

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **1995-05-10** | Period of Report: **1995-03-31**
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FILER

PS PARTNERS II LTD

CIK: **727069** | IRS No.: **953878680** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **000-11981** | Film No.: **95535920**
SIC: **4210** Trucking & courier services (no air)

Mailing Address
*600 N BRAND BLVD SUITE
300
GLENDALE CA 91203-1241*

Business Address
*600 NORTH BRAND BLVD
SUITE 300
GLENDALE CA 91203
8182448080*

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

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended March 31, 1995

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 [No Fee Required]

For the transition period from _____ to _____

Commission File Number 0-11981

PS PARTNERS II, LTD.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation or organization)

95-3878680

(I.R.S. Employer Identification Number)

600 North Brand Blvd.
Glendale, California

(Address of principal executive offices)

91203-1241

(Zip Code)

Registrant's telephone number, including area code: (818) 244-8080

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
----- -----

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<TABLE>

<S>

<C>

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PS PARTNERS II, LTD.
CONDENSED CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

	March 31, 1995	December 31, 1994
	----- (Unaudited) <C>	----- <C>
ASSETS		
Cash and cash equivalents	\$ 4,060,000	\$ 3,258,000
Rent and other receivables	25,000	28,000
Real estate facilities, at cost:		
Land	17,404,000	17,414,000
Buildings and equipment	71,224,000	71,183,000
	-----	-----
	88,628,000	88,597,000
Less accumulated depreciation	(31,697,000)	(30,887,000)
	-----	-----
	56,931,000	57,710,000
Other assets	161,000	153,000
	-----	-----
	\$ 61,177,000	\$ 61,149,000
	=====	=====

LIABILITIES AND PARTNERS' EQUITY

Accounts payable	\$ 346,000	\$ 433,000
Advance payments from renters	448,000	439,000
Mortgage notes payable	2,318,000	2,326,000

Minority interest in general partnerships	13,943,000	14,001,000
Partners' equity:		
Limited partners' equity, \$500 per unit, 128,000 units authorized, issued and outstanding	43,599,000	43,430,000
General partners' equity	523,000	520,000
	-----	-----
Total partners' equity	44,122,000	43,950,000
	-----	-----
	\$ 61,177,000	\$ 61,149,000
	=====	=====

</TABLE>

See accompanying notes.

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PS PARTNERS II, LTD.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
<CAPTION>

	Three Months Ended March 31,	
	1995	1994
	-----	-----
	<C>	<C>
REVENUE:		
Rental income	\$3,589,000	\$3,558,000
Interest income	55,000	7,000
	-----	-----
	3,644,000	3,565,000
	-----	-----
COSTS AND EXPENSES:		
Cost of operations	1,177,000	1,214,000
Management fees	210,000	208,000
Depreciation and amortization	810,000	922,000
Interest expense	45,000	158,000
Administrative	56,000	85,000
	-----	-----
	2,298,000	2,587,000
	-----	-----
Income before minority interest	1,346,000	978,000
Minority interest in income	374,000	387,000
	-----	-----
NET INCOME	\$ 972,000	\$ 591,000
	=====	=====
Limited partners' share of net income (\$6.90 per unit in 1995 and \$4.26 per unit in 1994)	\$ 883,000	\$ 546,000

General partners' share of net income	89,000	45,000
	-----	-----
	\$ 972,000	\$ 591,000
	=====	=====

</TABLE>

See accompanying notes.

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PS PARTNERS II, LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
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	Three Months Ended March 31,	
	1995	1994
	-----	-----
	<C>	<C>
Cash flows from operating activities:		
Net income	\$ 972,000	\$ 591,000
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	810,000	922,000
Decrease in rent and other receivables	3,000	-
Increase in other assets	(8,000)	(8,000)
Decrease in accounts payable	(87,000)	(3,000)
Increase in advance payments from renters	9,000	19,000
Minority interest in income	374,000	387,000
	-----	-----
Total adjustments	1,101,000	1,317,000
	-----	-----
Net cash provided by operating activities	2,073,000	1,908,000
	-----	-----
Cash flows from investing activities:		
Additions to real estate facilities	(31,000)	(70,000)
	-----	-----
Net cash used in investing activities	(31,000)	(70,000)
	-----	-----
Cash flows from financing activities:		
Principal payments on mortgage notes payable	(8,000)	(2,094,000)
Distributions to holder of minority interest	(432,000)	(40,000)
Distributions to partners	(800,000)	(395,000)
	-----	-----
Net cash used in financing activities	(1,240,000)	(2,529,000)
	-----	-----
Net increase (decrease) in cash and cash equivalents	802,000	(691,000)

Cash and cash equivalents at the beginning of the period	3,258,000	1,083,000
	-----	-----
Cash and cash equivalents at the end of the period	\$ 4,060,000	\$ 392,000
	=====	=====

</TABLE>

See accompanying notes.

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PS PARTNERS II, LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 1995
(UNAUDITED)

1. The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although management believes that the disclosures contained herein are adequate to make the information presented not misleading. These unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and related notes appearing in the Partnership's Form 10-K for the year ended December 31, 1994.
2. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of only normal accruals, necessary to present fairly the Partnership's financial position at March 31, 1995, the results of operations for the three months ended March 31, 1995 and 1994 and cash flows for the three months then ended.
3. The results of operations for the three months ended March 31, 1995 are not necessarily indicative of the results to be expected for the full year.

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PS PARTNERS II, LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations:

- - - - -

THREE MONTHS ENDED MARCH 31, 1995 COMPARED TO THREE MONTHS ENDED MARCH 31, 1994:

The Partnership's net income for the three months ended March 31, 1995 was \$972,000 compared to \$591,000 for the three months ended March 31, 1994, representing an increase of \$381,000. This increase was primarily due to improved operating results at the Partnership's mini-warehouse facilities combined with decreases in depreciation expense, due to the full amortization of certain tenant improvements at the business park facilities, and interest expense.

Rental income was \$3,589,000 compared to \$3,558,000 for the three months ended March 31, 1995 and 1994, respectively, representing an increase of

\$31,000. Rental income was \$3,036,000 and \$3,046,000 at the Partnership's mini-warehouse facilities for the three months ended March 31, 1995 and 1994, respectively, representing a decrease of \$10,000. Rental income for 1994 includes \$119,000 (none in 1995) relating to a mini-warehouse facility which was condemned during the fourth quarter of fiscal 1994 by a governmental authority exercising its right of eminent domain. Accordingly, for those facilities which were in operation throughout each of the first quarters of 1994 and 1995, rental income increased from \$2,927,000 to \$3,036,000 for the three months ended March 31, 1994 and 1995, respectively, representing an increase of \$109,000, or 3.7%. Rental income at the Partnership's business park facilities increased from \$512,000 to \$553,000 for the three months ended March 31, 1994 and 1995, respectively, representing an increase of 8.0%. These increases were the result of increased average realized rental rates at the Partnership's mini-warehouse facilities and business park facilities. The weighted average occupancy levels at the mini-warehouse and business park facilities were 89% and 96%, respectively, for the three months ended March 31, 1995 compared to 90% and 94% respectively, for the three months ended March 31, 1994. The monthly average realized rent per square foot for the mini-warehouse and business park facilities was \$.57 and \$.76, respectively, for the three months ended March 31, 1995 and \$.55 and \$.67, respectively, for the three months ended March 31, 1994.

Cost of operations (including management fees) were \$1,387,000 and \$1,422,000 for the three months ended March 31, 1995 and 1994, respectively, representing a decrease of \$35,000. Cost of operations during 1994, for the condemned facility was \$50,000, accordingly, cost of operations for the remaining facilities increased \$15,000 or 1%.

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PS PARTNERS II, LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Interest expense decreased approximately \$113,000 from \$158,000 to \$45,000 for the three months ended March 31, 1994 and 1995, respectively, as a result of overall debt reduction.

Minority interest in income decreased \$13,000 to \$374,000 from \$387,000 for the three months ended March 31, 1995 and 1994, respectively. This decrease was primarily attributable to the increased allocation of depreciation expense to the minority interest which offsets the increase in operations at the Partnership's real estate facilities for those properties owned jointly with SEI.

Liquidity and Capital Resources

The Partnership has adequate sources of cash to finance its operations, both on a short-term and long-term basis, primarily from internally generated cash from property operations and cash reserves. Cash generated from operations (\$2,070,000 for the three months ended March 31, 1995) has been sufficient to meet all current obligations of the Partnership.

During 1995, the Partnership anticipates approximately \$800,000 of capital improvements (of which \$123,000 represents SEI's joint venture share). Total capital improvements were \$31,000 for the three months ended March 31, 1995 of which \$26,000 represents the Partnership's share.

The Partnership paid distributions to the limited and general partners totaling \$714,000 (\$5.57 per unit) and \$86,000, respectively, during the first three months of 1995. Future distribution rates may be adjusted to levels which are supported by operating cash flow after capital improvements and any other necessary obligations.

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PART II. OTHER INFORMATION

ITEMS 1 through 5 are not applicable.

Item 6 Exhibits and Reports on Form 8-K

(a) The following Exhibits are included herein:

(27) Financial Data Schedule

(b) Form 8-K
none

SIGNATURES

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

DATED: May 10, 1995

PS PARTNERS II, LTD.

BY: Storage Equities, Inc.
General Partner

BY: /s/ Ronald L. Havner

Ronald L. Havner, Jr.
Vice President - Storage Equities, Inc.
(principal financial and accounting
officer)

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