Third Quarter 2018 Investor Presentation (Corrected)

Managing Key Value Drivers to Maximize Full Cycle Returns

United Rentals

Introductory Information

Unless otherwise specified, the information in this presentation, including forward-looking statements related to our outlook, is as of our most recent earnings call held on October 18, 2018. We make no commitment to update any such information contained in this presentation.

Certain statements in this presentation are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, known as the PSLRA. These statements can generally be identified by the use of forward-looking terminology such as "believe," "expect," "may," "will,‟ "should," "seek," "on-track," "plan," "project," "forecast," "intend" or "anticipate," or the negative thereof or comparable terminology, or by discussions of vision, strategy or outlook. These statements are based on current plans, estimates and projections, and, therefore, you should not place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. Factors that could cause actual results to differ materially from those projected include, but are not limited to, the following: (1) the challenges associated with past or future acquisitions, including Neff Rentals, NES Rentals, BakerCorp and the proposed BlueLine acquisition, such as undiscovered liabilities, costs, integration issues and/or the inability to achieve the cost and revenue synergies expected; (2) the risk that the proposed BlueLine acquisition may not be completed; (3) a slowdown in North American construction and industrial activities, which could reduce our revenues and profitability; (4) our significant indebtedness, which requires us to use a substantial portion of our cash flow for debt service and can constrain our flexibility in responding to unanticipated or adverse business conditions; (5) the inability to refinance our indebtedness at terms that are favorable to us, or at all; (6) the incurrence of additional debt, which could exacerbate the risks associated with our current level of indebtedness; (7) noncompliance with covenants in our debt agreements, which could result in termination of our credit facilities and acceleration of outstanding borrowings; (8) restrictive covenants and amount of borrowings permitted under our debt agreements, which could limit our financial and operational flexibility; (9) an overcapacity of fleet in the equipment rental industry; (10) a decrease in levels of infrastructure spending, including lower than expected government funding for construction projects; (11) fluctuations in the price of our common stock and inability to complete stock repurchases in the time frame and/or on the terms anticipated; (12) our rates and time utilization being less than anticipated; (13) our inability to manage credit risk adequately or to collect on contracts with customers; (14) our inability to access the capital that our business or growth plans may require; (15) the incurrence of impairment charges; (16) trends in oil and natural gas could adversely affect demand for our services and products; (17) our dependence on distributions from subsidiaries as a result of our holding company structure and the fact that such distributions could be limited by contractual or legal restrictions; (18) an increase in our loss reserves to address business operations or other claims and any claims that exceed our established levels of reserves; (19) the incurrence of additional costs and expenses (including indemnification obligations) in connection with litigation, regulatory or investigatory matters; (20) the outcome or other potential consequences of litigation and other claims and regulatory matters relating to our business, including certain claims that our insurance may not cover; (21) the effect that certain provisions in our charter and certain debt agreements and our significant indebtedness may have of making more difficult or otherwise discouraging, delaying or deterring a takeover or other change of control of us; (22) management turnover and inability to attract and retain key personnel; (23) our costs being more than anticipated, and the inability to realize expected savings in the amounts or timeframes planned; (24) our dependence on key suppliers to obtain equipment and other supplies for our business on acceptable terms; (25) our inability to sell our new or used fleet in the amounts, or at the prices, we expect; (26) competition from existing and new competitors; (27) security breaches, cybersecurity attacks and other significant disruptions in our information technology systems; (28) the costs of complying with environmental, safety and foreign laws and regulations as well as other risks associated with non-U.S. operations, including currency exchange risk; (29) labor difficulties and labor-based legislation affecting our labor relations and operations generally; (30) increases in our maintenance and replacement costs, and/or decreases in the residual value of our equipment; and (31) the effect of changes in tax law, such as the effect of the Tax Cuts and Jobs Act that was enacted on December 22, 2017. For a more complete description of these and other possible risks and uncertainties, please refer to our Annual Report on Form 10-K for the year ended December 31, 2017, as well as to our subsequent filings with the SEC. The forward-looking statements contained herein speak only as of the date hereof, and we make no commitment to update or publicly release any revisions to forward-looking statements in order to reflect new information or subsequent events, circumstances or changes in expectations.

Note: This presentation provides information about free cash flow, EBITDA, adjusted EBITDA and adjusted EPS, which are non-GAAP financial measures. This presentation includes a reconciliation between free cash flow and GAAP cash from operations, a reconciliation between both adjusted EBITDA and EBITDA, on the one hand, and GAAP net income, on the other hand, a reconciliation between both adjusted EBITDA and EBITDA, on the one hand, and GAAP cash from operations, on the other hand, a reconciliation between adjusted EPS and GAAP EPS and a reconciliation between forward-looking free cash flow and forward-looking GAAP cash from operations. Information reconciling forward-looking adjusted EBITDA to GAAP financial measures is unavailable to the company without unreasonable effort. The company is not able to provide reconciliations of forward looking adjusted EBITDA to GAAP financial measures because certain items required for such reconciliations are outside of the company's control and/or cannot be reasonably predicted, such as the provision for income taxes. Preparation of such reconciliations would require a forward-looking balance sheet, statement of income and statement of cash flow, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to the company without unreasonable effort. The company provides a range for its adjusted EBITDA forecast that it believes will be achieved, however it cannot accurately predict all the components of the adjusted EBITDA calculation. This presentation also provides information about BlueLine's Adjusted EBITDA, which is a non-GAAP financial measure. This presentation includes a reconciliation between BlueLine's Adjusted EBITDA and its most comparable financial measure.

Contents

1 Introduction

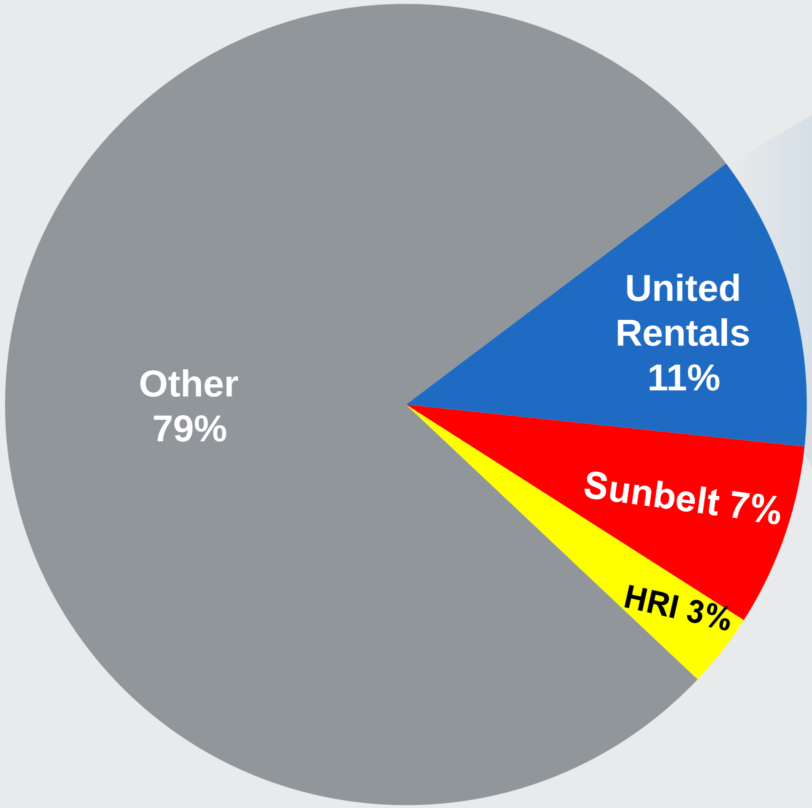
United Rentals®

United Rentals®

Maximizing value creation across the cycle by balancing growth, margins and free cash flow to drive returns

Aggressive management of key value drivers within our control

Company overview



#1 U.S. Market Share(1)

- 2017 total revenue $6.6 billion (+15.3% Y/Y)
- 2017 adjusted EBITDA(2) $3.16 billion (+14.7% Y/Y; 47.6% margin)

1,075 locations across North America(3) (4)

- 944 branches in the U.S.; locations in 49 of 50 states
- 131 branches in Canada; locations in all 10 provinces

$12.9B of fleet comprised of ~610,000 units(3)

Highly diversified product and end-market mix

Team of approximately 16,700 employees(3)

United Rentals is the North American equipment rental leader

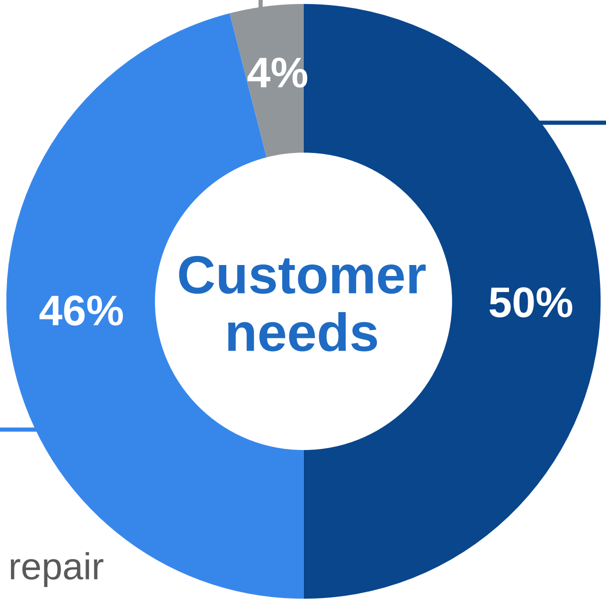
(1) U.S. market share is based on 2017 rental revenues, including pre-acquisition NES and Neff revenues, and ARA industry estimates.
(2) Adjusted EBITDA is a non-GAAP measure. See the tables provided elsewhere in this presentation for reconciliations to the most comparable GAAP measures.
(3) As of September 30, 2018.
(4) Acquired 11 locations across France, Germany, the United Kingdom and the Netherlands as part of the BakerCorp acquisition.

Our customers and the benefits of renting vs. owning

Customer Mix*

Other

- Municipalities
- Government Agencies
- Homeowners



Industrial / non-construction

- Oil & gas
- Chemical
- Manufacturing
- Food & beverage
- Pulp & paper

Non-residential construction

- Commercial
- Contracting
- Maintenance & repair

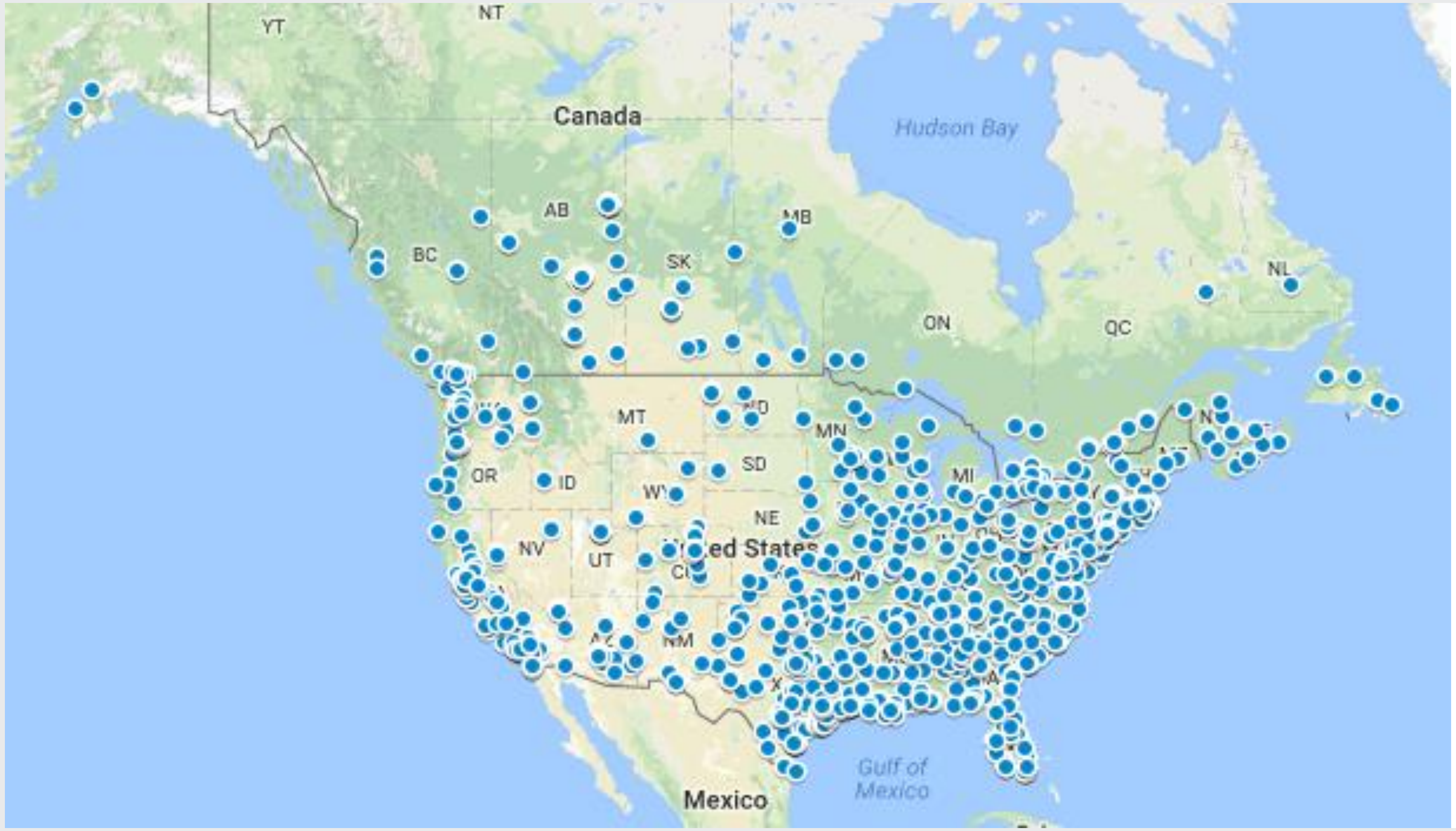
Why Customers Rent Instead of Buy

- Manage risk
- Control expenses and inventory
- The right equipment for any job
- 24/7 customer care
- Save on storage/warehousing
- Reduce downtime
- No need for maintenance
- Save on disposable costs
- Equipment tracking
- Conserve capital

Despite diverse needs, customers derive many benefits from renting

*Note: Reflects 2017 results

Branch locations



Total branch count: 1,086(1)

- General Rentals: 756 locations
- Specialty: 330 locations(2)

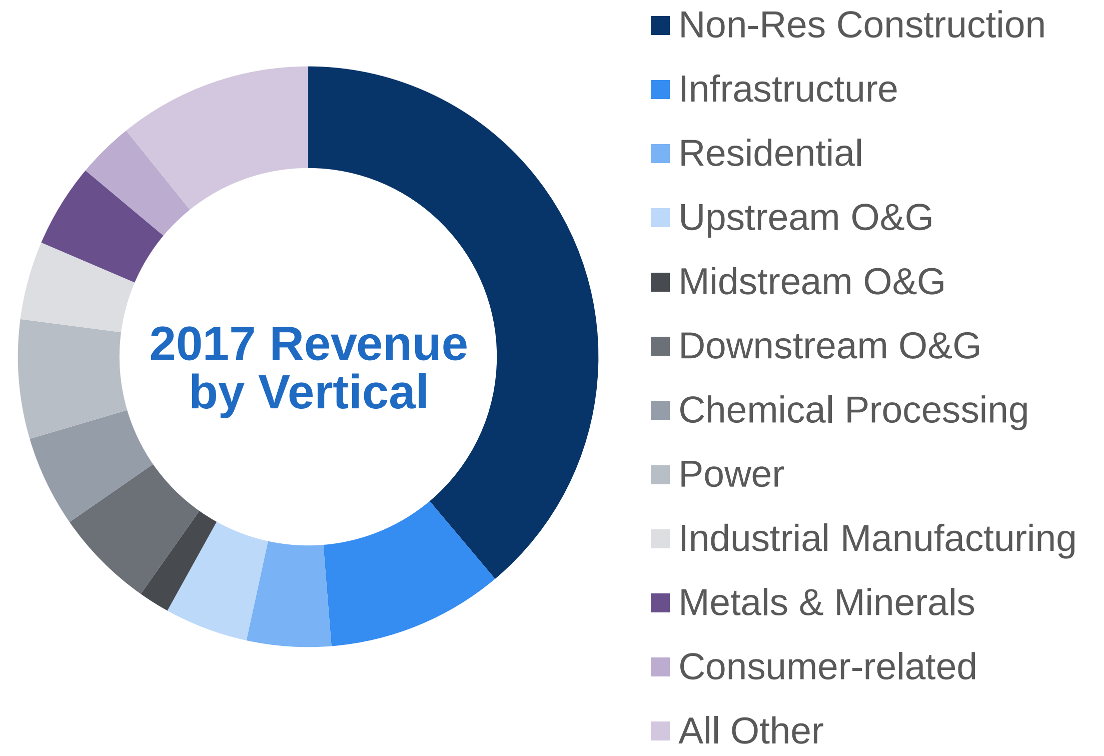
Largest U.S. states by number of locations(1)

- Texas: 149
- California: 97
- Florida: 58
- Louisiana: 46
- Georgia: 39

Largest and broadest footprint in North America

(1) As of September 30, 2018. 1,075 locations in North America and 11 across Europe.
(2) Specialty includes Tools locations that are part of our General Rentals reporting segment.

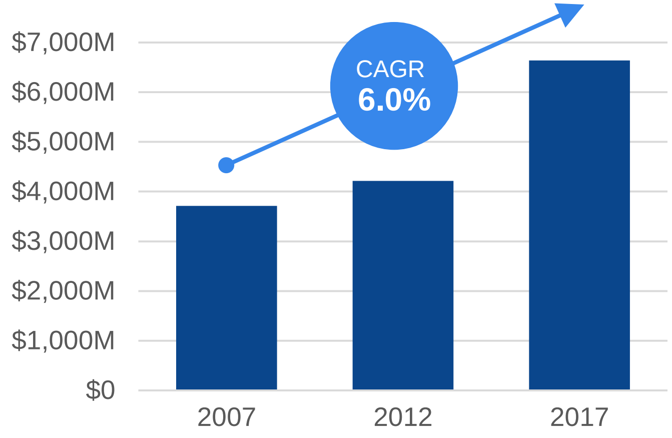
Diverse end-market exposure



Broad customer base helps reduce volatility

A decade of continued financial improvement

Total Revenue



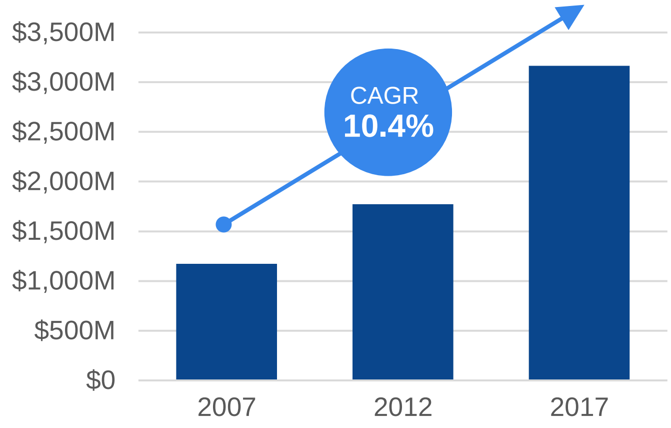
Strong revenue growth

- Trailing 5-year CAGR: +10.0%
- Trailing 10-year CAGR: +6.0%

Improved diversification

- Increased industrial exposure
- Increased non-cyclical specialty exposure

Adjusted EBITDA[1]



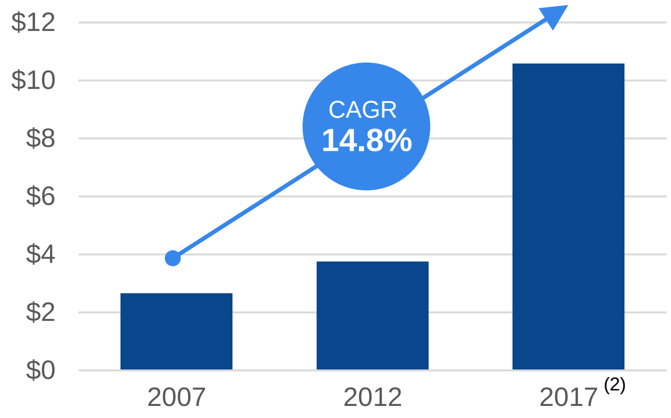
Powerful EBITDA growth

- Trailing 5-year CAGR: +12.3%
- Trailing 10-year CAGR: +10.4%

Sharply higher margins

- Adj. EBITDA margins almost +500 bps vs. 2012
- Adj. EBITDA margins up over 1,600 bps vs. 2007

Adjusted EPS[1]



Meaningful EPS growth

- Trailing 5-year CAGR: +23.0% vs. +5.2% for the S&P 500 over the same period
- Trailing 10-year CAGR: +14.8% vs. +4.2% for the S&P 500 over the same period

Tax reform to materially benefit future EPS

Ongoing transformation of the company's performance

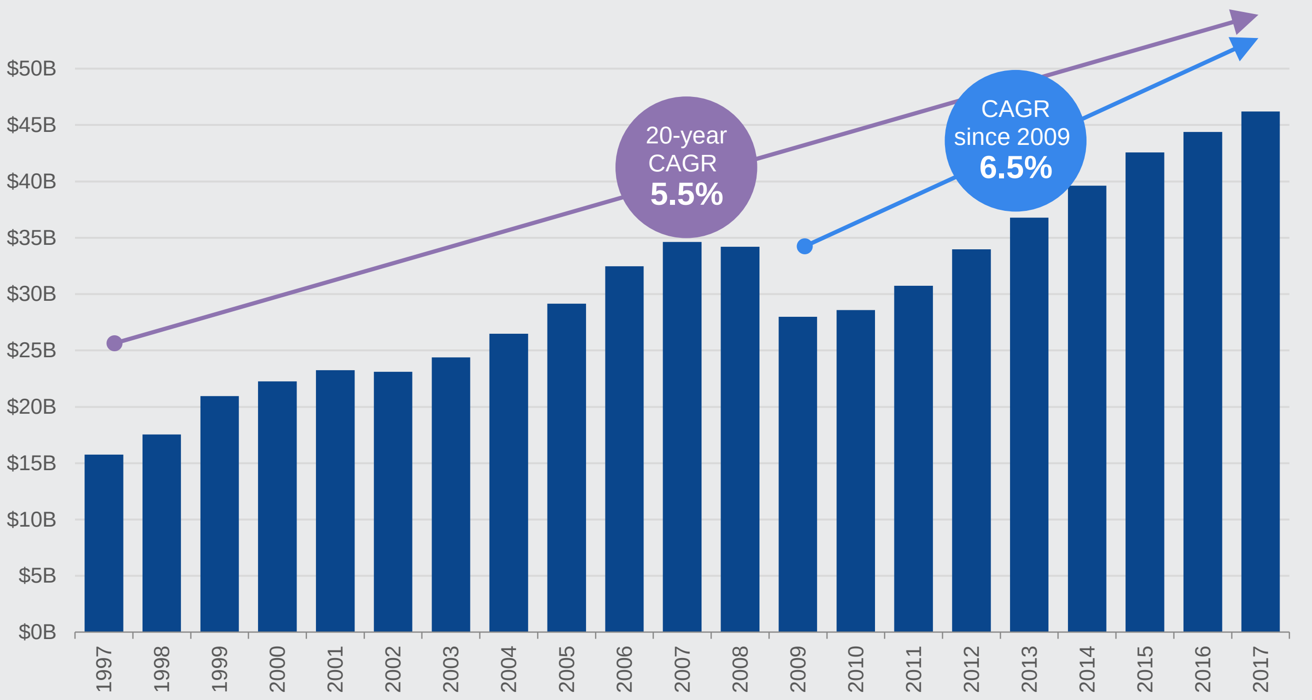
Notes:
(1) Adjusted EBITDA and Adjusted EPS are non-GAAP measures. See the tables provided elsewhere in this presentation for reconciliations to the most comparable GAAP measures; (2) 2017 excludes one-time benefit from U.S. tax reform.

2 End-market overview

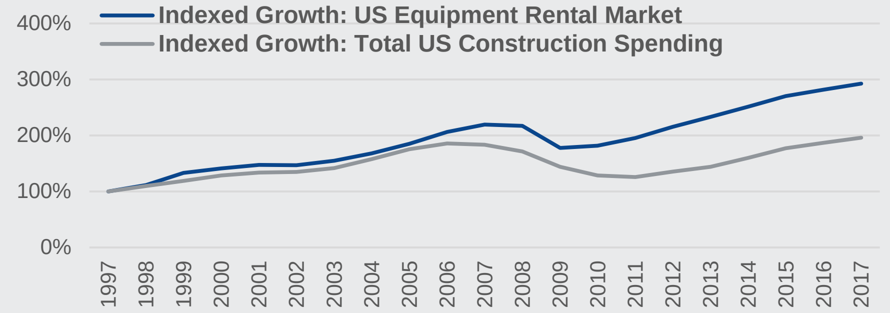
United Rentals

U.S. equipment rental industry overview

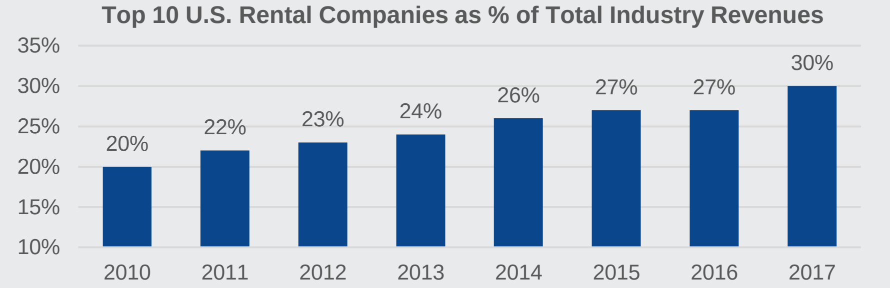
Combined U.S. General Rental and Construction & Industrial Equipment Rental Market Size ($bn)



The U.S. equipment rental market has outgrown its underlying market by over 50% in the last 20 years



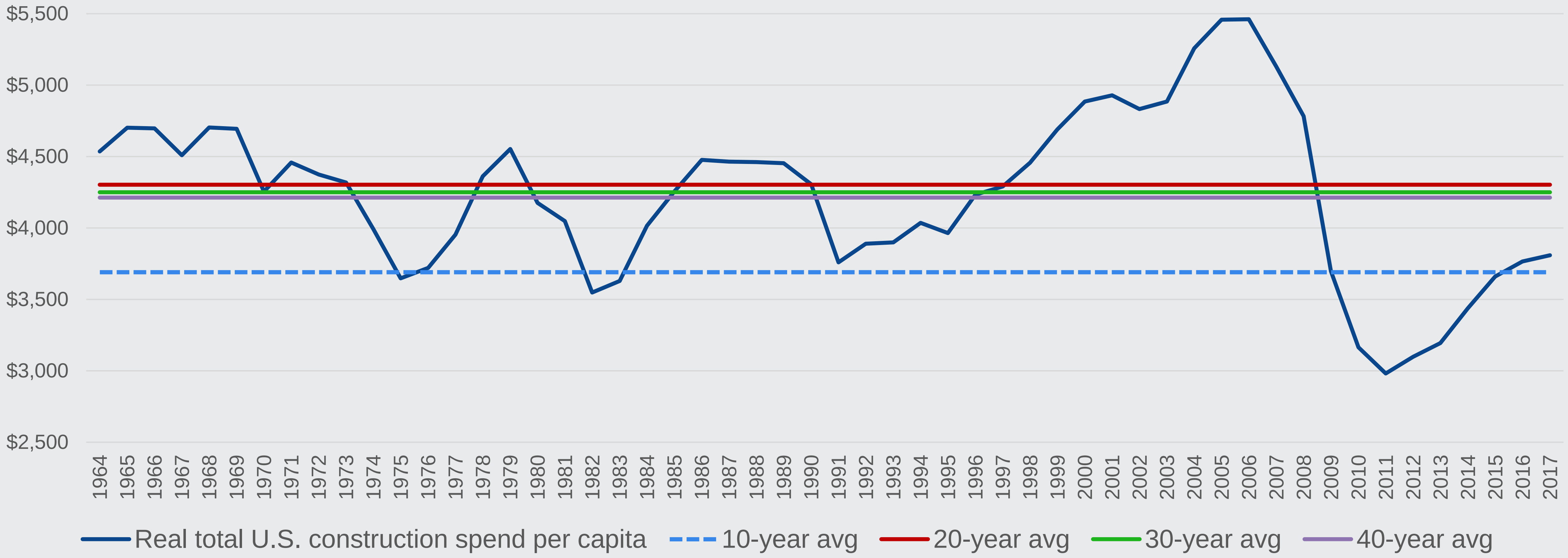
Largest players capturing a growing share of the U.S. equipment rental market



Equipment rental value proposition continues to drive secular penetration

Sources: Company reports, ARA, RER, and U.S. Census Bureau (based on most current data available)

Real total U.S. construction spending climbing



US construction investment remains below long-term average

Sources: U.S. Census Bureau

Consensus forecast for U.S. construction put-in-place

Percent Change	Year-over-Year 2018	Year-over-Year 2019
Commercial Total	6.7%	3.4%
Office	6.6%	4.1%
Retail and Other Commercial	6.3%	2.7%
Lodging/Hotel	7.9%	3.6%
Industrial Total	-0.1%	4.9%
Institutional Total	4.5%	4.5%
Healthcare	4.7%	4.4%
Education	4.0%	5.2%
Non-Residential Total	**4.7%**	**4.0%**
Consensus High	**6.2%**	**6.3%**
Consensus Low	**2.6%**	**2.8%**

Growth expected through at least 2019

Source: American Institute of Architects (as of July 2018; most recent forecast).
Note: Includes Dodge, IHS Economics, Moody's Economy, FMI, CMD, Associated Builders & Contractors and Wells Fargo Securities

3 Company overview

Growth and margin opportunities

Revenue Related

- Capitalize on ongoing secular shift towards rental over ownership
- Leverage cross-selling to capture more wallet share and maximize cyclical growth
- Evolve sales strategies and asset base to better serve customers and capture secular opportunities (infrastructure, digital, etc.)
- Differentiate services through new technologies and accelerated innovation
- Smart M&A

Cost and Margin Related

- Further leveraging of LEAN
  - Optimization of operating costs (COR & SG&A)
  - Continual improvement of labor productivity
- Fixed cost leverage via organic and M&A growth
- Mix shift as Specialty outpaces total growth
- Product and customer mix
- Further leveraging of technology and systems

Optimizing growth and margins to maximize value creation

People & Culture as Differentiating Assets

- **Highly engaged, committed and diverse workforce**
  - Very strong engagement across all categories inline or better-than Towers Watson US High Performing Company Benchmark
  - Industry leading low-turnover rate, which helps drive better customer experience via continuity, consistency, and lower costs
  - Multiple internal communications platforms ensure active 2-way dialogue (town-halls, social media platform, all-employee calls, branch visits, etc.)
  - Diversity embraced top to bottom with measurable goals and achievement across key groups including Women United, Together United and Veteran's United
- **Strong commitment to supporting each other**
  - High participation in employee-managed 501(c)(3) United Compassion Fund which provides financial assistance to those in need
    - Over $1.5 million already allocated to United Rentals' employees and families in need
- **Strong supporter of Veteran Groups**
  - Over 10% of workforce is made up of U.S. and Canadian veterans
  - Nationally recognized military friendly employer
    - #7 ranked company on G.I. Jobs list for top 100 Military Friendly Employers & #2 for Military Friendly Spouse Employers
- **Excellent employee-generated ratings via independent assessments**
  - Peer-best ratings on Glassdoor across key categories including Overall Rating, Recommend to a Friend, CEO Approval, Career Opportunities, etc.
  - Named to Forbes 2018 global list of "World's Best Employers"

Strong, Diverse and Committed Team of 16,700 Employees

Competitive positioning aided by structural advantages

Size, Breadth and Diversity of Fleet

Benefits of Scale, Scope & Diversification

Investments in Technology

Strong Balance Sheet + Cash Flow

Strong Culture Focused on Customers & Shareholders

Proven Management Team

Focus on driving and extending our leadership position

Project XL: Growth and margin improvement initiatives

Revenue Related Projects

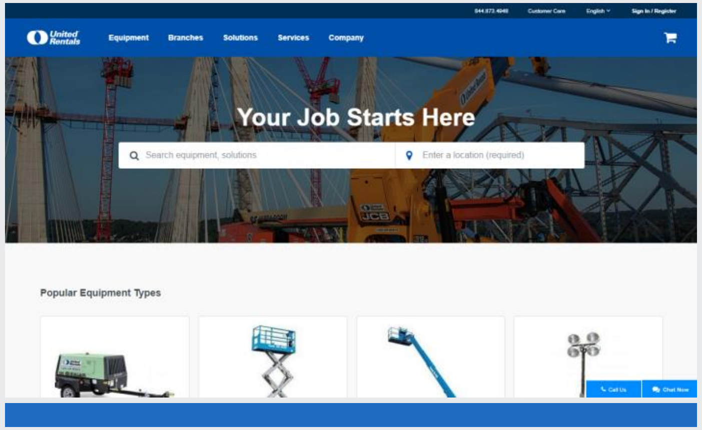
- Targeted vertical strategies
- Cross-sell
- Sales optimization
- Customer owned equipment

Cost/Efficiency-Related Projects

- Labor productivity
- Fleet efficiency
- Branch productivity / fixed cost leverage
- SG&A

$200M of annualized benefits expected in 2018

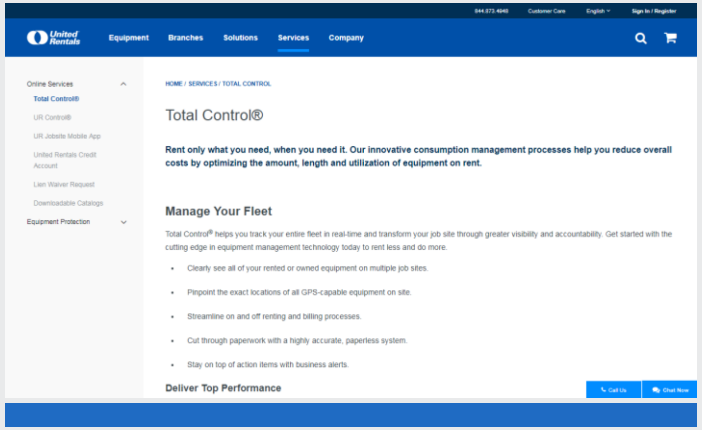
Online digital strategy



Attract new customers

- Convenience
- Availability
- Flexibility

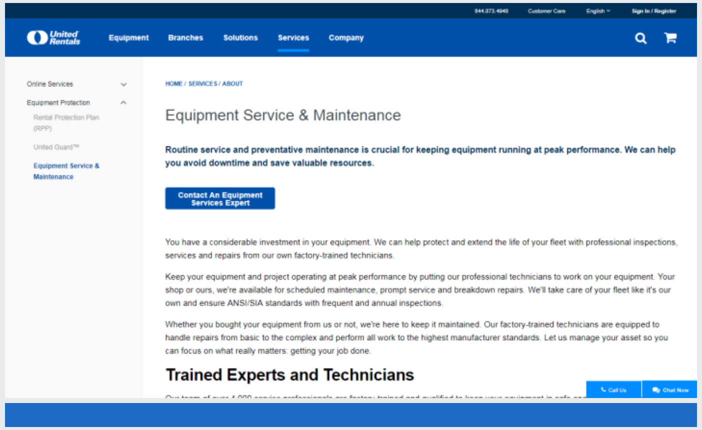
11,000 new online customers gained in 2017



Accelerate new business

- Simplified experience
- Full visibility
- Audit Trail

$180 million of digital commerce in 2017



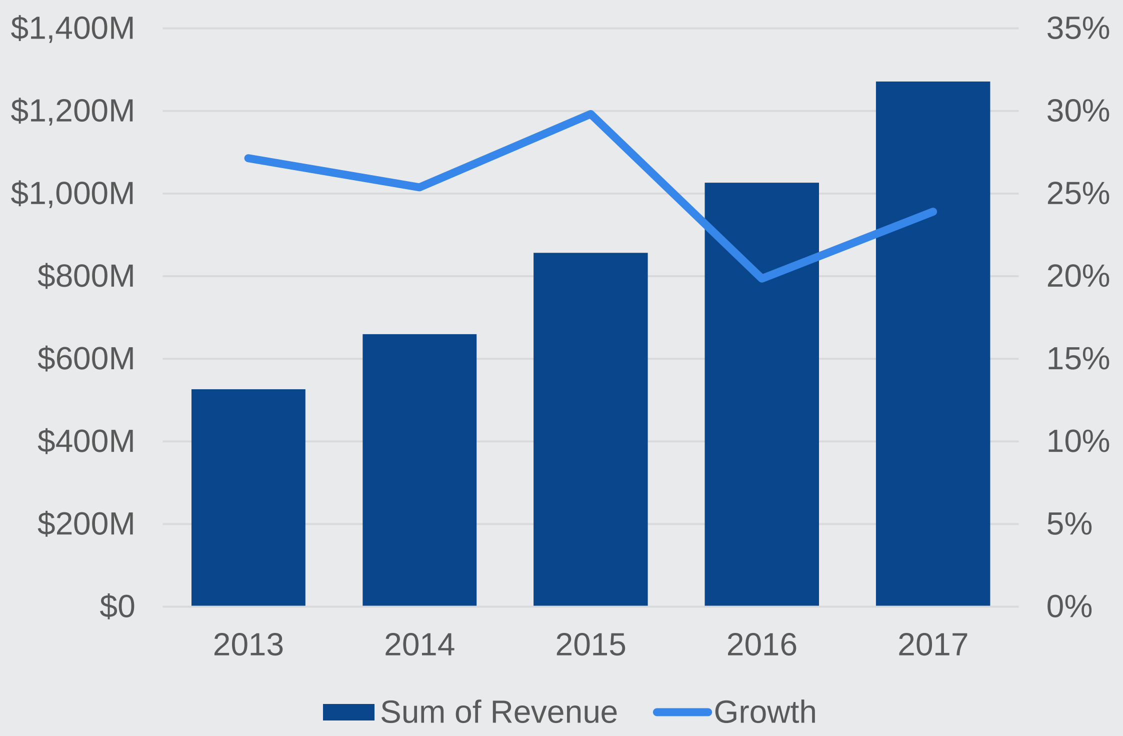
Extend service offerings

- Telematics
- Training
- Integration
- Consumption

200+ customer benchmark assessments performed

Total Control®: Consumption management technology

TC user aggregated annual rental revenue



2017 Total Revenue from TC Customers	**$1.27 billion**
2017 TC Customers Organic Revenue Growth	**+10%**
2017 % TC Customer Online Ordering Penetration Rate	**15%**

Total Control® provides a meaningful competitive edge for larger customers

Telematics & FAST

Telematics & Related Technologies

- Internal Benefits:
  - Performance monitoring and service alerts
  - More efficient location and pick-up capabilities
  - Overtime and revenue recovery
- Customer Benefits:
  - Visibility into equipment utilization
  - Ability to more easily locate equipment
  - Billing and Account access
  - Fuel alerts

Field Automation Systems & Technologies (FAST)

- Internal Benefits:
  - Increased driver and dispatcher productivity
  - Improved fleet efficiency
  - Reduced fuel consumption
  - Safety benefits
  - Environmental benefits

Using technology to drive greater efficiencies and improve customer experience

Specialty offers high margins and attractive returns

Trench Safety

- Excavation support solutions, confined space entry equipment and customer training
- Used for construction, utility installs, manhole work, and other underground applications

Power & HVAC

- Complete solutions for mobile power and air flow
- Used for disaster response, plant shut downs, commercial renovations, and seasonal climate control

Fluid Solutions[1]

- Full range of pumps, tanks, and filtration products along with all ancillary items for the containment, transfer and treatment of fluids
- Used by customers in the industrial, mining, construction, municipal and agri-business verticals

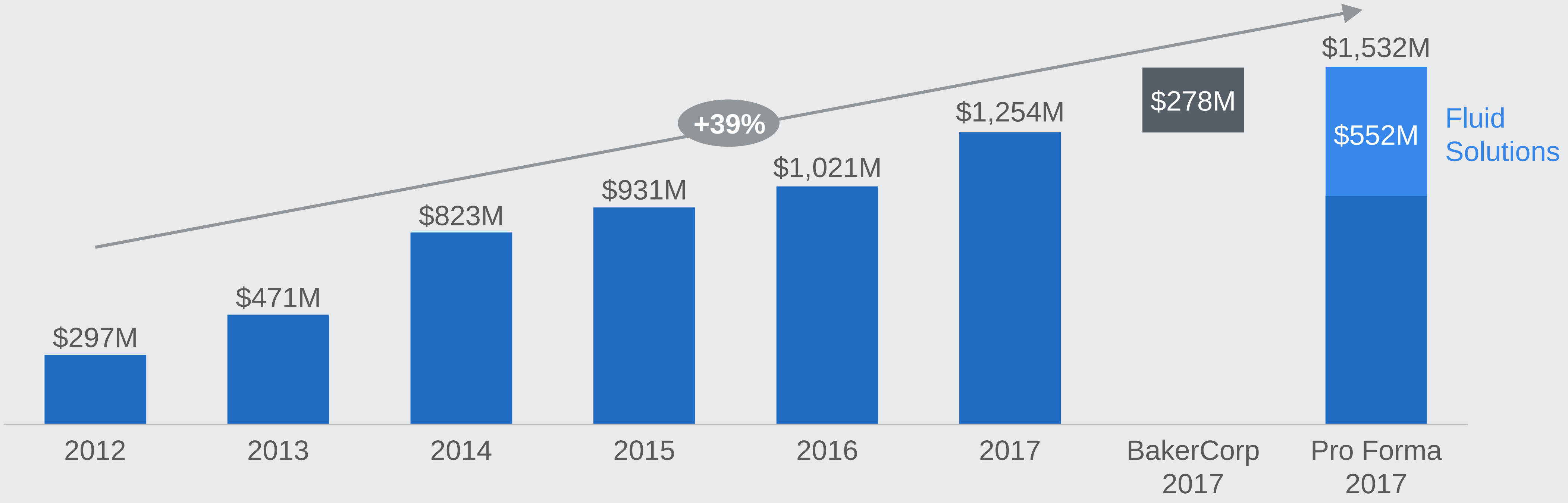
Tool Solutions

- Tool trailers stocked with hoisting, torqueing, pipe fitting, and air tools
- Used during refinery and other industrial shutdowns, and large construction sites

Specialty provides unique cross-selling opportunities

[1] The name of the former “Pump Solutions” business was changed to “Fluid Solutions” following the BakerCorp acquisition in July 2018

Specialty provides strong growth opportunities[1]



	2012	2013	2014	2015	2016	2017	BakerCorp 2017	Pro Forma 2017
Specialty as a % Total Revenues	7.2%	9.5%	14.5%	16.0%	17.7%	18.9%		23.1%

Specialty Represented ~23% of Pro Forma Total Revenue in 2017 on a Path to a $2 Billion+ Target

[1] Tool Solutions was added in 2013 and Fluid Solutions (formerly "Pump Solutions") was added in April 2014

Note: Data includes 1) Fluid Solutions, Trench Safety and Power & HVAC and 2) Reliable Onsite Services and Tools revenues, which are included in our General Rentals reporting segment.

Capital allocation strategy

Manage Leverage

- Target leverage range over the cycle of 2.5x–3.5x
- Net leverage[(1)] of 2.7x at September 30, 2018
- Credit ratings:
  - S&P: BB
  - Moody's: Ba2

Invest in Growth

Organic

- Continued organic investments to support growth and boost productivity.
- Opened 14 specialty branches in 2016 and 16 in 2017. Anticipate opening 36 stores during 2018.

M&A

- Balance sheet strategy creates flexibility to pursue strategic assets as opportunities arise.
- Acquisition of National Pump in 2014 and BakerCorp in 2018 expanded specialty.
- Acquisitions of NES and Neff in 2017 to support our 'grow the core' strategy.

Return Excess Cash to Stockholders

- Completed $1 billion share repurchase program in June 2018.
- New $1.25 billion repurchase program commenced in July 2018. $210 million purchased through September 30, 2018. Plan to pause following closing of BlueLine acquisition.
- Since 2012, United Rentals has returned $2.66 billion to shareholders, representing 28% of total issued shares.

Disciplined, prudent, efficient, and opportunistic approach to capital allocation

(1) Leverage ratio calculated as total debt, net of cash, excluding original issuance discounts, premiums, and deferred financing, divided by adjusted EBITDA.

Note: Does not reflect pending acquisition of BlueLine, announced September 10, 2018. Please see our Investor Relations website for more information on the combined company upon closing of the transaction.

M&A strategy: Disciplined and opportunistic

Strategic

- Proactively supports growth in attractive markets
- Difficult to replicate organically
- Access to new customers
- Enhance cross-selling
- Best practice adoption
- Geographic coverage
- Diversification

Financial

- Invest capital at attractive returns over cycle
  - Revenue growth
  - Margin opportunities
  - Manage leverage
  - Internal Rate of Return
  - ROIC
  - Volatility

Cultural

- Safety
- Talent
- Ethics and integrity
- Management philosophy
- Customer focus
- Community

Proven integration capabilities are a key advantage in realizing greater value from M&A

Record of value creation through M&A

With 20 years of execution experience for 275+ transactions, team has successfully integrated assets in different environments and across the spectrum from bolt-ons to transformational

RSC (2012)

- **Size:** **$4.2B** transaction value (cash and stock)
- **Type:** 'Grow-the-core' gen rent acquisition
- **Rationale:** Positions URI as **leader in North American rental industry**
- **Value:** **Potential for $200M cost savings** from branch consolidation and overhead rationalization
  - **Exceeded initial cost savings estimates** - Raised target to $230M - $250M

National Pump (2014)

- **Size:** **$780M** transaction value (cash)
- **Type:** **Specialty adjacency** in the pump rental sector
- **Rationale:** Expand offerings in **higher margin / return assets**
- **Value:** Delivered on **growth thesis** by capitalizing on **cross-selling opportunity**
  - Secured foothold in energy-related end markets
  - Strongly diversified into core construction and industrial markets

NES (2017)

- **Size:** **$965M** transaction value (cash)
- **Type:** 'Grow-the-core' gen rent acquisition
- **Rationale:** Strengthened aerial capabilities and added two-way cross-selling opportunities
- **Value:** **Potential for $40M cost savings** and $35M of revenue cross-sell opportunity
  - Integration **complete**
  - Delivered on **cost synergy target**

Neff Rentals (2017)

- **Size:** **$1.3B** transaction value (cash)
- **Type:** 'Grow-the-core' gen rent acquisition
- **Rationale:** Introduced new dirt capabilities and expertise in infrastructure; provided two-way cross-selling opportunities
- **Value:** **Potential for $35M cost savings** and $15M of revenue cross-sell opportunity
  - Integration **largely complete**
  - On track to deliver on **cost synergy target**

BakerCorp (2018)

- **Size:** **$724M** transaction value (cash)
- **Type:** **Specialty adjacency** in the fluid control sector
- **Rationale:** Expand offerings in **higher return** and **lower volatility assets**
- **Value:** **Potential for $19M cost savings** and $60M of revenue cross-sell opportunity
  - First phase of integration **largely complete**

BlueLine Acquisition: Transaction highlights (pending)

Strategic Overview

- Consistent with United Rentals' "Grow the Core" strategy and recent acquisitions of NES and Neff Rentals:
  - Increases efficiencies of scale with an attractive footprint of 114 locations across major markets in the U.S., Canada, and Puerto Rico
  - Expands presence in the local and mid-sized customer segments
  - Adds complementary, younger fleet
  - Compelling cross-sell opportunity
- Leverages United Rentals' core competency in M&A integration
- BlueLine shares culture of customer focus and safety

Financial Overview

- $2.1B cash purchase price with ~$169M NPV of tax benefits
  - Purchase multiple of 6.7x LTM August 2018 Adjusted EBITDA (1), 5.4x including tax benefits and synergies
  - ~$45M of identified annual cost synergies expected to be realized by end of year 2; additional ~$15M of fleet procurement benefits
  - ~$35M of estimated run-rate, revenue cross-sell opportunity by year 3
- The acquisition is expected to be accretive to adjusted earnings per share in 2018, with an attractive internal rate of return and NPV, and a run rate ROIC that exceeds cost of capital within 36 months after closing
- Expected to be funded through newly issued debt and borrowings
- Net leverage ratio of 3.0x by year-end 2018 (2.8x pro forma) with strong path to deleveraging post-close
- Pause of $1.25 billion share repurchase program as we integrate BlueLine and assess other potential uses of capital
- Expected to close during Q4 2018

Combined footprint, fleet, and talent will benefit customers at attractive returns for URI shareholders

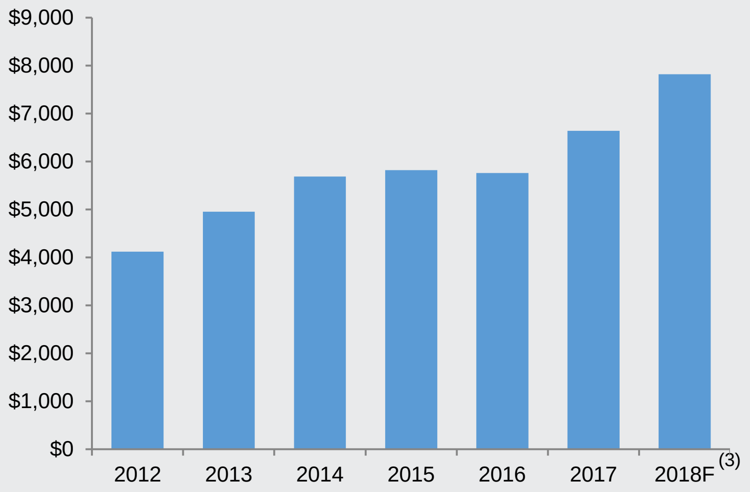
(1) BlueLine's adjusted EBITDA is a non-GAAP financial measure. See the table presented later in this presentation for a reconciliation between BlueLine's LTM net income (loss) and Adjusted EBITDA.

4 Summary of key financial data

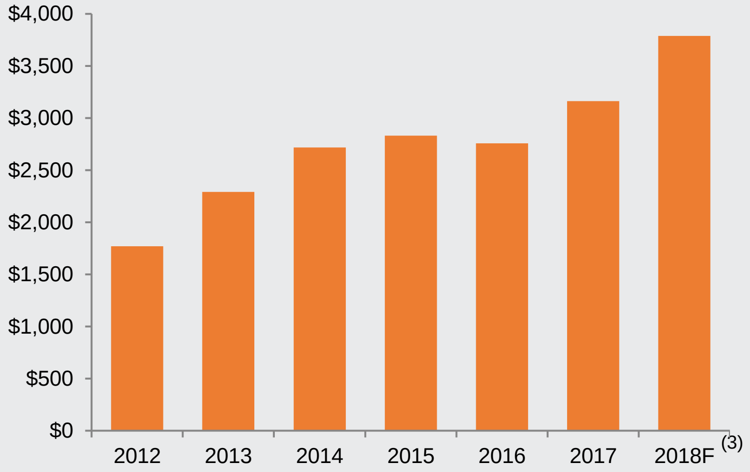
United Rentals

Key financial results snapshot

Total Revenue ($M)	
2012-2017 CAGR: **+10.0%**	2018 Implied Growth: **+17.8%**

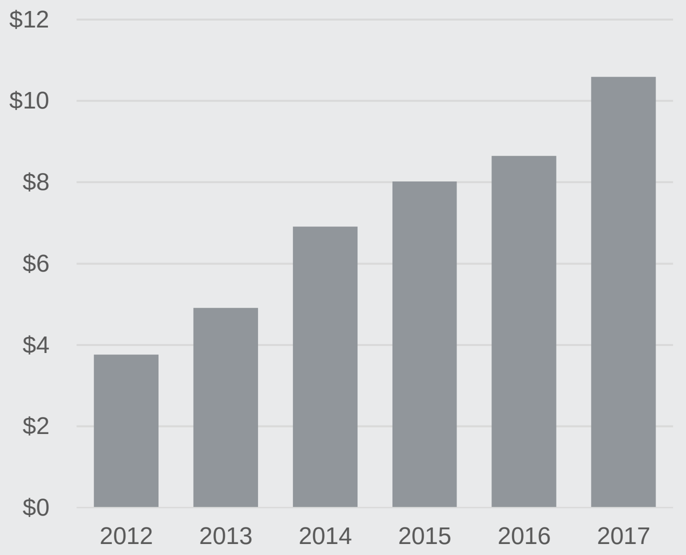


Adjusted EBITDA[1] ($M)	
2012-2017 CAGR: **+12.3%**	2018 Implied Growth: **+19.8%**



Adj. Earnings per Share[1,2]

2012-2017 CAGR: **23.0%**



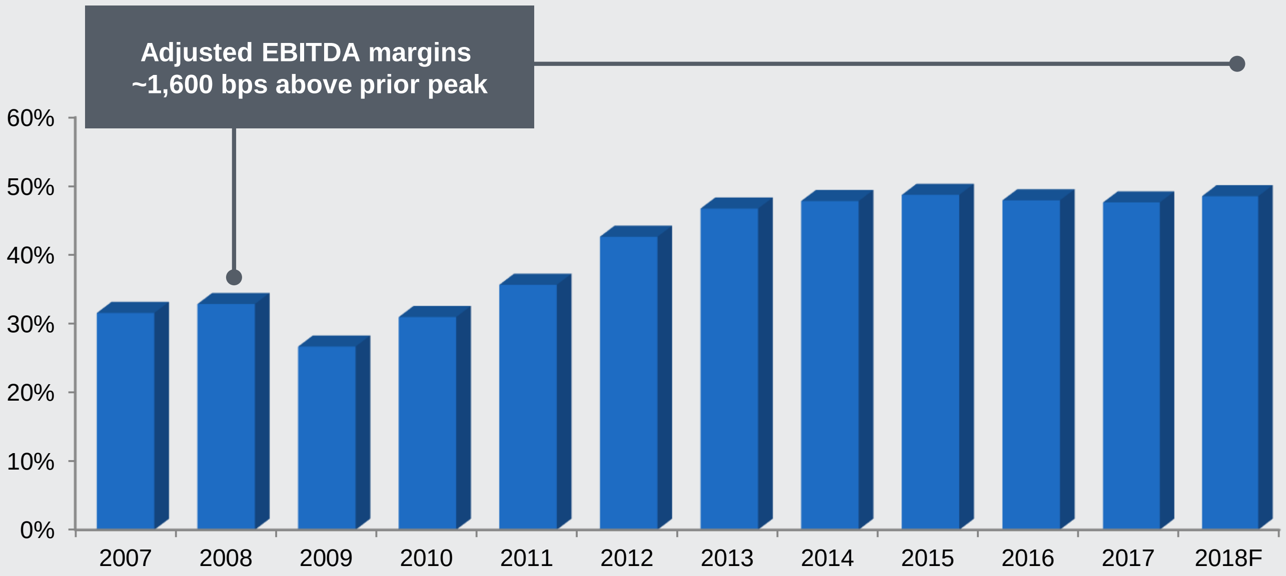
Robust growth and increased profitability across the current cycle

Notes: (1) Adjusted EBITDA and Adjusted EPS are non-GAAP measures. See the tables provided elsewhere in this presentation for reconciliations to the most comparable GAAP measures; (2) 2017 EPS excludes one-time benefit from U.S. tax reform; (3) 2018F reflects mid-point of guidance. Historical financial data presented on an 'as reported' basis.

Note: Does not reflect pending acquisition of BlueLine, announced September 10, 2018. Please see our Investor Relations website for more information on the combined company upon closing of the transaction.

Structural changes are key to increased margins

Adjusted EBITDA Margin (%)



Key Drivers of Margin Gains

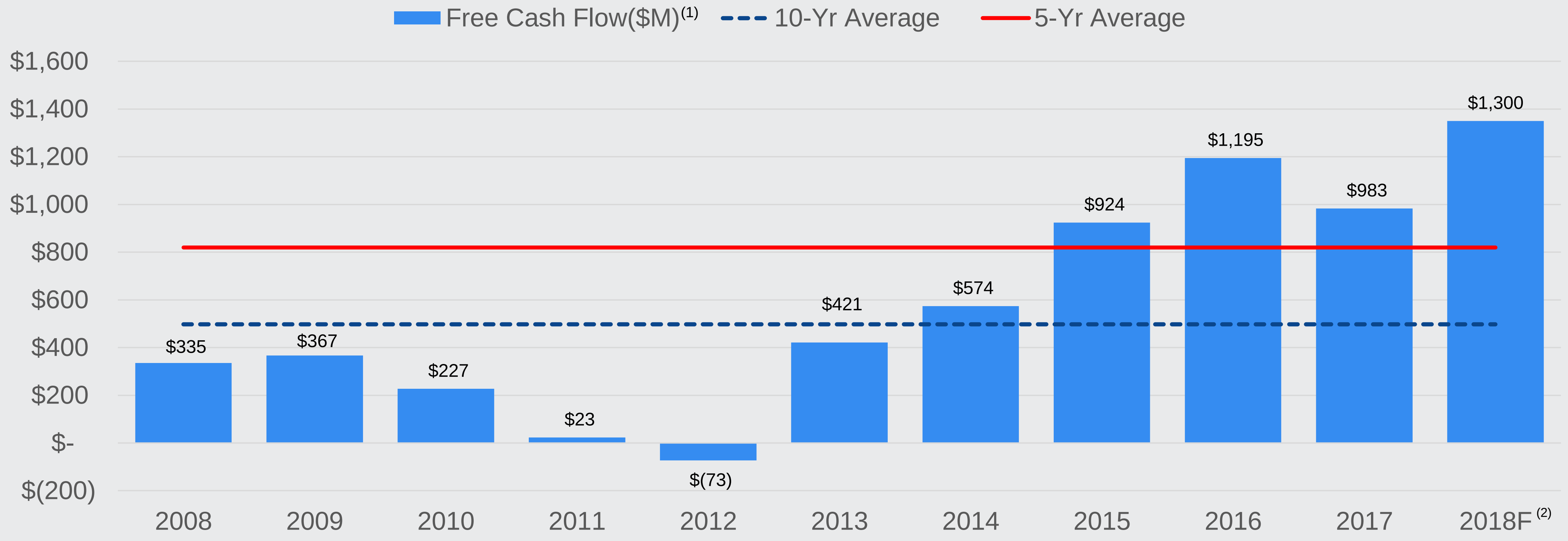
- Strong fixed-cost absorption
  - Cyclical leverage (e.g., SG&A as % of sales)
  - M&A cost synergies (e.g., RSC, NES, Neff)
- Operational efficiency gains
  - Process improvements (e.g., LEAN, 5S, etc.)
  - Technology (e.g., logistics, CORE, telematics)
- Improved mix
  - Shift towards higher margin Specialty
  - Improved segment/end-market mix
  - De-emphasis of low margin/return businesses
- Improved used equipment sales strategies

Dramatic cycle-over-cycle margin improvement

Note: 2018F reflects mid-point of guidance.

Note: Does not reflect pending acquisition of BlueLine, announced September 10, 2018. Please see our Investor Relations website for more information on the combined company upon closing of the transaction.

Consistent free cash flow generation



$4.1B of free cash flow generated over last 5 years[3], with a strong outlook

Notes:
(1) Free cash flow is a non-GAAP measure. See tables provided elsewhere in this presentation for reconciliations to the most comparable GAAP measure. Merger and restructuring related payments were first reported for 2012. The information required to determine the amount of merger and restructuring related payments for periods prior to 2012 is unavailable without unreasonable effort. Free cash flow for 2012 and subsequent periods above excludes merger and restructuring related payments.
(2) 2018F includes over $250M of benefits attributable to U.S. tax reform, excludes merger and restructuring related payments, and reflects mid-point of guidance. See the table provided elsewhere in this presentation for a reconciliation of forecasted free cash flow to the most comparable GAAP measure.
(3) Reflects 5 year period from 2013 to 2017, excluding merger and restructuring related payments.
(4) 2018F reflects mid-point of guidance

Note: Does not reflect pending acquisition of BlueLine, September 10, 2018. Please see our Investor Relations website for more information on the combined company upon closing of the transaction.

Summary of 3Q Results

Total Revenue	• $2.116 billion (19.8% Y/Y as reported; +8.7% Y/Y pro forma*)
Adjusted EBITDA**	• $1.059 billion (50.0% margin; +20 bps Y/Y)
Net Rental Capital Expenditures (YTD)	• $1.484 billion, after gross purchases of $1.962 billion
Net Cash Provided by Operating Activities (YTD)	• $2.123 billion
Free Cash Flow (YTD)**	• $568 million***

* Pro forma reflects the combination of United Rentals, Neff and BakerCorp for all periods presented.

**Adjusted EBITDA and Free Cash Flow are non-GAAP measures. See the tables provided elsewhere in this presentation for reconciliations to the most comparable GAAP measures.

***Excludes aggregate merger and restructuring related payments of $32M.

Note: Above guidance does not include any contribution or impact from the pending acquisition of BlueLine.

2018 Financial outlook

Total Revenue	• $7.77B to $7.87B
Adjusted EBITDA*	• $3.765B to $3.815B
Net Rental Capital Expenditures***	• $1.35B to $1.45B, after gross purchases of $2.0B to $2.1B
Net Cash Provided by Operating Activities***	• $2.725B to $2.875B
Free Cash Flow*	• $1.25B to $1.35B**

*Adjusted EBITDA and Free Cash Flow are non-GAAP measures. See the table provided elsewhere in this presentation for a reconciliation of forecasted Free Cash Flow to the most comparable GAAP measure. Information reconciling forecasted adjusted EBITDA to the most comparable GAAP financial measures is unavailable to the company without unreasonable effort, as discussed in the "Introductory Information" slide.
** FCF outlook assumptions include 2018 cash taxes of ~$90M (vs. $205M in 2017) and cash interest of ~$450M (vs. $357M in 2017).

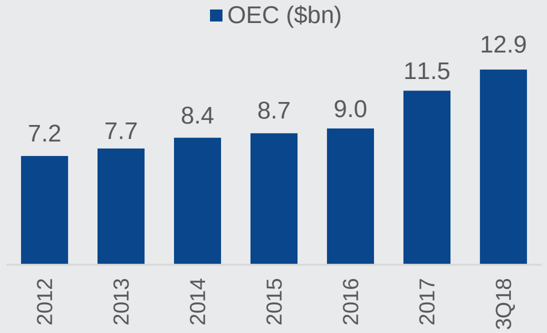
***Corrected to conform with Press Release

Fleet overview: Large and diverse rental fleet

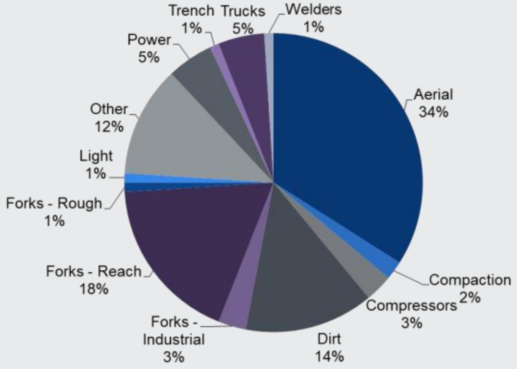



	Booms and Lifts	Earth Moving	Forklifts	Trench and Other	Total/ Average
% of 3Q18 Rental Rev.	31.6%	13.8%	18.8%	35.8%	
Time Utilization*	74.4%	66.3%	80.8%	61.7%	**70.9%**
Dollar Utilization	40.9%	45.0%	39.8%	54.2%	**45.2%**
Average Fleet Age (in months)**	51.4	39.6	43.3	46.8	**46.6**

Historical Fleet Size



Fleet Composition

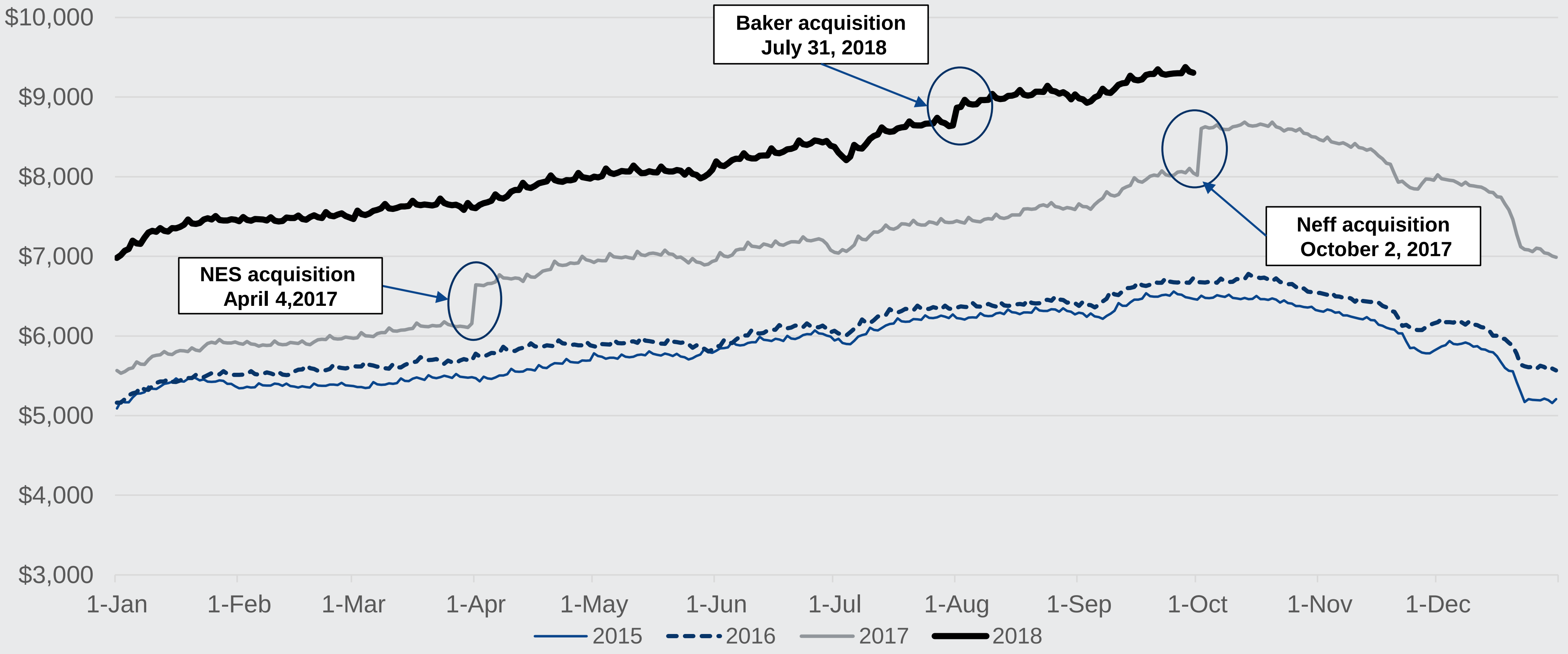


Approximately $12.9 billion of fleet at original cost and 3,800 classes of equipment

*All serialized assets regardless of equipment value (non bulk) included in time utilization. **Fleet age is calculated on an OEC-weighted basis
Note: Time Utilization, Dollar Utilization and Average Fleet Age are calculated using ARA metrics

United Rentals®

OEC-on-rent progression



Solid OEC-on-rent growth of 7.4% in 3Q 2018[1]

[1] Pro forma reflects the combination of United Rentals, Neff and BakerCorp for all periods presented.

Rental rates

Monthly Sequential Pricing

	2016	2017	2018
January	(0.4%)	(0.5%)	(0.2%)
February	(0.8%)	(0.5%)	(0.2%)
March	(0.7%)	(0.2%)	+0.2%
April	(0.2%)	(0.7%)(1)	+0.1%
May	+0.5%	+0.5%	+0.4%
June	+0.6%	+1.0%	+0.5%
July	+0.0%	+0.4%	+0.3%
August	(0.1%)	+0.5%	+0.1%(1)
September	(0.2%)	+0.4%	+0.2%
October	(0.2%)	(0.1%)(1)	
November	(0.3%)	+0.1%	
December	(0.2%)	(0.1%)	

Year-Over-Year Pricing

	2017	2018	2018 Pro Forma*
January	(1.8%)	+1.5%	***+2.3%***
February	(1.5%)	+1.8%	***+2.4%***
March	(0.9%)	+2.2%	***+2.7%***
April	(1.5%)	+3.0%	***+2.8%***
May	(1.4%)	+2.9%	***+2.7%***
June	(0.9%)	+2.4%	***+2.4%***
July	(0.6%)	+2.5%	***+2.3%***
August	+0.1%	+2.0%	***+2.0%***
September	+0.6%	+1.8%	***+1.9%***
October	+0.8%		
November	+1.2%		
December	+1.2%		

Pricing trajectory remains encouraging

Pro forma reflects the combination of United Rentals, NES, Neff and BakerCorp for all periods presented.
(1) On a pro forma basis, April 2017 pricing was 0.0% sequentially (rather than -0.7% as reported) while October 2017 pricing was 0.0% sequentially (rather than -0.1% as reported). August 2018 pro forma was equal to the as reported at +0.1%

Time utilization

Time Utilization: As Reported

	2017	2018	YoY
January	64.1%	63.6%	*(50 bps)*
February	65.9%	65.2%	*(70 bps)*
March	68.1%	66.8%	*(130 bps)*
April	68.6%	68.4%	*(20 bps)*
May	69.6%	69.1%	*(50 bps)*
June	70.0%	70.1%	*+10 bps*
July	70.4%	70.4%	*+0 bps*
August	71.5%	70.6%	*(90 bps)*
September	73.6%	71.6%	*(200 bps)*
October	74.0%		
November	70.5%		
December	65.5%		

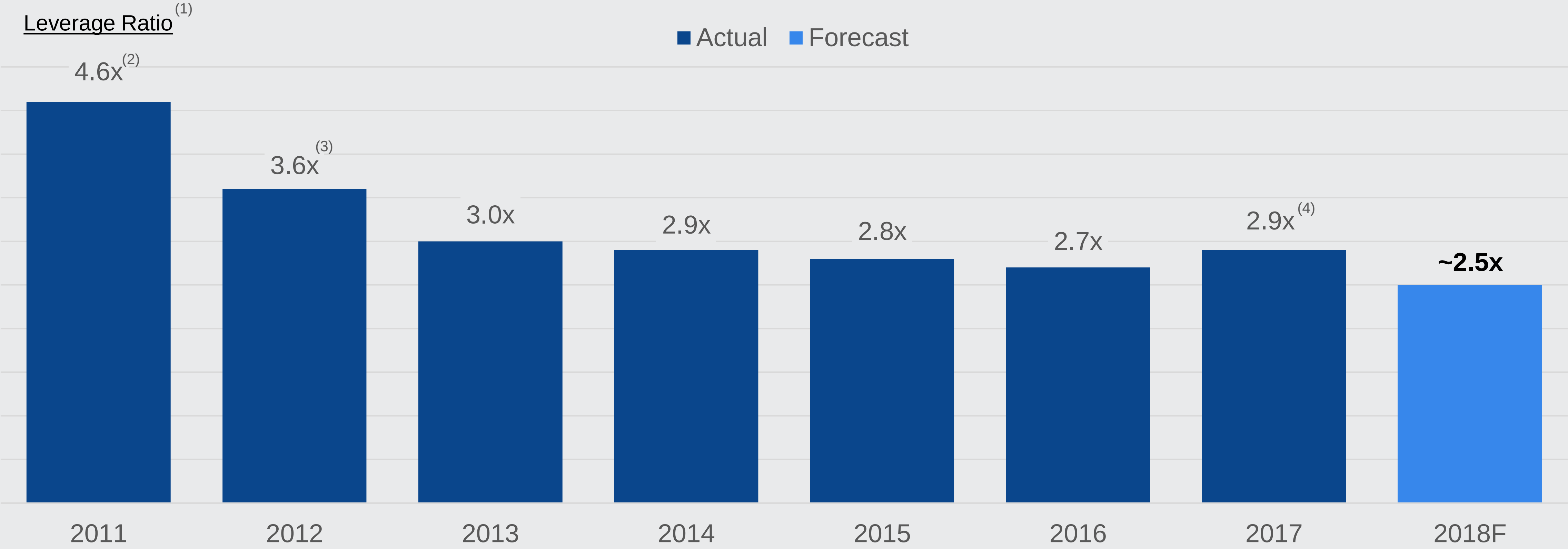
Time Utilization: Pro Forma*

	2017	2018	YoY
January	62.9%	63.2%	*+30 bps*
February	64.5%	64.8%	*+30 bps*
March	66.3%	66.4%	*+10 bps*
April	67.6%	67.9%	*+30 bps*
May	68.7%	68.5%	*(20 bps)*
June	68.9%	69.5%	*+60 bps*
July	69.5%	69.9%	*+40 bps*
August	70.4%	70.6%	*+20 bps*
September	72.3%	71.6%	*(70 bps)*
October	73.3%		
November	69.9%		
December	65.0%		

Following record 2017 time utilization results, September 2018 impacted by hurricane comps

* Pro forma reflects the combination of United Rentals, NES, Neff and BakerCorp for all periods presented.

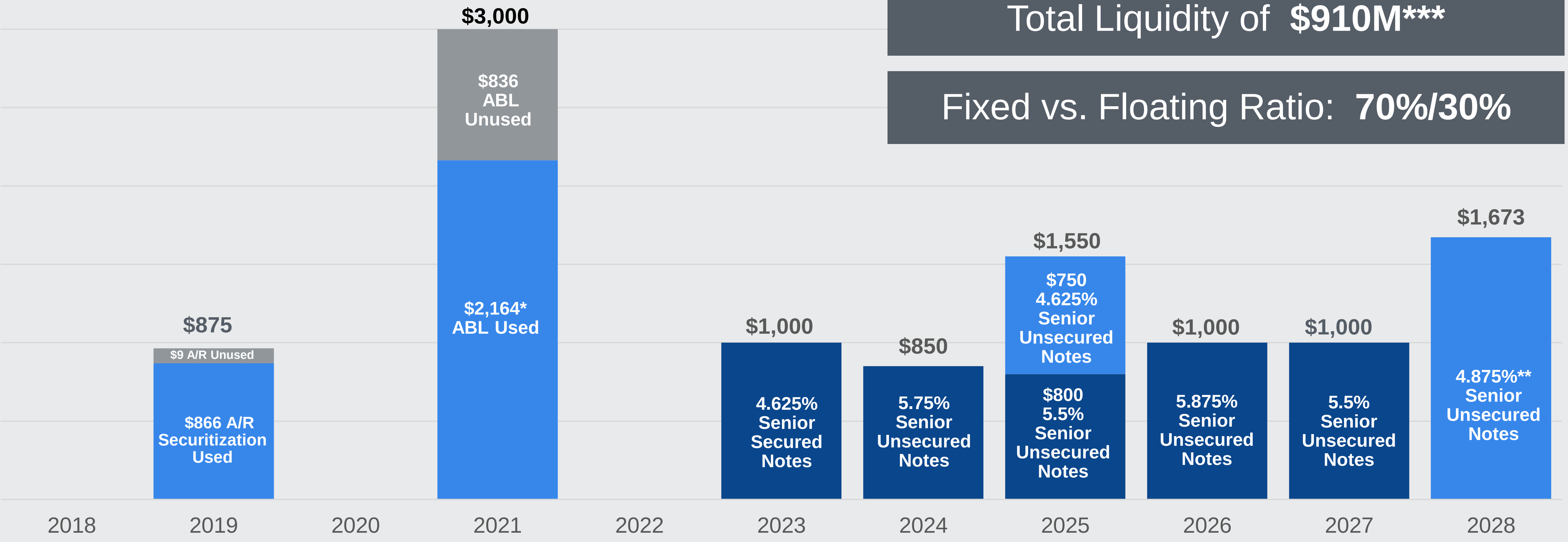
Balance sheet strength continues to improve



2.5x – 3.5x targeted leverage range across the cycle

(1) Leverage Ratio calculated as total debt and QUIPs, net of cash, excluding original issuance discounts, premiums, and deferred financing divided by adjusted EBITDA.
(2) Pro Forma assumes RSC acquisition occurred on January 1, 2011 and excludes cost synergies.
(3) Pro Forma assumes RSC acquisition occurred on January 1, 2012.
(4) Reflects leverage as reported, which includes borrowings related to the acquisitions of both NES and Neff without full-year benefits of EBITDA contribution.

No maturities of long-term debt until 2023 ($M)



Total Liquidity of **$910M*****

Fixed vs. Floating Ratio: **70%/30%**

Long-term debt maturities extend well into next decade

Note: As of September 30, 2018. Principal amounts only, no discount, premium, or deferred financing included.
*Includes $37M in Letters of Credit.`
**Comprised of two separate 4.875% notes, a note with $1,669M principal amount and a note with $4M principal amount.
***Includes total cash, cash equivalents and availability under ABL and AR facilities.

5 Appendix

United Rentals

Adjusted Earnings Per Share GAAP Reconciliation

We define "earnings per share – adjusted" as the sum of earnings per share – GAAP, as reported plus the impact of the following special items: merger related costs, merger related intangible asset amortization, impact on depreciation related to acquired fleet and property and equipment, impact of the fair value mark-up of acquired fleet, restructuring charge and loss on repurchase/redemption of debt securities and amendment of ABL facility. Management believes that earnings per share - adjusted provides useful information concerning future profitability. However, earnings per share - adjusted is not a measure of financial performance under GAAP. Accordingly, earnings per share - adjusted should not be considered an alternative to GAAP earnings per share. The table below provides a reconciliation between earnings per share – GAAP, as reported, and earnings per share – adjusted.

$ Millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Earnings per share - GAAP, as reported (1)	**$ 4.01**	**$ 2.33**	**$ 9.34**	**$ 5.26**
After-tax impact of:				
Merger related costs (2)	0.09	0.12	0.12	0.23
Merger related intangible asset amortization (3)	0.42	0.27	1.18	0.83
Impact on depreciation related to acquired fleet and property and equipment (4)	0.02	0.07	0.19	0.05
Impact of the fair value mark-up of acquired fleet (5)	0.11	0.17	0.47	0.36
Restructuring charge (6)	0.09	0.07	0.13	0.21
Loss on repurchase/redemption of debt securities and amendment of ABL facility	—	0.22	—	0.31
Earnings per share - adjusted (1)	**$ 4.74**	**$ 3.25**	**$ 11.43**	**$ 7.25**
Tax rate applied to above adjustments (1)	25.4 %	38.5 %	25.3 %	38.5 %

(1) The three and nine months ended September 30, 2018 reflect a reduction in the U.S. federal corporate statutory tax rate from 35% to 21% following the enactment of the Tax Cuts and Jobs Act in December 2017, which contributed an estimated $0.73 and $1.68, respectively, to earnings per share-GAAP, and $0.87 and $2.07, respectively, to earnings per share-adjusted, for the three and nine months ended September 30, 2018. The tax rates applied to the adjustments reflect the statutory rates in the applicable entities.

(2) Reflects transaction costs associated with the NES, Neff, BakerCorp and BlueLine acquisitions discussed above. As discussed above, the BlueLine acquisition is expected to close in the fourth quarter of 2018, subject to Hart-Scott-Rodino clearance and customary conditions. We have made a number of acquisitions in the past and may continue to make acquisitions in the future. Merger related costs only include costs associated with major acquisitions that significantly impact our operations. The historic acquisitions that have included merger related costs are RSC, which had annual revenues of approximately $1.5 billion prior to the acquisition, and National Pump, which had annual revenues of over $200 million prior to the acquisition. NES had annual revenues of approximately $369 million, Neff had annual revenues of approximately $413 million and BakerCorp had annual revenues of approximately $295 million and BlueLine has annual revenues of approximately $786 million.

(3) Reflects the amortization of the intangible assets acquired in the RSC, National Pump, NES, Neff and BakerCorp acquisitions.

(4) Reflects the impact of extending the useful lives of equipment acquired in the RSC, NES, Neff and BakerCorp acquisitions, net of the impact of additional depreciation associated with the fair value mark-up of such equipment.

(5) Reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC, NES and Neff acquisitions and subsequently sold.

(6) Primarily reflects severance and branch closure charges associated with our closed restructuring programs and our current restructuring programs. We only include such costs that are part of a restructuring program as restructuring charges. Since the first such restructuring program was initiated in 2008, we have completed three restructuring programs. We have cumulatively incurred total restructuring charges of $299 million under our restructuring programs.

EBITDA and Adjusted EBITDA GAAP Reconciliations

EBITDA represents the sum of net income, provision for income taxes, interest expense, net, depreciation of rental equipment, and non-rental depreciation and amortization. Adjusted EBITDA represents EBITDA plus the sum of the merger related costs, restructuring charge, stock compensation expense, net, and the impact of the fair value mark-up of acquired fleet. These items are excluded from adjusted EBITDA internally when evaluating our operating performance and for strategic planning and forecasting purposes, and allow investors to make a more meaningful comparison between our core business operating results over different periods of time, as well as with those of other similar companies. The EBITDA and adjusted EBITDA margins represent EBITDA or adjusted EBITDA divided by total revenue. Management believes that EBITDA and adjusted EBITDA, when viewed with the Company's results under GAAP and the accompanying reconciliation, provide useful information about operating performance and period-over-period growth, and provide additional information that is useful for evaluating the operating performance of our core business without regard to potential distortions. Additionally, management believes that EBITDA and adjusted EBITDA help investors gain an understanding of the factors and trends affecting our ongoing cash earnings, from which capital investments are made and debt is serviced.

The table below provides a reconciliation between net income and EBITDA and adjusted EBITDA.

$ Millions	**Three Months Ended September 30,**		**Nine Months Ended September 30,**	
	2018	**2017**	**2018**	**2017**
Net income	**$ 333**	**$ 199**	**$ 786**	**$ 449**
Provision for income taxes	127	123	265	263
Interest expense, net	118	131	339	338
Depreciation of rental equipment	343	290	988	804
Non-rental depreciation and amortization	75	63	213	189
EBITDA (A)	**$ 996**	**$ 806**	**$ 2,591**	**$ 2,043**
Merger related costs (1)	11	16	14	32
Restructuring charge (2)	9	9	15	28
Stock compensation expense, net (3)	30	24	73	64
Impact of the fair value mark-up of acquired fleet (4)	13	24	53	50
Adjusted EBITDA (B)	**$ 1,059**	**$ 879**	**$ 2,746**	**$ 2,217**

A) Our EBITDA margin was 47.1% and 45.6% for the three months ended September 30, 2018 and 2017, respectively, and 45.1% and 43.3% for the nine months ended September 30, 2018 and 2017, respectively.

B) Our adjusted EBITDA margin was 50.0% and 49.8% for the three months ended September 30, 2018 and 2017, respectively, and 47.8% and 47.0% for the nine months ended September 30, 2018 and 2017, respectively.

(1) Reflects transaction costs associated with the NES, Neff, BakerCorp and BlueLine acquisitions discussed above. As discussed above, the BlueLine acquisition is expected to close in the fourth quarter of 2018, subject to Hart-Scott-Rodino clearance and customary conditions. We have made a number of acquisitions in the past and may continue to make acquisitions in the future. Merger related costs only include costs associated with major acquisitions that significantly impact our operations. The historic acquisitions that have included merger related costs are RSC, which had annual revenues of approximately $1.5 billion prior to the acquisition, and National Pump, which had annual revenues of over $200 million prior to the acquisition. NES had annual revenues of approximately $369 million, Neff had annual revenues of approximately $413 million, BakerCorp had annual revenues of approximately $295 million and BlueLine has annual revenues of approximately $786 million.

(2) Primarily reflects severance and branch closure charges associated with our closed restructuring programs and our current restructuring program. We only include such costs that are part of a restructuring program as restructuring charges. Since the first such restructuring program was initiated in 2008, we have completed three restructuring programs. We have cumulatively incurred total restructuring charges of $299 million under our restructuring programs.

(3) Represents non-cash, share-based payments associated with the granting of equity instruments.

(4) Reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC, NES and Neff acquisitions and subsequently sold.

Reconciliation of Net Cash Provided by Operating Activities to EBITDA and Adjusted EBITDA

The table below provides a reconciliation between net cash provided by operating activities and EBITDA and adjusted EBITDA.

$ Millions	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Net cash provided by operating activities	**$ 474**	**$ 427**	**$ 2,123**	**$ 1,756**
Adjustments for items included in net cash provided by operating activities but excluded from the calculation of EBITDA:				
Amortization of deferred financing costs and original issue discounts	(3)	(2)	(9)	(6)
Gain on sales of rental equipment	57	55	196	153
Gain on sales of non-rental equipment	1	1	4	4
Gain on insurance proceeds from damaged equipment	4	2	18	10
Merger related costs (1)	(11)	(16)	(14)	(32)
Restructuring charge (2)	(9)	(9)	(15)	(28)
Stock compensation expense, net (3)	(30)	(24)	(73)	(64)
Loss on repurchase/redemption of debt securities and amendment of ABL facility	—	(31)	—	(43)
Changes in assets and liabilities	336	220	(68)	(126)
Cash paid for interest	166	128	379	305
Cash paid for income taxes, net	11	55	50	114
EBITDA	**$ 996**	**$ 806**	**$ 2,591**	**$ 2,043**
Add back:				
Merger related costs (1)	11	16	14	32
Restructuring charge (2)	9	9	15	28
Stock compensation expense, net (3)	30	24	73	64
Impact of the fair value mark-up of acquired fleet (4)	13	24	53	50
Adjusted EBITDA	**$ 1,059**	**$ 879**	**$ 2,746**	**$ 2,217**

(1) Reflects transaction costs associated with the NES, Neff, BakerCorp and BlueLine acquisitions discussed above. As discussed above, the BlueLine acquisition is expected to close in the fourth quarter of 2018, subject to Hart-Scott-Rodino clearance and customary conditions. We have made a number of acquisitions in the past and may continue to make acquisitions in the future. Merger related costs only include costs associated with major acquisitions that significantly impact our operations. The historic acquisitions that have included merger related costs are RSC, which had annual revenues of approximately $1.5 billion prior to the acquisition, and National Pump, which had annual revenues of over $200 million prior to the acquisition. NES had annual revenues of approximately $369 million, Neff had annual revenues of approximately $413 million, BakerCorp had annual revenues of approximately $295 million and BlueLine has annual revenues of approximately $786 million.

(2) Primarily reflects severance and branch closure charges associated with our closed restructuring programs and our current restructuring program. We only include such costs that are part of a restructuring program as restructuring charges. Since the first such restructuring program was initiated in 2008, we have completed three restructuring programs. We have cumulatively incurred total restructuring charges of $299 million under our restructuring programs.

(3) Represents non-cash, share-based payments associated with the granting of equity instruments.

(4) Reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC, NES and Neff acquisitions and subsequently sold.

Free Cash Flow GAAP Reconciliation

We define “free cash flow” as net cash provided by operating activities less purchases of, and plus proceeds from, equipment. The equipment purchases and proceeds are included in cash flows from investing activities. Management believes that free cash flow provides useful additional information concerning cash flow available to meet future debt service obligations and working capital requirements. However, free cash flow is not a measure of financial performance or liquidity under GAAP. Accordingly, free cash flow should not be considered an alternative to net income or cash flow from operating activities as an indicator of operating performance or liquidity. The table below provides a reconciliation between net cash provided by operating activities and free cash flow.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net cash provided by operating activities	**$ 474**	**$ 427**	**$ 2,123**	**$ 1,756**
Purchases of rental equipment	(736)	(572)	(1,962)	(1,485)
Purchases of non-rental equipment	(54)	(32)	(134)	(87)
Proceeds from sales of rental equipment	140	139	478	378
Proceeds from sales of non-rental equipment	5	4	13	10
Insurance proceeds from damaged equipment	4	2	18	10
Free cash flow (1)	**$ (167)**	**$ (32)**	**$ 536**	**$ 582**

(1) Free cash flow included aggregate merger and restructuring related payments of $16 million and $21 million for the three months ended September 30, 2018 and 2017, respectively, and $32 million and $52 million for the nine months ended September 30, 2018 and 2017, respectively.

The table below provides a reconciliation between 2018 forecasted net cash provided by operating activities and free cash flow.

Net cash provided by operating activities	**$2,725- $2,875**
Purchases of rental equipment	$(2,000)-$(2,100)
Proceeds from sales of rental equipment	$600-$700
Purchases of non-rental equipment, net of proceeds from sales and insurance proceeds from damaged equipment	$(75)-$(125)
Free cash flow (excluding the impact of merger and restructuring related payments)	**$1,250- $1,350**

Historical Adjusted Earnings Per Share GAAP Reconciliation

Adjusted EPS (earnings per share) is a non-GAAP measure that reflects diluted earnings (loss) per share from continuing operations excluding the impact of the special items (determined at the time of the historic reporting) described below. Management believes that adjusted EPS provides useful information concerning future profitability. However, adjusted EPS is not a measure of financial performance under GAAP. Accordingly, adjusted EPS should not be considered an alternative to GAAP earnings per share. The table below provides a reconciliation between diluted earnings (loss) per share for continuing operations and adjusted EPS.

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	YTD 2018
Diluted earnings (loss) per share (EPS) from continuing operations	**$ 3.26**	**$ (12.62)**	**$ (0.98)**	**$ (0.38)**	**$ 1.38**	**$ 0.79**	**$ 3.64**	**$ 5.15**	**$ 6.07**	**$ 6.45**	**$ 15.73**	**9.34**
EPS adjustments (after-tax):												
Merger related costs (1)	—	—	—	—	0.25	0.72	0.05	0.06	(0.17)	—	0.36	0.12
Merger related intangible asset amortization (2)	—	—	—	—	—	0.74	0.94	1.10	1.15	1.12	1.15	1.18
Impact on depreciation related to acquired fleet and property and equipment (3)	—	—	—	—	—	(0.03)	(0.04)	(0.03)	(0.02)	—	0.05	0.19
Impact of the fair value mark-up of acquired fleet (4)	—	—	—	—	—	0.24	0.25	0.21	0.19	0.25	0.59	0.47
Pre-close RSC merger related interest expense (5)	—	—	—	—	—	0.19	—	—	—	—	—	—
Impact on interest expense related to fair value adjustment of acquired RSC indebtedness (6)	—	—	—	—	—	(0.03)	(0.04)	(0.03)	(0.02)	(0.01)	—	—
Restructuring charge (7)	—	0.17	0.29	0.34	0.16	0.64	0.07	(0.01)	0.04	0.11	0.36	0.13
Asset impairment charge (8)	—	0.06	0.12	0.09	0.04	0.10	0.02	—	—	0.03	0.01	—
(Gain) loss on extinguishment of debt securities, including subordinated convertible debentures, and amendments of debt facilities (9)	—	(0.32)	(0.19)	0.28	0.04	0.45	0.02	0.46	0.78	0.70	0.39	—
Gain on sale of software subsidiary (10)	—	—	—	—	—	(0.05)	—	—	—	—	—	—
Goodwill impairment charge (11)	—	12.19	—	—	—	—	—	—	—	—	—	—
Charge related to settlement of SEC inquiry (12)	—	0.19	—	—	—	—	—	—	—	—	—	—
Preferred stock redemption charge (13)	—	3.19	—	—	—	—	—	—	—	—	—	—
Foreign tax credit valuation allowance and other (14)	—	0.10	—	—	—	—	—	—	—	—	—	—
Merger termination benefit (15)	(0.50)	—	—	—	—	—	—	—	—	—	—	—
Foreign currency transaction gain (16)	(0.10)	—	—	—	—	—	—	—	—	—	—	—
Total EPS adjustments	**$ (0.60)**	**$ 15.58**	**$ 0.22**	**$ 0.71**	**$ 0.49**	**$ 2.97**	**$ 1.27**	**$ 1.76**	**$ 1.95**	**$ 2.20**	**$ 2.91**	**$ 2.09**
Adjusted EPS	**$ 2.66**	**$ 2.96**	**$ (0.76)**	**$ 0.33**	**$ 1.87**	**$ 3.76**	**$ 4.91**	**$ 6.91**	**$ 8.02**	**$ 8.65**	**$ 18.64**	**11.43**
2017 Tax Act impact (17)											$ 8.05	$ 2.07
Total revenues ($M) (18)	**$ 3,715**	**$ 3,267**	**$ 2,358**	**$ 2,237**	**$ 2,611**	**$ 4,117**	**$ 4,955**	**$ 5,685**	**$ 5,817**	**$ 5,762**	**$ 6,641**	**$ 5,741**

Historical Adjusted Earnings Per Share GAAP Reconciliation (cont'd)

(1) We have made a number of acquisitions in the past and may continue to make acquisitions in the future. Merger related costs only include costs associated with major acquisitions that significantly impact our operations. The acquisitions that have included merger related costs are 1) RSC, which had annual revenues of approximately $1.5 billion prior to the acquisition, 2) National Pump, which had annual revenues of over $200 million prior to the acquisition, 3) NES, which had annual revenues of approximately $369 million prior to the acquisition, 4) Neff, which had annual revenues of approximately $413 million prior to the acquisition, 5) BakerCorp, which had annual revenues of approximately $295 million prior to the acquisition and 6) BlueLine (which is pending as of September 30, 2018), which has annual revenues of approximately $786 million.

(2) Reflects the amortization of the intangible assets acquired in the RSC, National Pump, NES, Neff and BakerCorp acquisitions.

(3) Reflects the impact of extending the useful lives of equipment acquired in the RSC, NES, Neff and BakerCorp acquisitions, net of the impact of additional depreciation associated with the fair value mark-up of such equipment.

(4) Reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC, NES and Neff acquisitions and subsequently sold.

(5) In March 2012, we issued $2.825 billion of debt in connection with the RSC acquisition. The pre-close RSC merger related interest expense reflects the interest expense recorded on this debt prior to the acquisition of RSC on April 30, 2012.

(6) Reflects a reduction of interest expense associated with the fair value mark-up of debt acquired in the RSC acquisition.

(7) Primarily reflects severance and branch closure charges associated with our closed restructuring programs and our current restructuring program. We only include such costs that are part of a restructuring program as restructuring charges. Since the first such restructuring program was initiated in 2008, we have completed three restructuring programs. We have cumulatively incurred total restructuring charges of $299 million under our restructuring programs.

(8) Primarily reflects write-offs of leasehold improvements and other fixed assets in connection with certain acquisitions and our restructuring programs.

(9) Reflects gains/losses on the extinguishment of certain debt securities, including subordinated convertible debentures, and write-offs of debt issuance costs associated with amendments to our debt facilities. In 2013, we retired all outstanding subordinated convertible debentures.

(10) Reflects a gain recognized upon the sale of a former subsidiary that developed and marketed software.

(11) We recognized a goodwill impairment charge in the fourth quarter of 2008 that reflected the challenges of the construction cycle, as well as the broader economic and credit environment. Substantially all of the impairment charge related to goodwill arising out of acquisitions made between 1997 and 2000.

(12) In the third quarter of 2008 we settled, without admitting or denying the allegations in the SEC's complaint, to the entry of a judgment requiring us to pay a civil penalty of $14 million associated with an SEC inquiry into our historical accounting practices.

(13) Reflects a preferred stock redemption charge associated with the June 2008 repurchase of our Series C and D preferred stock.

(14) Primarily relates to the establishment of a valuation allowance related to certain foreign tax credits that, as a result of the preferred stock redemption discussed above, were no longer expected to be realized.

(15) Relates to a break-up fee, net of related transaction costs, we received following the termination of a merger agreement we had entered into.

(16) Reflects net foreign currency transaction gains recognized relating to intercompany transactions primarily between our Canadian subsidiary, whose functional currency is the Canadian dollar, and our U.S. subsidiaries, whose functional currency is the U.S. dollar.

(17) The Tax Cuts and Jobs Act (the "Tax Act"), which was enacted in December 2017, reduced the U.S. federal corporate statutory tax rate from 35% to 21%. The benefit in 2017 reflects an aggregate benefit of $689 million, or $8.05 per diluted share, reflecting 1) a one-time non-cash tax benefit reflecting the revaluation of our net deferred tax liability using a U.S. federal corporate statutory tax rate of 21% and 2) a one-time transition tax on our unremitted foreign earnings and profits. The benefit in 2018 reflects the estimated impact of the reduction in the U.S. federal corporate statutory tax rate.

(18) Total revenue is provided for context.

Historical EBITDA and Adjusted EBITDA GAAP Reconciliations ($M)

EBITDA represents the sum of net income (loss), loss on discontinued operations, net of tax, provision (benefit) for income taxes, interest expense, subordinated convertible debentures, net, depreciation of rental equipment, and non-rental depreciation and amortization. Adjusted EBITDA represents EBITDA plus the adjusting items (determined at the time of the historic reporting) discussed below. These items are excluded from adjusted EBITDA internally when evaluating our operating performance and for strategic planning and forecasting purposes, and allow investors to make a more meaningful comparison between our core business operating results over different periods of time, as well as with those of other similar companies. The EBITDA and adjusted EBITDA margins represent EBITDA or adjusted EBITDA divided by total revenue. Management believes that EBITDA and adjusted EBITDA, when viewed with the Company's results under GAAP and the accompanying reconciliations, provide useful information about operating performance and period-over-period growth, and provide additional information that is useful for evaluating the operating performance of our core business without regard to potential distortions. Additionally, management believes that EBITDA and adjusted EBITDA help investors gain an understanding of the factors and trends affecting our ongoing cash earnings, from which capital investments are made and debt is serviced. The tables below provide 1) a reconciliation between net income and EBITDA and adjusted EBITDA and 2) a reconciliation between net cash provided by operating activities and EBITDA and adjusted EBITDA.

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	YTD 2018
Net income (loss)	**$ 362**	**$ (704)**	**$ (62)**	**$ (26)**	**$ 101**	**$ 75**	**$ 387**	**$ 540**	**$ 585**	**$ 566**	**$ 1,346**	**$ 786**
Loss on discontinued operations, net of tax	1	—	2	4	—	—	—	—	—	—	—	—
Provision (benefit) for income taxes	215	(109)	(47)	(41)	63	13	218	310	378	343	(298)	265
Interest expense, net	187	174	226	255	228	512	475	555	567	511	464	339
Interest expense-subordinated convertible debentures, net (1)	9	9	(4)	8	7	4	3	—	—	—	—	—
Depreciation of rental equipment	437	455	417	389	423	699	852	921	976	990	1,124	988
Non-rental depreciation and amortization	54	58	57	60	57	198	246	273	268	255	259	213
EBITDA	**1,265**	**(117)**	**589**	**649**	**879**	**1,501**	**2,181**	**2,599**	**2,774**	**2,665**	**2,895**	**2,591**
EBITDA Margin	**34.1%**	**(3.6)%**	**25.0%**	**29.0%**	**33.7%**	**36.5%**	**44.0%**	**45.7%**	**47.7%**	**46.3%**	**43.6%**	**45.1%**
Merger termination benefit (2)	(91)	—	—	—	—	—	—	—	—	—	—	—
Merger related costs (3)	—	—	—	—	19	111	9	11	(26)	—	50	14
Foreign currency transaction gain (4)	(17)	—	—	—	—	—	—	—	—	—	—	—
Restructuring charge (5)	—	20	31	34	19	99	12	(1)	6	14	50	15
Charge related to settlement of SEC inquiry (6)	—	14	—	—	—	—	—	—	—	—	—	—
Goodwill impairment charge (7)	—	1,147	—	—	—	—	—	—	—	—	—	—
Impact of the fair value mark-up of acquired fleet (8)	—	—	—	—	—	37	44	35	29	35	87	53
Gain (loss) on sale of software subsidiary (9)	—	—	—	—	—	(8)	1	—	—	—	—	—
Stock compensation expense, net (10)	15	6	8	8	12	32	46	74	49	45	82	73
Adjusted EBITDA	**$ 1,172**	**$ 1,070**	**$ 628**	**$ 691**	**$ 929**	**$ 1,772**	**$ 2,293**	**$ 2,718**	**$ 2,832**	**$ 2,759**	**$ 3,164**	**$ 2,746**
Adjusted EBITDA Margin	**31.5%**	**32.8%**	**26.6%**	**30.9%**	**35.6%**	**43.0%**	**46.3%**	**47.8%**	**48.7%**	**47.9%**	**47.6%**	**47.8%**

Historical EBITDA and Adjusted EBITDA GAAP Reconciliations ($M) (cont'd)

	2009	2010	2011	2012	2013	2014	2015	2016	2017	YTD 2018
Net cash provided by operating activities (11)	**$ 438**	**$ 452**	**$ 612**	**$ 721**	**$ 1,551**	**$ 1,801**	**$ 1,987**	**$ 1,941**	**$ 2,209**	**$ 2,123**
Adjustments for items included in net cash provided by operating activities but excluded from the calculation of EBITDA:										
Loss from discontinued operation, net of taxes	2	4	—	—	—	—	—	—	—	—
Amortization of deferred financing costs and original issue discounts	(17)	(23)	(22)	(23)	(21)	(17)	(10)	(9)	(9)	(9)
Gain on sales of rental equipment	7	41	66	125	176	229	227	204	220	196
Gain on sales of non-rental equipment	(1)	—	2	2	6	11	8	4	4	4
Gain on insurance proceeds on damaged equipment (12)	—	—	—	—	—	—	8	12	21	18
Gain (loss) on sale of software subsidiary (9)	—	—	—	8	(1)	—	—	—	—	—
Merger related costs (3)	—	—	(19)	(111)	(9)	(11)	26	—	(50)	(14)
Restructuring charge (5)	(31)	(34)	(19)	(99)	(12)	1	(6)	(14)	(50)	(15)
Stock compensation expense, net (10)	(8)	(8)	(12)	(32)	(46)	(74)	(49)	(45)	(87)	(73)
Gain (loss) on extinguishment of debt securities, and amendments of debt facilities	7	(28)	(3)	(72)	(1)	(80)	(123)	(101)	(54)	—
Loss on retirement of subordinated convertible debentures (1)	13	—	(2)	—	(2)	—	—	—	—	—
Excess tax benefits from share-based payment arrangements (13)	—	—	—	—	—	—	5	58	—	—
Changes in assets and liabilities	(58)	65	49	571	31	182	194	101	129	(68)
Cash paid for interest, including subordinated convertible debentures (1)	234	229	203	371	461	457	447	415	357	379
Cash paid (received) for income taxes, net	3	(49)	24	40	48	100	60	99	205	50
EBITDA	**589**	**649**	**879**	**1,501**	**2,181**	**2,599**	**2,774**	**2,665**	**2,895**	**2,591**
Add back:										
Merger related costs (3)	—	—	19	111	9	11	(26)	—	50	14
Restructuring charge (5)	31	34	19	99	12	(1)	6	14	50	15
Stock compensation expense, net (10)	8	8	12	32	46	74	49	45	87	73
Impact of the fair value mark-up of acquired fleet (8)	—	—	—	37	44	35	29	35	82	53
(Gain) loss on sale of software subsidiary (9)	—	—	—	(8)	1	—	—	—	—	—
Adjusted EBITDA	**$ 628**	**$ 691**	**$ 929**	**$ 1,772**	**$ 2,293**	**$ 2,718**	**$ 2,832**	**$ 2,759**	**$ 3,164**	**$ 2,746**

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Historical EBITDA and Adjusted EBITDA GAAP Reconciliations ($M) (cont'd)

(1) In 2013, we retired all outstanding subordinated convertible debentures.

(2) Relates to a break-up fee, net of related transaction costs, we received following the termination of a merger agreement we had entered into.

(3) We have made a number of acquisitions in the past and may continue to make acquisitions in the future. Merger related costs only include costs associated with major acquisitions that significantly impact our operations. The acquisitions that have included merger related costs are 1) RSC, which had annual revenues of approximately $1.5 billion prior to the acquisition, 2) National Pump, which had annual revenues of over $200 million prior to the acquisition, 3) NES, which had annual revenues of approximately $369 million prior to the acquisition, 4) Neff, which had annual revenues of approximately $413 million prior to the acquisition, 5) BakerCorp, which had annual revenues of approximately $295 million prior to the acquisition and 6) BlueLine (which is pending as of September 30, 2018), which has annual revenues of approximately $786 million.

(4) Reflects net foreign currency transaction gains recognized relating to intercompany transactions primarily between our Canadian subsidiary, whose functional currency is the Canadian dollar, and our U.S. subsidiaries, whose functional currency is the U.S. dollar.

(5) Primarily reflects severance and branch closure charges associated with our closed restructuring programs and our current restructuring programs. We only include such costs that are part of a restructuring program as restructuring charges. Since the first such restructuring program was initiated in 2008, we have completed three restructuring programs. We have cumulatively incurred total restructuring charges of $299 million under our restructuring programs.

(6) In the third quarter of 2008 we settled, without admitting or denying the allegations in the SEC's complaint, to the entry of a judgment requiring us to pay a civil penalty of $14 million associated with an SEC inquiry into our historical accounting practices.

(7) We recognized a goodwill impairment charge in the fourth quarter of 2008 that reflected the challenges of the construction cycle, as well as the broader economic and credit environment. Substantially all of the impairment charge related to goodwill arising out of acquisitions made between 1997 and 2000.

(8) Reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC, NES and Neff acquisitions and subsequently sold.

(9) Reflects a gain recognized upon the sale of a former subsidiary that developed and marketed software.

(10) Represents non-cash, share-based payments associated with the granting of equity instruments.

(11) We first reported the reconciliation between net cash provided by operating activities and EBITDA and adjusted EBITDA in 2011, and 2009 is the earliest reported period with such a reconciliation. The presentation of our statement of cash flows for periods prior to 2009 differs from the presentation used in 2011, on account of which the information required to prepare the reconciliation between net cash provided by operating activities and EBITDA and adjusted EBITDA for periods prior to 2009 is unavailable without unreasonable effort.

(12) In 2018, we adopted accounting guidance that addressed the cash flow presentation for proceeds from the settlement of insurance claims. Adoption of this guidance decreased net cash provided by operating activities, relative to previously reported amounts, but did not change EBITDA or adjusted EBITDA for 2017, 2016 and 2015 in the table above. The information required to determine the amount of insurance proceeds for periods prior to 2015 is unavailable without unreasonable effort. The insurance proceeds do not impact EBITDA or adjusted EBITDA.

(13) The excess tax benefits from share-based payment arrangements result from stock-based compensation windfall deductions in excess of the amounts reported for financial reporting purposes. We adopted accounting guidance in 2017 that changed the cash flow presentation of excess tax benefits from share-based payment arrangements. In the table above, the excess tax benefits from share-based payment arrangements for periods after 2016 are presented as a component of net cash provided by operating activities, while, for 2015 and 2016, they are presented as a separate line item.

Historical Free Cash Flow GAAP Reconciliation ($M)

We define "free cash flow" as net cash provided by operating activities less purchases of, and plus proceeds from, equipment, and plus excess tax benefits from share-based payment arrangements. The equipment purchases and proceeds are included in cash flows from investing activities. Management believes that free cash flow provides useful additional information concerning cash flow available to meet future debt service obligations and working capital requirements. However, free cash flow is not a measure of financial performance or liquidity under GAAP. Accordingly, free cash flow should not be considered an alternative to net income or cash flow from operating activities as an indicator of operating performance or liquidity. The table below provides a reconciliation between net cash provided by operating activities and free cash flow.

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	YTD 2018
Net cash provided by operating activities	**$ 859**	**$ 764**	**$ 438**	**$ 452**	**$ 612**	**$ 721**	**$ 1,551**	**$ 1,801**	**$ 1,987**	**$ 1,941**	**$ 2,209**	**$ 2,123**
Purchases of rental equipment	(870)	(624)	(260)	(346)	(774)	(1,272)	(1,580)	(1,701)	(1,534)	(1,246)	(1,769)	(1,962)
Purchases of non-rental equipment	(120)	(80)	(51)	(28)	(36)	(97)	(104)	(120)	(102)	(93)	(120)	(134)
Proceeds from sales of rental equipment	319	264	229	144	208	399	490	544	538	496	550	478
Proceeds from sales of non-rental equipment	23	11	13	7	13	31	26	33	8	14	16	13
Insurance proceeds from damaged equipment (1)	—	—	—	—	—	—	—	—	—	12	21	18
Excess tax benefits from share-based payment arrangements (2)	31	—	(2)	(2)	—	(5)	—	—	5	58	—	—
Free cash flow	**$ 242**	**$ 335**	**$ 367**	**$ 227**	**$ 23**	**$ (223)**	**$ 383**	**$ 557**	**$ 919**	**$ 1,182**	**$ 907**	**$ 536**
Merger and restructuring related payments included in free cash flow (3)						150	38	17	5	13	76	32
Free cash flow excluding merger and restructuring related payments (3)						$ (73)	$ 421	$ 574	$ 924	$ 1,195	$ 983	$ 568

(1) In 2018, we adopted accounting guidance that addressed the cash flow presentation for proceeds from the settlement of insurance claims. Adoption of this guidance decreased net cash provided by operating activities, relative to previously reported amounts, but did not change free cash flow, for 2017, 2016 and 2015 in the table above. The information required to determine the amount of insurance proceeds for periods prior to 2015 is unavailable without unreasonable effort. The adoption of this accounting guidance did not impact free cash flow, as the reduction to net cash provided by operating activities was offset by the increase in insurance proceeds from damaged equipment.

(2) The excess tax benefits from share-based payment arrangements result from stock-based compensation windfall deductions in excess of the amounts reported for financial reporting purposes. We adopted accounting guidance in 2017 that changed the cash flow presentation of excess tax benefits from share-based payment arrangements. In the table above, the excess tax benefits from share-based payment arrangements for periods after 2016 are presented as a component of net cash provided by operating activities, while, for 2016 and prior, they are presented as a separate line item. Because we historically included the excess tax benefits from share based payment arrangements in the free cash flow calculation, the adoption of this guidance did not change the calculation of free cash flow.

(3) Merger and restructuring related payments were first reported for 2012. The information required to determine the amount of merger and restructuring related payments for periods prior to 2012 is unavailable without unreasonable effort.

Reconciliation of BlueLine Net Income to Adjusted EBITDA

BlueLine's EBITDA represents the sum of net income (loss), interest expense, income taxes and depreciation of rental equipment and non-rental depreciation and amortization expense. Adjusted EBITDA represents EBITDA excluding certain expenses detailed within the net income (loss) to Adjusted EBITDA reconciliation below. EBITDA and Adjusted EBITDA, which are used by BlueLine's management to measure performance, are non-GAAP financial measures.

	Fiscal Year Ending December 31,			LTM
	2015	2016	2017	August 2018
Net Income (loss)	**($111)**	**($110)**	**($133)**	**($49)**
Interest expense	93	97	120	126
Income tax benefit	(27)	(1)	0	0
Depreciation and amortization expense	220	205	205	210
EBITDA	**$175**	**$191**	**$192**	**$288**
Miscellaneous expense adjustments	2	1	5	3
Changes from franchise model	1	-	-	-
Transaction related expenses	2	-	1	0
Restructuring related expenses	38	25	8	7
Purchase accounting impact	17	14	9	6
Gain on partial extinguishment of PIK notes	-	(21)	-	-
Loss on extinguishment of debt	-	-	35	-
Advisory fees & other	5	5	5	5
Arbitration settlement	(18)	-	-	-
Acquisitions adjusted EBITDA and cost savings	6	5	2	0
Divestitures	-	1	-	-
Disaster related expenses	-	-	1	1
Other	(0)	0	1	2
Adjusted EBITDA	**$227**	**$222**	**$259**	**$313**

Source: BlueLine audited and interim financials