0% and 148.9% of net book value for the three month periods ended June 30, 2013 and 2012, respectively.

Parts Sales Gross Profit. For the three month period ended June 30, 2013, our parts sales revenue gross profit increased $0.3 million, or 4.3%, to $7.2 million from $6.9 million for the same three month period in 2012 on a $1.7 million increase in parts sales revenues. Gross profit margin for the three month period ended June 30, 2013 was 27.3%, a decrease of 0.7% from 28.0% in the same three month period in 2012, as a result of the mix of parts sold.

Services Revenues Gross Profit. For each of the three month periods ended June 30, 2013 and 2012, our services revenues gross profit totaled $8.7 million. Gross profit margin for the three month period ended June 30, 2013 was 63.3%, an increase of 0.5% from 62.8% in the same three month period in 2012, as a result of service revenues mix.

Non-Segmented Other Revenues Gross Profit. Our non-segmented other revenues realized a gross profit of approximately $1.2 million for the three month period ended June 30, 2013 compared to a gross profit of $0.9 million for the same period in 2012, an increase of $0.3 million. On a gross margin basis, gross margin for the three month period ended June 30, 2013 was 8.7% compared to a gross margin of 7.4% in the same three month period last year, primarily reflective of the $1.7 million improvement in comparative non-segmented other revenues combined with margin improvements related to hauling activities.

Selling, General and Administrative Expenses. SG&A expenses increased $5.7 million, or 13.8%, to $47.1 million for the three month period ended June 30, 2013 compared to $41.4 million for the three month period ended June 30, 2012. The net increase in SG&A expenses was attributable to several factors. Employee salaries and wages and related employee expenses increased approximately $3.7 million as a result of higher salaries, wages and payroll taxes stemming primarily from an increase in commission and incentive pay that resulted from higher rental and sales revenues, and higher health insurance costs from an increase in the number of employees compared to last year. Stock-based compensation expense was $0.7 million and $0.5 million for the three month periods ended June 30, 2013 and 2012, respectively. General corporate overhead expenses increased $0.9 million and depreciation expense increased $0.6 million. Legal and other professional fees increased $0.2 million, while fuel costs increased $0.2 million. Of the total $5.7 million increase in SG&A expenses, approximately $1.1 million was attributable to start-up locations that have opened since June 30, 2012. As a percentage of total revenues, SG&A expenses were 19.2% for the three month period ended June 30, 2013, a decrease of 0.6% from 19.8% for the same three month period in 2012, primarily as a result of the current year increase in total revenues.

Other Income (Expense). For the three month period ended June 30, 2013, our net other expenses increased $6.1 million to $12.9 million compared to $6.8 million for the same three month period in 2012, as a result of a $6.1 million increase in interest expense to $13.1 million for the three month period ended June 30, 2013 compared to $7.0 million for the same three month period in 2012. The increase in interest expense is the result of a $5.7 million increase in expense related to our senior unsecured notes and a $0.5 million increase in interest expense related the Credit Facility. The increase in interest expense on our senior unsecured notes is primarily due to an increase in the aggregate principal amount of these notes from $250 million to $630 million, which was partially offset by the lower interest rate on the current notes. The increase in interest expense related to the Credit Facility is largely due to an increase in the average amount of borrowings under the Credit Facility during the current year three month period compared to the same period last year. These increases were partially offset by a $0.1 million decrease in interest expense related to manufacturing flooring plans used to finance inventory purchases.

Income Taxes. We recorded income tax expense of $5.2 million for the three month period ended June 30, 2013 compared to income tax expense of $6.2 million for the three month period ended June 30, 2012. Our effective income tax rate was 32.6% for the three month period ended June 30, 2013 compared to 37.1% for the three month period ended June 30, 2012. The decrease in the effective income tax rate is primarily due to an increase in favorable permanent differences. We also recorded a reduction of book goodwill of approximately $0.2 million for the three month period ended June 30, 2013 for tax benefits realized from tax-deductible goodwill in excess of book goodwill. Based on available evidence, both positive and negative, we believe it is more likely than not that our deferred tax assets at June 30, 2013 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

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Six Months Ended June 30, 2013 Compared to the Six Months Ended June 30, 2012

Revenues.

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	Total Dollar Increase	Total Percentage Increase
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	$ 159,098	$ 130,133	$ 28,965	22.3%
New equipment sales	126,759	105,701	21,058	19.9%
Used equipment sales	66,810	50,110	16,700	33.3%
Parts sales	51,400	48,103	3,297	6.9%
Services revenues	28,321	27,179	1,142	4.2%
Non-Segmented revenues	25,340	21,463	3,877	18.1%
Total revenues	$ 457,728	$ 382,689	$ 75,039	19.6%

Total Revenues. Our total revenues were $457.7 million for the six month period ended June 30, 2013 compared to $382.7 million for the six month period ended June 30, 2012, an increase of $75.0 million, or 19.6%. Revenues increased in all of our reportable segments and in non-segmented revenues, and are further discussed below.

Equipment Rental Revenues. Our revenues from equipment rentals for the six month period ended June 30, 2013 increased $29.0 million, or 22.3%, to $159.1 million from $130.1 million in the six month period ended June 30, 2012. Rental revenues from aerial work platforms increased $19.3 million, while rental revenues from earthmoving equipment increased $4.7 million. Rental revenues from other equipment increased approximately $2.5 million and rental revenues from cranes increased $1.5 million. Lift truck rental revenues increased $1.0 million. Our average rental rates for the six month period ended June 30, 2013 increased 8.7% compared to the same six month period last year.

Rental equipment dollar utilization (annual rental revenues divided by the average original rental fleet equipment costs) for the six month period ended June 30, 2013 improved to 34.9% compared to 34.0% in the six month period ended June 30, 2012, an increase of 0.9%. The increase in comparative rental equipment dollar utilization was primarily driven by an 8.7% increase in average rental rates and the mix of equipment rented, which was partially offset by a 2.3% decrease in rental equipment time utilization based on the number of rental equipment units available for rent. Rental equipment time utilization based on the number of rental equipment units available for rent was 65.0% for the six month period ended June 30, 2013 compared to 67.3% in the same period last year. Rental equipment time utilization as a percentage of original equipment cost was 69.5% for the six month period ended June 30, 2013 compared to 71.6% in the six month period ended June 30, 2012, a decrease of 2.1%. The decrease in equipment rental time utilization based on the number of units available for rent and based on original equipment cost is reflective of the 17.9% growth in our rental fleet size from $809.3 million at June 30, 2012 to $954.3 million at June 30, 2013.

New Equipment Sales Revenues. Our new equipment sales for the six month period ended June 30, 2013 increased $21.1 million, or 19.9%, to $126.8 million from $105.7 million for the six month period ended June 30, 2012. Sales of new cranes increased $15.8 million and sales of new earthmoving equipment increased $2.2 million. Sales of new aerial work platform equipment increased $1.5 million and sales of new other equipment and new lift trucks increased $1.0 million and $0.6 million, respectively.

Used Equipment Sales Revenues. Our used equipment sales increased $16.7 million, or 33.3%, to $66.8 million for the six month period ended June 30, 2013, from $50.1 million for the same six month period in 2012. Sales of used cranes increased $11.4 million, while sales of used aerial work platform equipment and used other equipment increased $9.6 million and $0.8 million, respectively. Offsetting these increases were decreases in sales of used earthmoving equipment and used lift trucks of $4.7 million and $0.4 million, respectively.

Parts Sales Revenues. Our parts sales increased $3.3 million, or 6.9%, to $51.4 million for the six month period ended June 30, 2013 from $48.1 million for the same six month period in 2012. The increase in parts revenues was due to higher demand for parts compared to last year.

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Services Revenues. Our services revenues for the six month period ended June 30, 2013 increased $1.1 million, or 4.2%, to $28.3 million from $27.2 million for the same six month period last year. The increase in services revenues was largely driven by the $1.2 million increase in services revenues in the quarter ended March 31, 2013.

Non-Segmented Other Revenues. Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the six month period ended June 30, 2013, our other revenues were approximately $25.3 million, an increase of $3.9 million, or 18.1%, from $21.5 million in the same six month period in 2012. The increase was primarily due to an increase in the volume of these services in conjunction with the related improvements of our equipment rentals and sales business activities.

Gross Profit.

	Six Months Ended June 30,		Total Dollar Change	Total Percentage Change
	2013	2012	Increase	Increase
	(in thousands, except percentages)			
Segment Gross Profit:				
Equipment rentals	$ 73,095	$ 58,760	$ 14,335	24.4%
New equipment sales	13,965	12,123	1,842	15.2%
Used equipment sales	19,890	15,083	4,807	31.9%
Parts sales	13,863	13,369	494	3.7%
Services revenues	17,521	16,887	634	3.8%
Non-Segmented revenues	1,558	664	894	134.6%
Total gross profit	$ 139,892	$ 116,886	$ 23,006	19.7%

Total Gross Profit. Our total gross profit was $139.9 million for the six month period ended June 30, 2013 compared to $116.9 million for the same six month period in 2012, an increase of $23.0 million, or 19.7%. Total gross profit margin for the six month period ended June 30, 2013 was 30.6%, an increase of 0.1% from the 30.5% gross profit margin for the same six month period in 2012. Gross profit and gross margin for all reportable segments are further described below:

Equipment Rentals Gross Profit. Our gross profit from equipment rentals for the six month period ended June 30, 2013 increased $14.3 million, or 24.4%, to $73.1 million from $58.8 million in the same six month period in 2012. The increase in equipment rentals gross profit was the result of a $29.0 million increase in rental revenues for the six month period ended June 30, 2013, which was partially offset by a $4.1 million increase in rental expenses and a $10.6 million increase in rental equipment depreciation expense. The increase in rental expenses and rental equipment depreciation expense was due to a larger fleet size in 2013 compared to 2012. As a percentage of equipment rental revenues, rental expenses were 17.5% for the six month period ended June 30, 2013 compared to 18.3% for the same period last year. This percentage decrease was primarily attributable to the increase in comparative rental revenues. Depreciation expense was 36.6% for each of the six month periods ended June 30, 2013 and 2012.

Gross profit margin on equipment rentals for the six month period ended June 30, 2013 was approximately 45.9%, up 0.7% from 45.2% for the same period in 2012. This gross profit margin improvement was primarily due to the increase in comparative rental revenues resulting from higher average rental rates, combined with the decrease in rental expenses as a percentage of equipment rental revenues.

New Equipment Sales Gross Profit. Our new equipment sales gross profit for the six month period ended June 30, 2013 increased approximately $1.8 million, or 15.2%, to $14.0 million compared to $12.1 million for the same six month period in 2012 on a total new equipment sales increase of $21.1 million. Gross profit margin on new equipment sales for the six month period ended June 30, 2013 was 11.0%, a decrease of 0.5% from 11.5% in the same six month period in 2012, primarily reflecting lower margins on new crane sales in the current year first quarter due to the mix of cranes sold.

Used Equipment Sales Gross Profit. Our used equipment sales gross profit for the six month period ended June 30, 2013 increased $4.8 million, or 31.9%, to $19.9 million from $15.1 million in the same period in 2012 on a used equipment sales increase of $16.7 million. Gross profit margin on used equipment sales for the six month period ended June 30, 2013 was 29.8%, down 0.3% from 30.1% for the same six month period in 2012, primarily as a result of the mix of used equipment sold. Our used equipment sales from the rental fleet, which comprised approximately 74.8% and 89.0% of our used equipment sales for the six month periods ended June 30, 2013 and 2012, respectively, were approximately 157.1% and 147.5% of net book value for the six month periods ended June 30, 2013 and 2012, respectively.

Parts Sales Gross Profit. For the six month period ended June 30, 2013, our parts sales revenue gross profit increased approximately $0.5 million, or 3.7%, to $13.9 million from $13.4 million for the same six month period in 2012 on a $3.3 million increase in parts sales revenues. Gross profit margin for the six month period ended June 30, 2013 was 27.0%, a decrease of 0.8% from 27.8% in the same six month period in 2012, as a result of the mix of parts sold.

Services Revenues Gross Profit. For the six month period ended June 30, 2013, our services revenues gross profit increased $0.6 million, or 3.8%, to $17.5 million from $16.9 million for the same six month period in 2012 on a $1.1 million increase in services revenues. Gross profit margin for the six month period ended June 30, 2013 was 61.9%, down 0.2% from 62.1% in the same six month period in 2012, as a result of service revenues mix.

Non-Segmented Other Revenues Gross Profit (Loss). Our non-segmented other revenues gross profit improved to $1.6 million for the six month period ended June 30, 2013 compared to a gross profit of $0.7 million for the same period in 2012. On a gross margin basis, gross margin for the six month period ended June 30, 2013 was 6.1% compared to a gross margin of 3.1% in the same six period last year, primarily reflective of the $3.9 million improvement in comparative non-segmented other revenues combined with margin improvements related to hauling activities.

Selling, General and Administrative Expenses. SG&A expenses increased $11.3 million, or 13.7%, to $93.4 million for the six month period ended June 30, 2013 compared to $82.1 million for the six month period ended June 30, 2012. The net increase in SG&A expenses was attributable to several factors. Employee salaries and wages and related employee expenses increased approximately $7.4 million as a result of higher salaries, wages and payroll taxes stemming primarily from an increase in commission and incentive pay that resulted from higher rental and sales revenues, and higher health insurance costs from an increase in the number of employees compared to last year. Stock-based compensation expense was $1.6 million and $0.8 million for the six month periods ended June 30, 2013 and 2012, respectively. Professional fees increased $0.9 million, while fuel and utilities costs and facility related expenses increased $0.5 million. Depreciation expense increased $1.1 million and general corporate overhead expenses increased $1.1 million. Of the total $11.3 million increase in SG&A expenses, approximately $2.1 million was attributable to start-up locations that have opened since June 30, 2012. As a percentage of total revenues, SG&A expenses were 20.4% for the six month period ended June 30, 2013, a decrease of 1.1% from 21.5% for the same six month period in 2012, primarily as a result of the current year increase in total revenues.

Other Income (Expense). For the six month period ended June 30, 2013, our net other expenses increased $11.3 million to approximately $24.6 million compared to $13.3 million for the same six month period in 2012. The increase was the net result of a $11.5 million increase in interest expense to $25.4 million for the six month period ended June 30, 2013 compared to $13.8 million for the same six month period in 2012 and an increase in miscellaneous other income of $0.2 million. The increase in interest expense is the net result of a $10.8 million increase in expense related to our senior unsecured notes and a $1.0 million increase in interest expense related to the Credit Facility. The increase in interest expense on our senior unsecured notes is primarily due to an increase in the aggregate principal amount of these notes from $250 million to $630 million, which was partially offset by the lower interest rate on the current notes. The increase in interest expense related to the Credit Facility is largely due to an increase in the average amount of borrowings under the Credit Facility during the current year three month period compared to the same period last year. These increases were partially offset by a $0.3 million decrease in interest expense related to manufacturing flooring plans used to finance inventory purchases.

Income Taxes. We recorded income tax expense of $7.4 million for the six month period ended June 30, 2013 compared to income tax expense of $8.0 million for the six month period ended June 30, 2012. Our effective income tax rate for the six month period ended June 30, 2013 was 32.2%, a decrease of 3.5% compared to an effective tax rate of approximately 35.7% for the six month period ended June 30, 2012. The decrease in the effective income tax rate is primarily due to an increase in favorable permanent differences. We also recorded a reduction of book goodwill of approximately $0.4 million for the three month period ended June 30, 2013 for tax benefits realized from tax-deductible goodwill in excess of book goodwill. Based on available evidence, both positive and negative, we believe it is more likely than not that our deferred tax assets at June 30, 2013 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

Liquidity and Capital Resources

Cash flow from operating activities. For the six month period ended June 30, 2013, the cash provided by our operating activities was $28.8 million. Our reported net income of approximately $15.6 million, which, when adjusted for non-cash income and expense items, such as depreciation and amortization, deferred income taxes, provision for losses on accounts receivable, provision for inventory obsolescence, stock-based compensation expense, writedown of goodwill for tax-deductible goodwill in excess of book goodwill and net gains on the sale of long-lived assets, provided positive cash flows of $70.0 million. These cash flows from operating activities were also positively impacted by a $40.7 million increase in accounts payable and a $5.5 million increase in manufacturing

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flooring plans payable. Also increasing our operating cash flows was a $6.2 million decrease in net accounts receivables and a $4.3 million increase in accrued expenses payable and other liabilities. Offsetting these positive cash flows was an increase of $94.6 million in net inventories as a result of increasing demand and improving sales of new and used equipment. Also decreasing our operating cash flows was a $3.3 million increase in prepaid expenses and other assets.

For the six month period ended June 30, 2012, the cash provided by our operating activities was $18.2 million. Our reported net income of $14.4 million, which, when adjusted for non-cash income and expense items, such as depreciation and amortization, deferred income taxes, provision for losses on accounts receivable, stock-based compensation expense and net gains on the sale of long-lived assets, provided positive cash flows of $59.1 million. These cash flows from operating activities were also positively impacted by an $18.4 million increase in accounts payable, a $9.8 million increase in accrued expenses payable and other liabilities and a $5.7 million increase in manufacturing flooring plans payable. Offsetting these positive cash flows were an increase of $70.1 million in net inventories, a $4.3 million increase in net receivables, a $0.3 million increase in prepaid expenses and other assets and a $0.1 million decrease in deferred compensation payable.

Cash flow from investing activities. For the six month period ended June 30, 2013, cash provided by our investing activities was exceeded by cash used in our investing activities, resulting in net cash used in our investing activities of approximately $82.1 million. This was a result of purchases of rental and non-rental equipment totaling $133.3 million, which was partially offset by proceeds from the sale of rental and non-rental equipment of approximately $51.2 million.

For the six month period ended June 30, 2012, cash provided by our investing activities was exceeded by our cash used in our investing activities, resulting in net cash used in our investing activities of $93.1 million. This use of cash was a net result of purchases of rental and non-rental equipment totaling $139.0 million, which was partially offset by proceeds from the sale of rental and non-rental equipment of approximately $45.9 million.

Cash flow from financing activities. For the six month period ended June 30, 2013, cash provided by our financing activities was approximately $48.6 million. Net proceeds from our 7% senior notes due 2022 issued on February 4, 2013 (the Add-on Notes) were approximately $107.3 million. Net borrowings under the Credit Facility totaled $57.2 million and excess tax benefits realized from stock-based awards totaled $0.2 million. Partially offsetting these positive cash flows were payments of deferred financing costs of $0.7 million and dividends paid of $0.4 million. Additionally, purchases of treasury stock totaled $0.4 million.

For the six month period ended June 30, 2012, cash provided by our financing activities was $54.3 million. Net borrowings under our senior secured credit facility totaled $55.2 million. Excess tax benefits realized from stock-based awards totaled $0.3 million. These positive cash flows was partially offset by payments of deferred financing costs of $0.8 million related to the first quarter Amendment to the senior secured credit facility, purchases of $0.3 million of treasury stock and $0.1 million of capital lease payments.

Senior Secured Credit Facility

We and our subsidiaries are parties to a senior secured Credit Facility with General Electric Capital Corporation as agent, and the lenders named therein. On January 29, 2013, the Company amended the Credit Facility by entering into Amendment No. 4 to the Credit Facility to permit the issuance of the Add-on Notes. As amended, the Credit Facility provides, among other things, a $402.5 million senior secured asset based revolving facility which includes a $30.0 million letter of credit facility, and a $47.5 million incremental facility. The Credit Facility is secured by substantially all of the assets of the Company and its subsidiaries, and the Company and each of its subsidiaries provide a guaranty of the obligations under the Credit Facility. The Credit Facility requires us to maintain a minimum fixed charge coverage ratio in the event that our excess borrowing availability is below approximately $50.3 million (as adjusted if the $47.5 million incremental facility is exercised). The Credit Facility also requires us to maintain a maximum total leverage ratio of 5.0 to 1.0, which is tested if excess availability is less than approximately $50.3 million (as adjusted if the $47.5 million incremental facility is exercised). As of June 30, 2013, we were in compliance with our financial covenants under the Credit Facility.

At June 30, 2013, the interest rate on the Credit Facility was based on an interest rate of LIBOR plus 225 basis points. At July 26, 2013, we had $297.2 million of available borrowings under our Credit Facility, net of $6.5 million of outstanding letters of credit.

Senior Unsecured Notes

On August 20, 2012, the Company closed on its offering of $530 million aggregate principal amount of its 7% senior notes due 2022 (the New Notes) in an unregistered offering. The New Notes and related guarantees were offered in a private placement solely to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act), or outside the United States to persons other than U.S. persons in compliance with Regulation S under the Securities Act.

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Net proceeds to the Company from the sale of the New Notes totaled approximately $520.7 million. The Company used a portion of the net proceeds from the sale of the New Notes to repurchase $158.7 million of the $250 million aggregate principal amount of its 8 3/8% senior notes due 2016 (the Old Notes) in early settlement of a tender offer and consent solicitation (the Tender Offer) that the Company launched on August 6, 2012. Holders who tendered their Old Notes prior to the early tender deadline received $1,031.67 per $1,000 principal amount of Old Notes tendered, plus accrued and unpaid interest to the date of repurchase. Having received the requisite consents from the holders of the Old Notes in the Tender Offer, the Company, certain of its subsidiaries and The Bank of New York Mellon Trust Company, N.A., as trustee, executed a supplemental indenture amending the indenture relating to the Old Notes. Also on August 20, 2012, the Company satisfied and discharged its obligations under the indenture relating to the Old Notes and issued a notice of redemption for the remaining outstanding principal amount of the Old Notes. On September 19, 2012, the Company redeemed the remaining $91.3 million principal amount outstanding of the Old Notes at a redemption price equal to 102.792% of the aggregate principal amount of the Old Notes being redeemed, plus accrued and unpaid interest on the Old Notes to the redemption date.

The Company used the remaining net proceeds of the offering of the New Notes to pay on September 19, 2012 a special, one-time cash dividend. Actual dividends paid totaled approximately $244.4 million, representing $7.00 per share paid on 34,911,455 outstanding shares of Common Stock of the Company. Dividends on 232,431 outstanding shares of non-vested common stock totaling approximately $1.5 million, net of estimated forfeitures, are to be paid upon vesting of those shares pursuant to their respective stock awards terms and conditions.

In connection with the above transactions, the Company recorded a one-time loss on the early extinguishment of debt of approximately $10.2 million, or approximately $6.6 million after-tax, reflecting payment of $5.0 million of tender premiums and $2.6 million to redeem the Old Notes that remained outstanding following completion of the Tender Offer, combined with the write off of approximately $2.6 million of unamortized deferred financing costs related to the Old Notes. Transaction costs incurred in connection with the offering of the New Notes totaled approximately $1.7 million.

The New Notes were issued at par and require semiannual interest payments on March 1 and September 1 of each year, commencing on March 1, 2013. No principal payments are due until maturity (September 1, 2022).

The New Notes are redeemable, in whole or in part, at any time on or after September 1, 2017 at specified redemption prices plus accrued and unpaid interest to the date of redemption. We may redeem up to 35% of the aggregate principal amount of the New Notes before September 1, 2015 with the net cash proceeds from certain equity offerings. We may also redeem the New Notes prior to September 1, 2017 at a specified make-whole redemption price plus accrued and unpaid interest to the date of redemption.

The New Notes rank equally in right of payment to all of our existing and future senior indebtedness and rank senior to any of our subordinated indebtedness. The New Notes are unconditionally guaranteed on a senior unsecured basis by all of our current and future significant domestic restricted subsidiaries. In addition, the New Notes are effectively subordinated to all of our and the guarantors existing and future secured indebtedness, including the Credit Facility, to the extent of the assets securing such indebtedness, and are structurally subordinated to all of the liabilities and preferred stock of any of our subsidiaries that do not guarantee the New Notes.

If we experience a change of control, we will be required to offer to purchase the New Notes at a repurchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of repurchase.

On February 4, 2013, the Company closed on its offering of $100 million aggregate principal amount of Add-on Notes in an unregistered offering through a private placement. The Add-on Notes were priced at 108.5% of the principal amount. Net proceeds from the offering of the Add-on Notes, including accrued interest from August 20, 2012 totaled approximately $110.4 million. The Company used the proceeds from the offering to repay indebtedness outstanding under its Credit Facility and for the payment of fees and expenses related to the offering.

The Add-on Notes were issued as additional notes under an indenture dated as of August 20, 2012, pursuant to which the Company previously issued the New Notes as described above. The Add-on Notes have identical terms to, rank equally with and form a part of a single class of securities with the New Notes.

In order to satisfy our obligations under two separate registration rights agreements, one entered into between the Company, the guarantors of the New Notes and the initial purchasers of the New Notes, and the other entered into between the Company, the guarantors of the Add-on Notes and the initial purchaser of the Add-on Notes, we commenced an offering on April 1, 2013 to exchange the New Notes and guarantees and the Add-on Notes and guarantees for registered, publicly tradable notes and guarantees that have terms identical in all material respects to the New Notes and the Add-on Notes (except that the exchange notes will not contain any transfer restrictions). This exchange offer closed on April 30, 2013.

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Cash Requirements Related to Operations

Our principal sources of liquidity have been from cash provided by operating activities and the sales of new, used and rental fleet equipment, proceeds from the issuance of debt, and borrowings available under the Credit Facility. Our principal uses of cash have been to fund operating activities and working capital (including new and used equipment inventories), purchases of rental fleet equipment and property and equipment, fund payments due under facility operating leases and manufacturer flooring plans payable, and to meet debt service requirements. In the future, we may pursue additional strategic acquisitions and seek to open new start-up locations. We anticipate that the above described uses will be the principal demands on our cash in the future.

The amount of our future capital expenditures will depend on a number of factors including general economic conditions and growth prospects. Our gross rental fleet capital expenditures for the six month period ended June 30, 2013 were approximately $153.3 million, including $32.3 million of non-cash transfers from new and used equipment to rental fleet inventory. Our gross property and equipment capital expenditures for the six month period ended June 30, 2013 were $12.3 million. In response to changing economic conditions, we believe we have the flexibility to modify our capital expenditures by adjusting them (either up or down) to match our actual performance.

To service our debt, we will require a significant amount of cash. Our ability to pay interest and principal on our indebtedness (including the New Notes and the Add-on Notes, the Credit Facility and our other indebtedness), will depend upon our future operating performance and the availability of borrowings under the Credit Facility and/or other debt and equity financing alternatives available to us, which will be affected by prevailing economic conditions and conditions in the global credit and capital markets, as well as financial, business and other factors, some of which are beyond our control. Based on our current level of operations and given the current state of the capital markets, we believe our cash flow from operations, available cash and available borrowings under the Credit Facility will be adequate to meet our future liquidity needs for the foreseeable future. As of July 26, 2013, we had $297.2 million of available borrowings under the Credit Facility, net of $6.5 million of outstanding letters of credit.

We cannot provide absolute assurance that our future cash flow from operating activities will be sufficient to meet our long-term obligations and commitments. If we are unable to generate sufficient cash flow from operating activities in the future to service our indebtedness and to meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing or restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. Given current economic and market conditions, including the significant disruptions in the global capital markets, we cannot assure investors that any of these actions could be effected on a timely basis or on satisfactory terms or at all, or that these actions would enable us to continue to satisfy our capital requirements. In addition, our existing debt agreements, including the Credit Facility and the indenture governing the New Notes and the Add-on Notes, as well as any future debt agreements, contain or may contain restrictive covenants, which may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt.

Seasonality

Although we believe our business is not materially impacted by seasonality, the demand for our rental equipment tends to be lower in the winter months. The level of equipment rental activities is directly related to commercial and industrial construction and maintenance activities. Therefore, equipment rental performance will be correlated to the levels of current construction activities. The severity of weather conditions can have a temporary impact on the level of construction activities. Adverse weather has a seasonal impact in parts of the markets we serve, including our Intermountain region, particularly in the winter months.

Equipment sales cycles are also subject to some seasonality with the peak selling period during the spring season and extending through the summer. Parts and service activities are typically less affected by changes in demand caused by seasonality.

Contractual and Commercial Commitments

There have been no material changes from the information included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

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Off-Balance Sheet Arrangements

There have been no material changes from the information included in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our earnings may be affected by changes in interest rates since interest expense on the Credit Facility is currently calculated based upon the index rate plus an applicable margin of 1.00% to 1.50%, depending on the leverage ratio, in the case of index rate revolving loans and LIBOR plus an applicable margin of 2.00% to 2.50%, depending on the leverage ratio, in the case of LIBOR revolving loans. At June 30, 2013, we had total borrowings outstanding under the Credit Facility of $100.5 million. A 1.0% increase in the interest rate on the Credit Facility would result in approximately a $1.0 million increase in interest expense on an annualized basis. At July 26, 2013, we had $297.2 million of available borrowings under the Credit Facility, net of $6.5 million of outstanding letters of credit. We did not have significant exposure to changing interest rates as of June 30, 2013 on the fixed-rate New Notes and Add-on Notes. Historically, we have not engaged in derivatives or other financial instruments for trading, speculative or hedging purposes, though we may do so from time to time if such instruments are available to us on acceptable terms and prevailing market conditions are accommodating.

Item 4. Controls and Procedures

Management s Quarterly Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of June 30, 2013, our current disclosure controls and procedures were effective.

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that occurred during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are involved in various claims and legal actions arising in the ordinary course of our business. In the opinion of management, after consultation with legal counsel, the ultimate disposition of these various matters will not have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity.

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Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results.

As of the date of this Quarterly Report on Form 10-Q, there have been no material changes with respect to the Company s risk factors previously disclosed on Form 10-K for the year ended December 31, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On June 15, 2013, 50,631 shares of non-vested stock that were issued in 2010 vested at $22.69 per share. Certain holders of those vested shares returned an aggregate of 18,071 shares of common stock to the Company during the quarter ended June 30, 2013 as payment for their respective employee withholding taxes. This resulted in an addition of 18,071 shares to treasury stock.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

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Item 6. Exhibits.

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document (furnished herewith).
101.SCH	XBRL Taxonomy Extension Schema Document (furnished herewith).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (furnished herewith).
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (furnished herewith).
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (furnished herewith).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith).

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SIGNATURES

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

	H&E EQUIPMENT SERVICES, INC.
Dated: August 1, 2013	By: /s/ John M. Engquist John M. Engquist Chief Executive Officer (Principal Executive Officer)
Dated: August 1, 2013	By: /s/ Leslie S. Magee Leslie S. Magee Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)

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EXHIBIT INDEX

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101.LAB	XBRL Taxonomy Extension Label Linkbase Document (furnished herewith).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith).