

**WM. ALAN MILLER**

ATTORNEY AT LAW, LLC

POST OFFICE BOX 44297  
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August 29, 2022

**VIA HAND DELIVERY**

Ms. Tammy Burl, Administrator  
Transportation Division  
Louisiana Public Service Commission  
602 North 5<sup>th</sup> Street  
Galvez Building - 11<sup>th</sup> Floor  
Baton Rouge, Louisiana

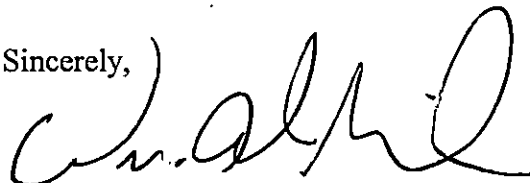
***RE: Request for a Letter of Non-opposition; Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions Common Carrier Certificates 8198 and 8199; Merger of Mobile Mini, Inc. with WillScot Corporation and Picasso Merger Sub, Inc., resulting in the creation of WillScot Mobile Mini Holdings Corp.***

Dear Ms. Burl:

Enclosed, please find a firm check in the amount of \$200 for the application fee, the original and two copies of a request for a letter of non-opposition, an exhibit list, attached exhibits, and two duplicate flash drives containing additional exhibits relative to the above captioned item.

If you have any questions or would like to discuss this matter, please do not hesitate to contact me at any time.

Sincerely,



Wm. Alan Miller

ATTACHMENTS

**RECEIVED**  
AUG 29 2022

LA. PUBLIC SERVICE COMMISSION  
TRANSPORTATION

**WM. ALAN MILLER**

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August 29, 2022

**VIA HAND DELIVERY**

Mr. Brandon Frey, Executive Secretary  
Louisiana Public Service Commission  
Galvez Building, 12th Floor  
602 North Fifth Street  
Baton Rouge, LA 70821-9154

RE: ***Request for a Letter of Non-opposition; Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions Common Carrier Certificates 8198 and 8199; Merger of Mobile Mini, Inc. with WillScot Corporation and Picasso Merger Sub, Inc., resulting in the creation of WillScot Mobile Mini Holdings Corp.***

Dear Secretary Frey:

On September 13, 2018, Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions was awarded LPSC Common Carrier Certificate No. 8199 for waste, pursuant to Order No. T-34846, and saltwater certificate No. 8198. See attached certificates marked as Exhibit "A". At the time of the issuance of the certificates Mobile Mini, Inc. (MMI) was a publically traded company on the NASDAQ (trade symbol "MINI").

On July 1, 2020, WillScot Corporation (WSC) and MMI completed a previously announced merger. As a result of the merger, MMI became a wholly-owned subsidiary of WSC. MMI's common stock was automatically converted into the right to receive WSC class A common stock. Immediately following the effective time, WSC filed a certificate of amendment to its certificate of incorporation to change its name to WillScot Mobile Mini Holdings Corp. (WSMMHC). MMI and its subsidiaries, including but not limited to Mobile Mini Tank and Pump Solutions, Inc. and Gulf Tanks Holdings, Inc., are now wholly owned subsidiaries of WSMMHC. WSMMHC is a publically traded company on NASDAQ with the trading symbol "WSC". See attached WSMMHC's corporate organization chart marked as Exhibit "B". See also WillScot Mobile Mini Holdings Corp. SEC Form 8-K identified as Exhibit "C" and found on the accompanying flash drive.

LPSC General Order dated October 8, 2019 (docket No. R-35298) provides for Commission approval required for sales, mergers, stock or asset transfers, and other changes of ownership or control of motor carriers. As part of a multi-state, multi-billion dollar transaction involving two publically-traded companies in multiple states, the parties inadvertently failed to seek LPSC approval of this merger. Timely application for approval would have been governed by Section II of the order.

Section (II)(B) of the order provides:


B. In the event that a Waste Carrier or Motor Carrier that holds certificates and/or permits as both a Waste Carrier and a Non-waste Carrier and/or Saltwater Carrier does not obtain the prior approval as required in Section (II)(A) above, the acquiring entity may provide evidence by a sworn statement or otherwise, of good faith in failing to obtain prior Commission approval. If Commission Staff finds that the carrier's failure to obtain the prior approval of the Commission was done in "good faith," Commission Staff shall find that the carrier is excused from obtaining the prior approval. For the purposes of this Section, "good faith" shall have the same definition as set forth in Section (I)(B).

Section (I)(B) of the order provides in pertinent part that, "'Good faith" shall be defined as a state of mind consisting in 1) honesty in belief or purpose, 2) faithfulness to one's duty or obligation, 3) observance of reasonable commercial standards of fair dealing in a given trade or business, and 4) absence of intent to defraud or to seek unconscionable advantage." See attached affidavit of Hezron T. Lopez, Executive Vice President, Secretary, Chief Legal & Compliance Officer & ESG for WillScot Mobile Mini Holdings Corp., marked as Exhibit "D".

The above-described transaction had no material effect on MMI's operation in Louisiana. Neither the company name nor any of its policies changed as a result of the transaction. The Company's management and personnel in Louisiana remained the same. Overall, MMI benefitted from the merger by gaining access to additional capital and expertise and realizing certain operational synergies that have resulted in greater efficiency and enhanced customer service. While the trade symbol changed, nothing else changed for the MMI's employees or clients in Louisiana.

Please accept this letter and accompanying exhibits as the request for a letter of non-opposition for the acquisition and change of control of Mobile Mini, Inc. by WillScot Corporation by way of merger. For the avoidance of doubt, WillScot Mobile Mini Holdings Corp. is now the indirect parent of Mobile Mini, Inc. and Mobile Mini, Inc.

Sincerely,



Wm. Alan Miller

ATTACHMENTS

## EXHIBIT LIST

Request for a Letter of Non-opposition; Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions Common Carrier Certificates 8198 and 8199; Merger of Mobile Mini, Inc. with WillScot Corporation and Picasso Merger Sub, Inc., resulting in the creation of WillScot Mobile Mini Holdings Corp.

- Ex. A            Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions Common Carrier Certificates 8198 and 8199 (*IN GLOBO*)
- Ex. B            WillScot Mobile Mini Holdings Corp. organizational chart
- Ex. C            WillScot Mobile Mini Holdings Corp. SEC form 8-K (on flash drive)
- Ex. D            Affidavit of Hezron T. Lopez, Executive Vice President, Secretary, Chief Legal & Compliance Officer & ESG for WillScot Mobile Mini Holdings Corp.

LOUISIANA PUBLIC SERVICE COMMISSION

COMMON CARRIER CERTIFICATE  
OF SPECIAL COMMODITIES  
OVER IRREGULAR ROUTES

NO. 8199

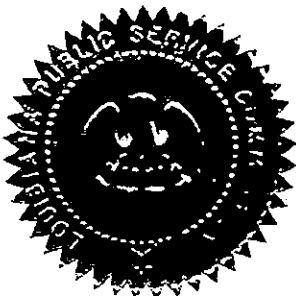
A CERTIFICATE IS HEREBY GRANTED TO MOBILE MINI, INC DBA MOBILE MINI TANK AND PUMP SOLUTIONS whose office or place of business is at PHOENIX, ARIZONA authorizing operations in Louisiana intrastate commerce as a COMMON CARRIER OF SPECIAL COMMODITIES OVER IRREGULAR ROUTES by motor, handling the following described commodities, in territories described:

Transportation of non-hazardous oilfield waste, non-hazardous industrial solid waste and hazardous waste for disposal, statewide.

(Issued pursuant to Order No. T-34846, dated August 30, 2018 Except for cause beyond control, non-operation of an authority for a period of six (6) months could lead to its cancellation pursuant to La. R.S. 45:166, Paragraphs B and C.)

Said MOBILE MINI, INC DBA MOBILE MINI TANK AND PUMP SOLUTIONS shall perform such operations under tariffs now or hereafter filed with the Commission and in compliance with all laws and rules and regulations of the Commission bearing thereon.

WITNESS THE SIGNATURE AND SEAL OF THE COMMISSION AT BATON ROUGE,  
LOUISIANA, ON THIS 13<sup>TH</sup> DAY OF SEPTEMBER 2018.



/S/ ERIC F. SKRMETTA  
DISTRICT I  
CHAIRMAN ERIC F. SKRMETTA

/S/ MIKE FRANCIS  
DISTRICT IV  
VICE CHAIRMAN MIKE FRANCIS

/S/ FOSTER L. CAMPBELL  
DISTRICT V  
COMMISSIONER FOSTER L. CAMPBELL

/S/ LAMBERT C. BOISSIERE, III  
DISTRICT III  
COMMISSIONER LAMBERT C. BOISSIERE, III

/S/ CRAIG GREENE  
DISTRICT II  
COMMISSIONER CRAIG GREENE

  
BRANDON M. FREY  
SECRETARY



LOUISIANA PUBLIC SERVICE COMMISSION

CERTIFICATE  
AS A COMMON CARRIER OF SPECIAL COMMODITIES  
OVER IRREGULAR ROUTES

No. 8198

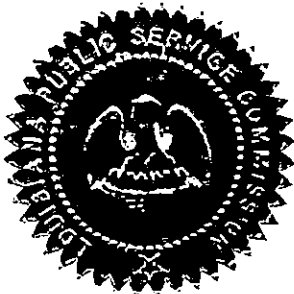
A CERTIFICATE IS HEREBY GRANTED TO MOBILE MINI, INC DBA MOBILE MINI TANK AND PUMP SOLUTIONS whose office or place of business is at KILGORE, TEXAS authorizing operations in Louisiana intrastate commerce as a COMMON CARRIER OF SPECIAL COMMODITIES OVER IRREGULAR ROUTES by motor, handling the following described commodities, in territories described:

Transportation of saltwater utilized in oil well exploration or production for disposal by motor vehicle under R.S. 45:161 through R.S. 45:172, statewide.

(Issued pursuant to L.R.S. 45:164 and the rules and regulations of the Louisiana Public Service Commission. Except for cause beyond control, non-operation of an authority for a period of six (6) months could lead to its cancellation pursuant to La. R.S. 45:166, Paragraphs B and C).

Said MOBILE MINI, INC DBA MOBILE MINI TANK AND PUMP SOLUTIONS shall perform such operations under prescribed rates or tariffs now or hereafter filed with the Commission and in compliance with all laws and rules and regulations of the Commission bearing thereon.

WITNESS THE SIGNATURE AND SEAL OF THE COMMISSION AT BATON ROUGE, LOUISIANA, ON THIS THE 13<sup>th</sup> DAY OF SEPTEMBER 2018.



/S/ ERIC F. SKRMETTA  
DISTRICT I  
CHAIRMAN ERIC F. SKRMETTA

/S/ MIKE FRANCIS  
DISTRICT IV  
VICE CHAIRMAN MIKE FRANCIS

/S/ FOSTER L. CAMPBELL  
DISTRICT V  
COMMISSIONER FOSTER L. CAMPBELL

/S/ LAMBERT C. BOISSIERE, III  
DISTRICT III  
COMMISSIONER LAMBERT C. BOISSIERE, III

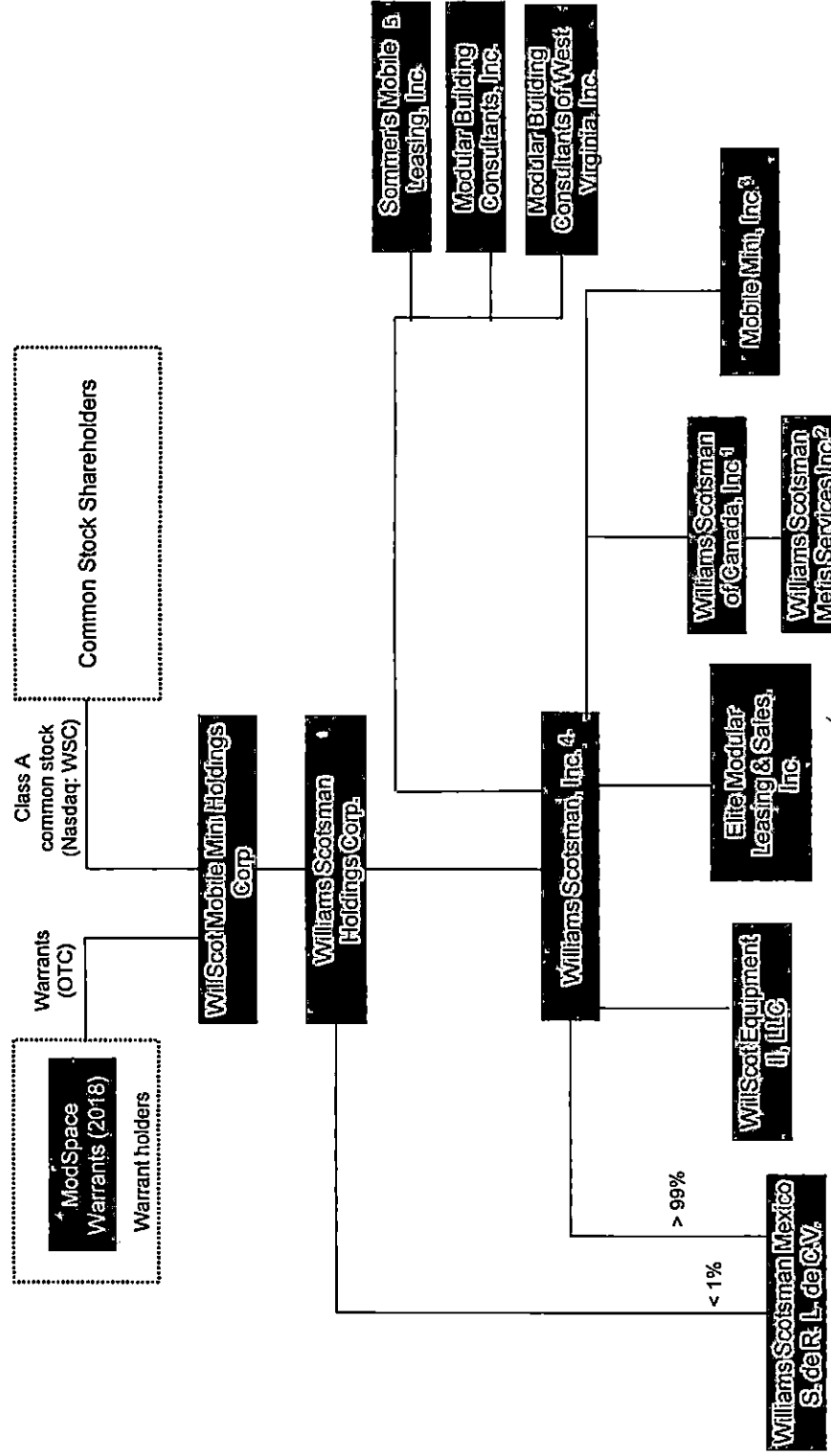
  
BRANDON M. FREY  
SECRETARY

/S/ CRAIG GREENE  
DISTRICT II  
COMMISSIONER CRAIG GREENE

# CORPORATE ORG CHART

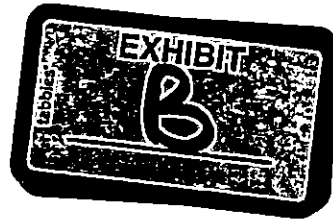
WILLSCOT

mobile mini  
scotsman

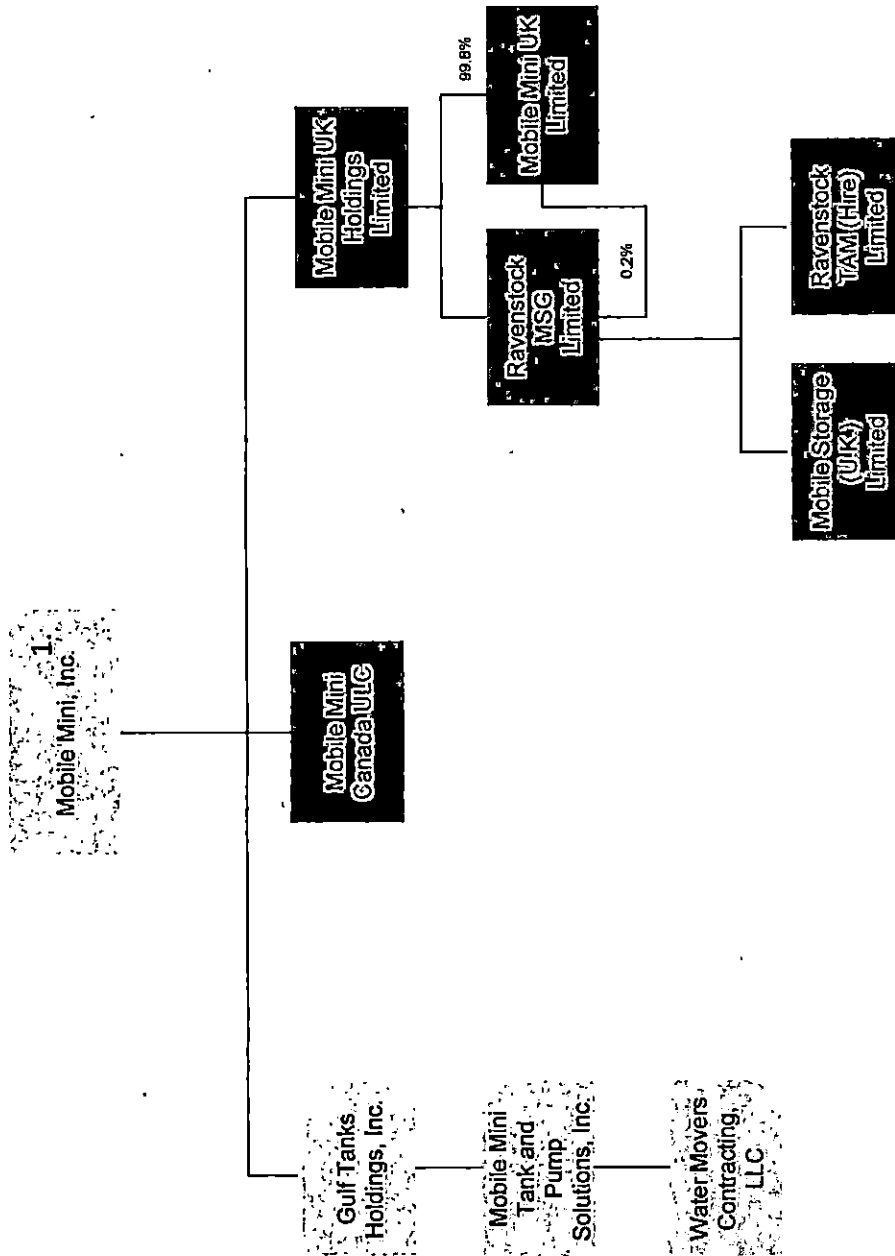


- Williams Scotsman of Canada, Inc. and ModSpace Financial Services Canada, Ltd. amalgamated on January 1, 2019, and the amalgamated entity took the name Williams Scotsman of Canada, Inc.
- This is a JV. WSC only owns 49%. 51% is owned by the Metis Nation of British Columbia.
- See page 2 for Mobile Mini entities.
- Williams Scotsman International, Inc., Acton Mobile Holdings, LLC, New Acton Mobile Industries, LLC and Onsite Space LLC were all liquidated/merged into Williams Scotsman, Inc. with an effective date of 12/31/2021. Resun Chippewa, LLC and Modspace Government Financial Services, LLC were liquidated/merged into Modular Space, LLC with an effective date of 12/31/2021. Resun Modspace LLC was merged into Modular Space LLC effective 6/2/2022. Modular Space LLC merged into Williams Scotsman, Inc. 6/2/2022.
- Sommers Mobile Leasing, Inc., Modular Building Consultants, Inc. and Modular Building Consultants of West Virginia, Inc. became subsidiaries of Williams Scotsman, Inc. via purchase on 10/22/2021. These entities are currently in the process of being liquidated/merged into Williams Scotsman, Inc.
- Elite Modular Leasing & Sales, Inc. became a subsidiary of Williams Scotsman, Inc. via purchase on 05/13/2022.

June 30, 2022



## CORPORATE ORG CHART (CONTINUED)





# CORPORATE ORG CHART

## (Including Third-Party Debt)



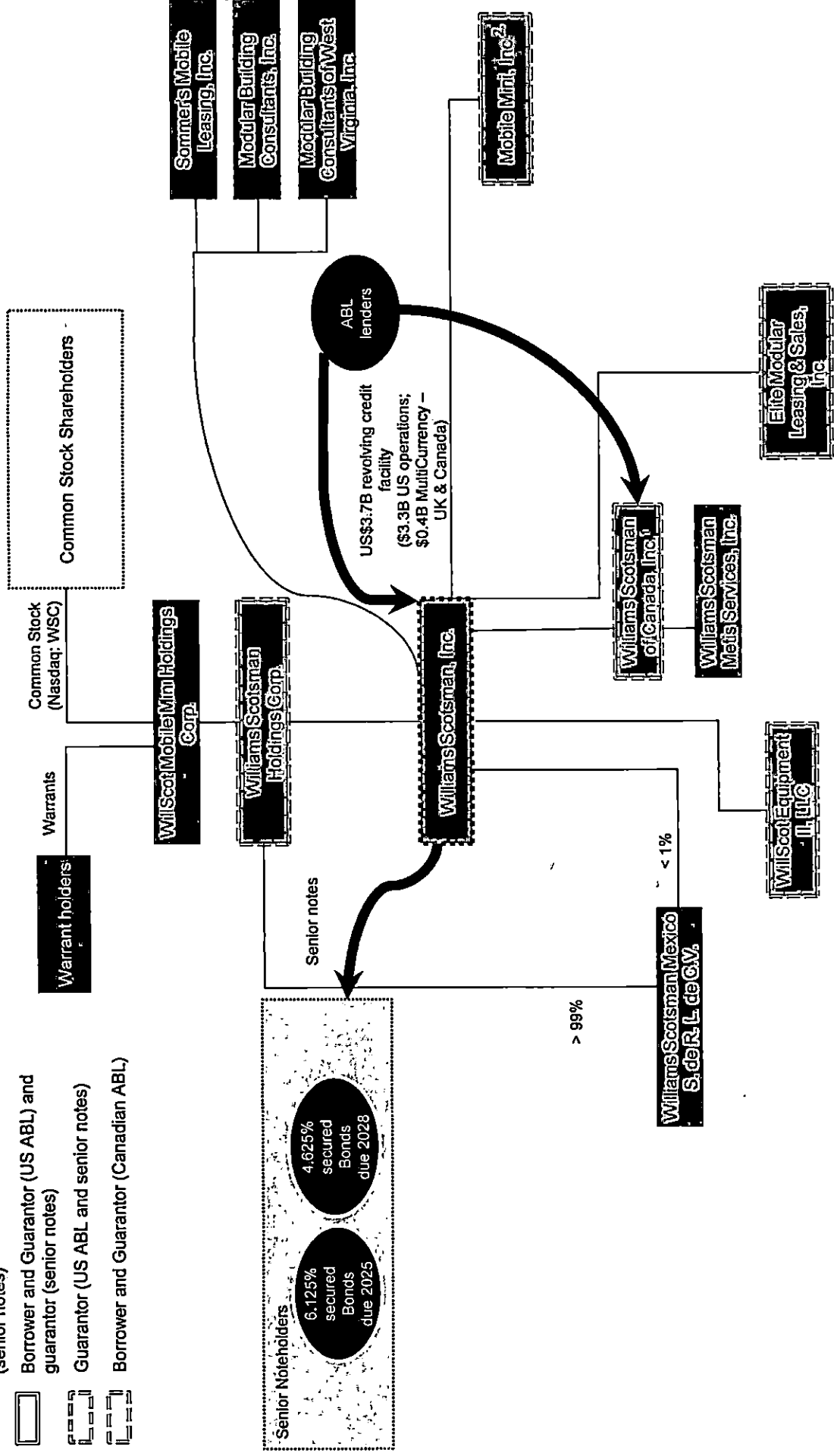
### Key:

Administrative Borrower (US ABL) and issuer (senior notes)

Borrower and Guarantor (US ABL) and guarantor (senior notes)

Guarantor (US ABL and senior notes)

Borrower and Guarantor (Canadian ABL)



## AFFIDAVIT

I, the undersigned, in my capacity as Executive Vice President, Secretary, Chief Legal and Compliance Officer & ESG, of WillScot Mobile Mini Holdings Corp., a corporation listed on Nasdaq and organized under the laws of the State of Delaware ("**Parent**"), respectfully submit this affirmation of good faith and hereby attest as follows:

1. I am the Executive Vice President, Secretary, Chief Legal and Compliance Officer & ESG of Parent and each of its subsidiaries, including without limitation Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions.
2. Mobile Mini, Inc. d/b/a/ Mobile Mini Tank and Pump Solutions ("**MMI**") was awarded LPSC Common Carrier Certificate No. 8199 for waste on September 13, 2018, pursuant to Order No. T-34846.
3. MMI was acquired by Parent on July 1, 2020 via merger with and into a wholly owned subsidiary of Parent. MMI survived the merger and, together with its subsidiaries, including Mobile Mini Tank and Pump Solutions, Inc., Gulf Tanks Holdings, Inc. and Water Movers Contracting, LLC, became wholly owned subsidiaries of Parent.
4. After giving effect to the change of control transaction described above, Parent pursued a significant number of consents of third parties in connection therewith, but failed to seek approval from the Louisiana Public Service Commission ("**Commission**") under LPSC General Order dated October 8, 2019 (docket No. R-35298). Such failure to seek such prior approval of the Commission for the change of ownership was inadvertent and a technical oversight resulting from the magnitude and complexity of the transaction. The inadvertent failure to seek prior approval of the Commission was not intentional, nor was there any intent to defraud or to seek unconscionable advantage.
5. On behalf of Parent, we are hereby seeking a letter of non-opposition for the change of control of Mobile Mini, Inc. by way of merger with a wholly owned subsidiary of WillScot Mobile Mini Holdings Corp.

By: \_\_\_\_\_

Name: Hezron P. Lopez

Title: Executive Vice President, Secretary, Chief  
Legal & Compliance Officer & ESG, WillScot  
Mobile Mini Holdings Corp.

Sworn before me this 26, day  
of August, 2022

\_\_\_\_\_  
Name:

(SEAL)

