





LETTER TO OUR STOCKHOLDERS

In 2016, we delivered strong results in a fundamentally positive operating environment.

It was a year that required careful calibration of the business. The cycle continued to move in our favor, underpinned by growth in commercial construction. This helped fuel our initiatives for vertical penetration, specialty rental expansion, and tactical investments in our fleet.

At the same time, we contended with four notable headwinds: global economic uncertainty in the first quarter, an ongoing drag from upstream oil and gas, a weak Canadian economy, and industry over-fleeting. While these things were outside our control, we mitigated the impact through rigorous fleet management and capital discipline.

For the full year 2016, United Rentals delivered earnings per diluted share of \$6.45 on a GAAP basis, and \$8.65 on an adjusted basis¹, compared with \$6.07 and \$8.02, respectively, for the prior year.

The company reported \$566 million of net income in 2016, and \$2.76 billion of adjusted EBITDA¹ at a 47.9% margin. Free cash flow¹ was a record \$1.18 billion after capex.

We're pleased with this performance in light of widespread industry over-fleeting, which kept rates under pressure. By late 2016, there were signs that a growing marketplace was absorbing some of the excess fleet.

Against this backdrop, our specialty rental operations of Trench Safety, Power & HVAC, and Pump Solutions continued to outpace the company as a whole. Together, they drove combined rental revenue growth of 9.5% year-over-year, including 7% organic growth. We plan to supplement the 14 specialty branches we opened in 2016 with another 17 cold-starts this year.

We see a large upside to our strategy for specialty expansion. Standalone demand for these services is growing, and we can serve all customers better as a single source by cross-selling our specialty fleet. In 2016, we generated 13% more revenue from cross-selling specialty solutions to National Accounts versus the prior year. Our long-term goal remains to grow the specialty segment to \$2 billion in revenue.

Our digital platform is fast becoming another exciting area of operations. In 2016, we launched robust e-commerce capabilities that deepen customer connectivity and engage new markets. The new technology interfaces with our rental enterprise system to give customers 24-hour access to the industry's largest equipment rental fleet. While this channel is still young, we've seen promising volumes from existing accounts and first-time customers.

We completed the year with a strong showing in one of our most important metrics: safety. Our total recordable incident rate was below 1.0 for 2016, far better than the industry average. We intend to build on our safety performance throughout 2017 toward our goal of a zero rate.

Outlook

Our view of the cycle going forward is an important narrative for investors. We believe that demand in our end markets will continue to trend up in 2017. If government spending stimulates construction, it will be incremental to an environment that we already see as positive for our business.

Our confidence in the cycle continues to be reflected in favorable U.S. indicators, construction backlogs, customer sentiment and confidence surveys of chief executives—the decision makers who create jobs for our customers. Furthermore, we're cautiously optimistic that the Canadian economy has turned a corner.

On January 25, 2017, we announced our definitive agreement to acquire NES Rentals, one of the largest U.S. equipment rental companies. This investment is in lockstep with our capital allocation strategy, our core business, our culture, and our people. The transaction should be accretive to earnings, revenue, EBITDA and free cash flow this year.

In addition, we're funding Project XL, a series of initiatives designed to enhance the long-term earning power of the business through investments in customer service, sales pipeline development, operational excellence, and technology. We'll also continue to develop our digital strategy as a competitive moat.

For 2017, we're guiding to a range of \$5.75 billion to \$5.95 billion of total revenue, and \$2.70 billion to \$2.85 billion of adjusted EBITDA. We expect free cash flow to be between \$650 million and \$750 million, after gross rental capex of \$1.4 billion to \$1.5 billion. We plan to update this outlook when the NES transaction is complete to reflect the combined operations.

2017 is a landmark year for United Rentals—the culmination of our first 20 years in business. We have our employees to thank for the tremendous success of our journey to date. Their willingness to achieve the impossible for our customers has been the single biggest tailwind behind our growth.

Now our entire organization is poised to permanently enhance our industry position and future profitability. We're operating with agility, an intense focus on returns, and the experience to act not just as stewards of United Rentals, but as catalysts for another 20 years of growth.

March 21, 2017

Michael J. Kneeland Jenne K. Britell
Chief Executive Officer Chairman of the Board

¹ Adjusted EPS, adjusted EBITDA and free cash flow are non-GAAP measure. Please see the reconciliation of these measures to the comparable GAAP measures contained in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in the accompanying Annual Report on Form 10-K for the year ended December 31, 2016, and in our fiscal 2016 earnings press release furnished on Form 8-K with the Securities and Exchange Commission on January 25, 2017.

TOTAL RETURN TO STOCKHOLDERS

The following tables and graph compare the cumulative total return of United Rentals common stock with the cumulative total returns of the Standard & Poor's 500 Index ("S&P 500 Index") and an industry peer group index comprised of publicly traded companies participating in the construction and distribution industries ("Peer Group Index"). The tables and graph assume that \$100 was invested on December 31, 2011 in shares of our common stock, shares of stock comprising the S&P 500 Index, shares comprising the Peer Group Index, and the reinvestment of any dividends. The returns of each company within each of the S&P 500 Index and the Peer Group Index have been weighted annually for their respective stock market capitalization.

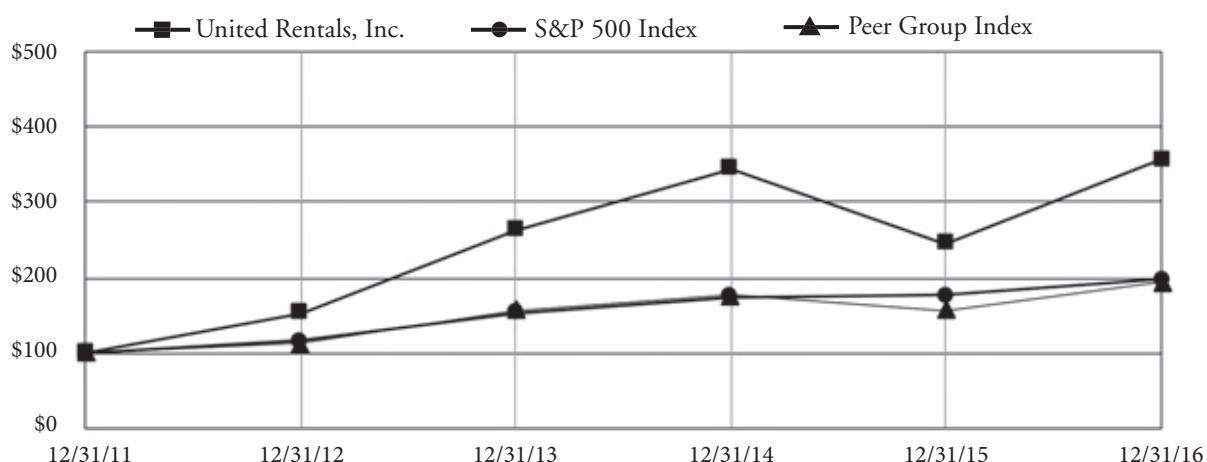
TOTAL CUMULATIVE RETURN (Includes reinvestment of dividends)

Company Name / Index	ANNUAL RETURN PERCENTAGE Years Ending				
	Dec12	Dec13	Dec14	Dec15	Dec16
United Rentals, Inc.	54.04	71.24	30.87	-28.89	45.55
S&P 500 Index	16.00	32.39	13.69	1.38	11.96
Peer Group Index	12.97	38.89	12.62	-10.77	23.30

Company Name / Index	Base Period Dec11	INDEXED RETURNS Years Ending				
		Dec12	Dec13	Dec14	Dec15	Dec16
United Rentals, Inc.	100	154.04	263.79	345.21	245.48	357.29
S&P 500 Index	100	116.00	153.57	174.60	177.01	198.18
Peer Group Index	100	112.97	156.91	176.72	157.68	194.42

Peer Group Index

Avis Budget Group, Inc.
 Cintas Corporation
 HD Supply Holdings, Inc. – included from 6/27/13 when it began trading
 Hertz Global Holdings, Inc.
 J.B. Hunt Transport Services, Inc.
 MSC Industrial Direct Co., Inc.
 Pitney Bowes, Inc.
 Republic Services, Inc.
 Ryder System, Inc.
 Trinity Industries, Inc.
 Waste Management, Inc.
 WESCO International, Inc.
 W.W. Grainger, Inc.



The comparisons in the graph and tables above are not intended to forecast or be indicative of future performance of our common stock, either of the indices or any of the companies comprising them. Data source: Standard & Poor's Compustat.

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

FORM 10-K

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016**
Commission File Number 1-14387

United Rentals, Inc.
Commission File Number 1-13663

United Rentals (North America), Inc.
(Exact Names of Registrants as Specified in Their Charters)

Delaware
Delaware
(States of Incorporation)
100 First Stamford Place, Suite 700,
Stamford, Connecticut
(Address of Principal Executive Offices)

06-1522496
86-0933835
(I.R.S. Employer Identification Nos.)

06902
(Zip Code)

Registrants' Telephone Number, Including Area Code: (203) 622-3131
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$.01 par value, of United Rentals, Inc.	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

As of June 30, 2016 there were 86,725,103 shares of United Rentals, Inc. common stock outstanding. The aggregate market value of common stock held by non-affiliates (defined as other than directors, executive officers and 10 percent beneficial owners) at June 30, 2016 was approximately \$5.18 billion, calculated by using the closing price of the common stock on such date on the New York Stock Exchange of \$67.10.

As of January 23, 2017, there were 84,310,531 shares of United Rentals, Inc. common stock outstanding. There is no market for the common stock of United Rentals (North America), Inc., all outstanding shares of which are owned by United Rentals, Inc.

This Form 10-K is separately filed by (i) United Rentals, Inc. and (ii) United Rentals (North America), Inc. (which is a wholly owned subsidiary of United Rentals, Inc.). United Rentals (North America), Inc. meets the conditions set forth in General Instruction (I)(1)(a) and (b) of Form 10-K and is therefore filing this form with the reduced disclosure format permitted by such instruction.

Documents incorporated by reference: Portions of United Rentals, Inc.'s Proxy Statement related to the 2017 Annual Meeting of Stockholders, which is expected to be filed with the Securities and Exchange Commission on or before March 21, 2017, are incorporated by reference into Part III of this annual report.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Such statements can 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 strategy or outlook. You are cautioned that our business and operations are subject to a variety of risks and uncertainties, many of which are beyond our control, and, consequently, our 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:

- the possibility that companies that we have acquired or may acquire, in our specialty business or otherwise, could have undiscovered liabilities or involve other unexpected costs, may strain our management capabilities or may be difficult to integrate;
- the cyclical nature of our business, which is highly sensitive to North American construction and industrial activities; if construction or industrial activity decline, our revenues and, because many of our costs are fixed, our profitability may be adversely affected;
- our significant indebtedness (which totaled \$7.8 billion at December 31, 2016) 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;
- inability to refinance our indebtedness on terms that are favorable to us, or at all;
- incurrence of additional debt, which could exacerbate the risks associated with our current level of indebtedness;
- noncompliance with financial or other covenants in our debt agreements, which could result in our lenders terminating the agreements and requiring us to repay outstanding borrowings;
- restrictive covenants and amount of borrowings permitted in our debt instruments, which can limit our financial and operational flexibility;
- overcapacity of fleet in the equipment rental industry;
- inability to benefit from government spending, including spending associated with infrastructure projects;
- fluctuations in the price of our common stock and inability to complete stock repurchases in the time frame and/or on the terms anticipated;
- rates we charge and time utilization we achieve being less than anticipated;
- inability to manage credit risk adequately or to collect on contracts with a large number of customers;
- inability to access the capital that our businesses or growth plans may require;
- incurrence of impairment charges;
- trends in oil and natural gas could adversely affect the demand for our services and products;
- the fact that our holding company structure requires us to depend in part on distributions from subsidiaries and such distributions could be limited by contractual or legal restrictions;
- increases in our loss reserves to address business operations or other claims and any claims that exceed our established levels of reserves;
- incurrence of additional expenses (including indemnification obligations) and other costs in connection with litigation, regulatory and investigatory matters;

- the outcome or other potential consequences of regulatory matters and commercial litigation;
- shortfalls in our insurance coverage;
- our charter provisions as well as provisions of certain debt agreements and our significant indebtedness may have the effect of making more difficult or otherwise discouraging, delaying or deterring a takeover or other change of control of us;
- turnover in our management team and inability to attract and retain key personnel;
- costs we incur being more than anticipated, and the inability to realize expected savings in the amounts or time frames planned;
- dependence on key suppliers to obtain equipment and other supplies for our business on acceptable terms;
- inability to sell our new or used fleet in the amounts, or at the prices, we expect;
- competition from existing and new competitors;
- risks related to security breaches, cybersecurity attacks and other significant disruptions in our information technology systems;
- the costs of complying with environmental, safety and foreign law and regulations, as well as other risks associated with non-U.S. operations, including currency exchange risk;
- labor disputes, work stoppages or other labor difficulties, which may impact our productivity, and potential enactment of new legislation or other changes in law affecting our labor relations or operations generally;
- increases in our maintenance and replacement costs and/or decreases in the residual value of our equipment; and
- other factors discussed under Item 1A-Risk Factors, and elsewhere in this annual report.

We make no commitment to revise or update any forward-looking statements in order to reflect events or circumstances after the date any such statement is made.

PART I

United Rentals, Inc., incorporated in Delaware in 1997, is principally a holding company. We primarily conduct our operations through our wholly owned subsidiary, United Rentals (North America), Inc., and its subsidiaries. As used in this report, the term “Holdings” refers to United Rentals, Inc., the term “URNA” refers to United Rentals (North America), Inc., and the terms the “Company,” “United Rentals,” “we,” “us,” and “our” refer to United Rentals, Inc. and its subsidiaries, in each case unless otherwise indicated.

Unless otherwise indicated, the information under Items 1, 1A and 2 is as of January 1, 2017.

Item 1. Business

United Rentals is the largest equipment rental company in the world, and operates throughout the United States and Canada. The table below presents key information about our business as of and for the years ended December 31, 2016 and 2015. Our business is discussed in more detail below. The data below should be read in conjunction with, and is qualified by reference to, our Management's Discussion and Analysis and our consolidated financial statements and notes thereto contained elsewhere in this report.

	December 31,	
	2016	2015
PERFORMANCE MEASURES		
Total revenues (in millions)	\$ 5,762	\$ 5,817
Equipment rental revenue percent of total revenues	86%	85%
Year-over-year (decrease) increase in rental rates	(2.2)%	0.5%
Year-over-year increase in the volume of equipment on rent	3.1%	3.2%
Time utilization	67.9%	67.3%
Key account percent of equipment rental revenue (1)	70%	64%
National account percent of equipment rental revenue	45%	44%
FLEET		
Fleet original equipment cost ("OEC") (in billions)	\$ 8.99	\$ 8.73
Equipment classes	3,200	3,300
Equipment units	440,000	430,000
Fleet age in months	45.2	43.1
Percent of fleet that is current on manufacturer's recommended maintenance	90%	92%
Equipment rental revenue percent by fleet type:		
General construction and industrial equipment	43%	43%
Aerial work platforms	32%	32%
General tools and light equipment	8%	10%
Power and HVAC (heating, ventilating and air conditioning) equipment	7%	6%
Trench safety equipment	6%	5%
Pumps	4%	4%
LOCATIONS/PERSONNEL		
Rental locations	887	897
Approximate number of branches per district	5-10	5-10
Approximate number of districts per region	7-9	6-9
Total employees	12,500	12,700
INDUSTRY		
Estimated market share (2)	9.7%	10.1%
Estimated North American equipment rental industry revenue growth	4%	6%
United Rentals equipment rental revenue (decrease) increase	(0.2)%	2.7%
2017 projected North American industry equipment rental revenue growth	3.5%	—
CUSTOMERS/SUPPLIERS		
Largest customer percent of total revenues	1%	1%
Top 10 customers percent of total revenues	6%	6%
Largest supplier percent of capital expenditures	22%	21%
Top 10 supplier percent of capital expenditures	62%	66%

(1) The key account percent of equipment rental revenue reflects the customers designated as key accounts as of December 31, 2016 or 2015. The increase in the key account percent of equipment rental revenue in 2016 primarily reflects additional customers that were designated as key accounts in 2016. If the list of customers designated as key accounts as of December 31, 2016 was applied to 2015, the key account percent of equipment rental revenue for 2015 would have been 69 percent.

- (2) Market share is calculated based on total equipment rental industry revenues as measured by the American Rental Association (“ARA”). In 2015, we reported an estimated market share of 11.7 percent. ARA subsequently increased the total amount of estimated equipment rental industry revenues based on new data from the economic census. The estimated 2015 market share reported above reflects this increase in the total estimated equipment rental industry revenues.

Strategy

For the past several years, we have executed a strategy focused on improving the profitability of our core equipment rental business through revenue growth, margin expansion and operational efficiencies. In particular, we have focused on customer segmentation, customer service differentiation, rate management, fleet management and operational efficiency.

In 2017, we expect to continue our disciplined focus on increasing our profitability and return on invested capital. In particular, our strategy calls for:

- *A consistently superior standard of service to customers*, often provided through a single point of contact;
- *The further optimization of our customer mix and fleet mix*, with a dual objective: to enhance our performance in serving our current customer base, and to focus on the accounts and customer types that are best suited to our strategy for profitable growth. We believe these efforts will lead to even better service of our target accounts, primarily large construction and industrial customers, as well as select local contractors. Our fleet team’s analyses are aligned with these objectives to identify trends in equipment categories and define action plans that can generate improved returns;
- *A continued focus on “Lean” management techniques, including kaizen processes focused on continuous improvement*. As of December 31, 2016, we have trained over 3,100 employees, over 70 percent of our district managers and over 60 percent of our branch managers on the Lean kaizen process. We continue to implement this program across our branch network, with the objectives of: reducing the cycle time associated with renting our equipment to customers; improving invoice accuracy and service quality; reducing the elapsed time for equipment pickup and delivery; and improving the effectiveness and efficiency of our repair and maintenance operations. As discussed in note 4 to our consolidated financial statements, in the fourth quarter of 2015, we initiated a restructuring program focused on cost savings throughout the organization partially due to the Lean initiatives not fully generating the anticipated cost savings due to lower than expected rental volume in 2015. We closed this restructuring program in the fourth quarter of 2016. We achieved the anticipated run rate savings from the Lean initiatives in 2016 and expect to continue to generate savings from these initiatives;
- *The implementation of Project XL*, which is a set of eight specific work streams focused on driving profitable growth through revenue opportunities and generating incremental profitability through cost savings across our business; and
- *The continued expansion of our trench, power and pump footprint, as well as our tools offering, and the cross-selling of these services throughout our network*. We plan to open at least 17 specialty rental branches/tool hubs in 2017 and continue to invest in specialty rental fleet to further position United Rentals as a single source provider of total jobsite solutions through our extensive product and service resources and technology offerings.

Industry Overview and Economic Outlook

United Rentals serves the following three principal end markets for equipment rental in North America: industrial and other non-construction; commercial (or private non-residential) construction; and residential construction, which includes remodeling. In 2016, based on an analysis of our charge account customers' Standard Industrial Classification ("SIC") codes:

- Industrial and other non-construction rentals represented approximately 51 percent of our rental revenue, primarily reflecting rentals to manufacturers, energy companies, chemical companies, paper mills, railroads, shipbuilders, utilities, retailers and infrastructure entities;
- Commercial construction rentals represented approximately 45 percent of our rental revenue, primarily reflecting rentals related to the construction and remodeling of facilities for office space, lodging, healthcare, entertainment and other commercial purposes; and
- Residential rentals represented approximately four percent of our rental revenue, primarily reflecting rentals of equipment for the construction and renovation of homes.

We estimate that, in 2016, North American equipment rental industry revenue grew approximately 4 percent year-over-year, with substantially all of the growth in the U.S. In 2016, our full year rental revenue decreased by approximately 0.2 percent year-over-year. Excluding the adverse impact from currency, rental revenue would have increased 0.2 percent year-over-year.

In 2017, based on our analyses of industry forecasts and macroeconomic indicators, we expect that the majority of our end markets will continue to experience solid demand for equipment rental services. Specifically, we expect that North American industry equipment rental revenue will increase approximately 4 percent, with similar growth, on a constant currency basis, expected in both the U.S. and Canada.

Competitive Advantages

We believe that we benefit from the following competitive advantages:

Large and Diverse Rental Fleet. Our large and diverse fleet allows us to serve large customers that require substantial quantities and/or wide varieties of equipment. We believe our ability to serve such customers should allow us to improve our performance and enhance our market leadership position.

We manage our rental fleet, which is the largest and most comprehensive in the industry, utilizing a life-cycle approach that focuses on satisfying customer demand and optimizing utilization levels. As part of this life-cycle approach, we closely monitor repair and maintenance expense and can anticipate, based on our extensive experience with a large and diverse fleet, the optimum time to dispose of an asset.

Significant Purchasing Power. We purchase large amounts of equipment, contractor supplies and other items, which enables us to negotiate favorable pricing, warranty and other terms with our vendors.

National Account Program. Our national account sales force is dedicated to establishing and expanding relationships with large companies, particularly those with a national or multi-regional presence. National accounts are generally defined as customers with potential annual equipment rental spend of at least \$500,000 or customers doing business in multiple states. We offer our national account customers the benefits of a consistent level of service across North America, a wide selection of equipment and a single point of contact for all their equipment needs. National accounts are a subset of key accounts, which are our accounts that are managed by a single point of contact. Establishing a single point of contact for our key accounts helps us provide customer service management that is more consistent and satisfactory.

Operating Efficiencies. We benefit from the following operating efficiencies:

- ***Equipment Sharing Among Branches.*** Each branch within a region can access equipment located elsewhere in the region. This fleet sharing increases equipment utilization because equipment that is idle at one branch can be marketed and rented through other branches. Additionally, fleet sharing allows us to be more disciplined with our capital spend.

- *Customer Care Center.* We have a Customer Care Center (“CCC”) with locations in Tampa, Florida and Charlotte, North Carolina that handles all telephone calls to our customer service telephone line, 1-800-UR-RENTS. The CCC handles many of the 1-800-UR-RENTS telephone calls without having to route them to individual branches, and allows us to provide a more uniform quality experience to customers, manage fleet sharing more effectively and free up branch employee time.
- *Consolidation of Common Functions.* We reduce costs through the consolidation of functions that are common to our branches, such as accounts payable, payroll, benefits and risk management, information technology and credit and collection.

Information Technology Systems. We have a wide variety of information technology systems, some proprietary and some licensed, that supports our operations. Our information technology infrastructure facilitates our ability to make rapid and informed decisions, respond quickly to changing market conditions and share rental equipment among branches. We have an in-house team of information technology specialists that supports our systems.

Our information technology systems are accessible to management, branch and call center personnel. Leveraging information technology to achieve greater efficiencies and improve customer service is a critical element of our strategy. Each branch is equipped with one or more workstations that are electronically linked to our other locations and to our data center. Rental transactions can be entered at these workstations and processed on a real-time basis.

Our information technology systems:

- enable branch personnel to (i) determine equipment availability, (ii) access all equipment within a geographic region and arrange for equipment to be delivered from anywhere in the region directly to the customer, (iii) monitor business activity on a real-time basis and (iv) obtain customized reports on a wide range of operating and financial data, including equipment utilization, rental rate trends, maintenance histories and customer transaction histories;
- permit customers to access their accounts online; and
- allow management to obtain a wide range of operational and financial data.

We have a fully functional back-up facility designed to enable business continuity for our core rental and financial systems in the event that our main computer facility becomes inoperative. This back-up facility also allows us to perform system upgrades and maintenance without interfering with the normal ongoing operation of our information technology systems.

Strong Brand Recognition. As the largest equipment rental company in the world, we have strong brand recognition, which helps us attract new customers and build customer loyalty.

Geographic and Customer Diversity. We have 887 rental locations in 49 U.S. states and every Canadian province and serve customers that range from Fortune 500 companies to small businesses and homeowners. We believe that our geographic and customer diversity provides us with many advantages including:

- enabling us to better serve National Account customers with multiple locations;
- helping us achieve favorable resale prices by allowing us to access used equipment resale markets across North America; and
- reducing our dependence on any particular customer.

Our operations in Canada are subject to the risks normally associated with international operations. These include (i) the need to convert currencies, which could result in a gain or loss depending on fluctuations in exchange rates and (ii) the need to comply with foreign laws and regulations, as well as U.S. laws and regulations applicable to our operations in foreign jurisdictions. For additional financial information regarding our geographic diversity, see note 3 to our consolidated financial statements.

Strong and Motivated Branch Management. Each of our full-service branches has a manager who is supervised by a district manager. We believe that our managers are among the most knowledgeable and experienced in the industry, and we empower them, within budgetary guidelines, to make day-to-day decisions concerning branch matters. Each regional office has a management team that monitors branch, district and regional performance with extensive systems and controls, including performance benchmarks and detailed monthly operating reviews.

Employee Training Programs. We are dedicated to providing training and development opportunities to our employees. In 2016, our employees enhanced their skills through approximately 500,000 hours of training, including safety training, sales and leadership training, equipment-related training from our suppliers and online courses covering a variety of relevant subjects.

Risk Management and Safety Programs. Our risk management department is staffed by experienced professionals directing the procurement of insurance, managing claims made against the Company, and developing loss prevention programs to address workplace safety, driver safety and customer safety. The department's primary focus is on the protection of our employees and assets, as well as protecting the Company from liability for accidental loss.

Segment Information

We have two reportable segments— i) general rentals and ii) trench, power and pump. Segment financial information is presented in note 3 to our consolidated financial statements.

The general rentals segment includes the rental of construction, aerial and industrial equipment, general tools and light equipment, and related services and activities. The general rentals segment's customers include construction and industrial companies, manufacturers, utilities, municipalities and homeowners. The general rentals segment comprises nine geographic regions—Industrial (which serves the geographic Gulf region and has a strong industrial presence), Mid-Atlantic, Midwest, Northeast, Pacific West, South-Central, South, Southeast and Western Canada—and operates throughout the United States and Canada. We periodically review the size and geographic scope of our regions, and have occasionally reorganized the regions to create a more balanced and effective structure.

The trench, power and pump segment includes the rental of specialty construction products and related services. The trench, power and pump segment is comprised of (i) the Trench Safety region, which rents trench safety equipment such as trench shields, aluminum hydraulic shoring systems, slide rails, crossing plates, construction lasers and line testing equipment for underground work, (ii) the Power and HVAC region, which rents power and HVAC equipment such as portable diesel generators, electrical distribution equipment, and temperature control equipment including heating and cooling equipment, and (iii) the Pump Solutions region, which rents pumps primarily used by energy and petrochemical customers. The trench, power and pump segment's customers include construction companies involved in infrastructure projects, municipalities and industrial companies. This segment operates throughout the United States and in Canada.

Products and Services

Our principal products and services are described below.

Equipment Rental. We offer for rent approximately 3,200 classes of rental equipment on an hourly, daily, weekly or monthly basis. The types of equipment that we offer include general construction and industrial equipment; aerial work platforms; trench safety equipment; power and HVAC equipment; pumps; and general tools and light equipment.

Sales of Rental Equipment. We routinely sell used rental equipment and invest in new equipment in order to manage repairs and maintenance costs, as well as the composition and size of our fleet. We also sell used

equipment in response to customer demand for the equipment. Consistent with the life-cycle approach we use to manage our fleet, the rate at which we replace used equipment with new equipment depends on a number of factors, including changing general economic conditions, growth opportunities, the market for used equipment, the age of our fleet and the need to adjust fleet composition to meet customer demand.

We utilize many channels to sell used equipment: through our national and export sales forces, which can access many resale markets across our network; at auction; through brokers; and directly to manufacturers. We also sell used equipment through our website, which includes an online database of used equipment available for sale.

Sales of New Equipment. We sell equipment such as aerial lifts, reach forklifts, telehandlers, compressors and generators from many leading equipment manufacturers. The type of new equipment that we sell varies by location.

Contractor Supplies Sales. We sell a variety of contractor supplies including construction consumables, tools, small equipment and safety supplies.

Service and Other Revenues. We offer repair and maintenance services and sell parts for equipment that is owned by our customers.

Customers

Our customer base is highly diversified and ranges from Fortune 500 companies to small businesses and homeowners. Our customer base varies by branch and is determined by several factors, including the equipment mix and marketing focus of the particular branch as well as the business composition of the local economy, including construction opportunities with different customers. Our customers include:

- construction companies that use equipment for constructing and renovating commercial buildings, warehouses, industrial and manufacturing plants, office parks, airports, residential developments and other facilities;
- industrial companies—such as manufacturers, chemical companies, paper mills, railroads, ship builders and utilities—that use equipment for plant maintenance, upgrades, expansion and construction;
- municipalities that require equipment for a variety of purposes; and
- homeowners and other individuals that use equipment for projects that range from simple repairs to major renovations.

Our business is seasonal, with demand for our rental equipment tending to be lower in the winter months.

Sales and Marketing

We market our products and services through multiple channels as described below.

Sales Force. Our sales representatives work in our branches and at our customer care center, and are responsible for calling on existing and potential customers as well as assisting our customers in planning for their equipment needs. We have ongoing programs for training our employees in sales and service skills and on strategies for maximizing the value of each transaction.

National Account Program. Our National Account sales force is dedicated to establishing and expanding relationships with large customers, particularly those with a national or multi-regional presence. Our National Account team closely coordinates its efforts with the local sales force in each area.

E-Rentals. Our customers can check equipment availability and pricing, and reserve equipment online, 24 hours a day, seven days a week, by accessing our equipment catalog and used equipment listing, which can be found at www.unitedrentals.com. Our customers can also use our UR Control® application to actively manage their rental process and access real-time reports on their business activity with us.

Total Control®. We utilize a proprietary software application, Total Control®, which provides our key customers with a single in-house software application that enables them to monitor and manage all their equipment needs. This software can be integrated into the customers' enterprise resource planning system. Total Control® is a unique customer offering that enables us to develop strong, long-term relationships with our larger customers.

Advertising. We promote our business through local and national advertising in various media, including television, trade publications, yellow pages, the Internet, radio and direct mail. We also regularly participate in industry trade shows and conferences and sponsor a variety of local and national promotional events.

Suppliers

Our strategic approach with respect to our suppliers is to maintain the minimum number of suppliers per category of equipment that can satisfy our anticipated volume and business requirements. This approach is designed to ensure that the terms we negotiate are competitive and that there is sufficient product available to meet anticipated customer demand. We utilize a comprehensive selection process to determine our equipment vendors. We consider product capabilities and industry position, the terms being offered, product liability history, customer acceptance and financial strength. We believe we have sufficient alternative sources of supply available for each of our major equipment categories.

Competition

The North American equipment rental industry is highly fragmented and competitive. As the largest equipment rental company in the industry, we estimate that we have an approximate 9.7 percent market share based on 2016 total equipment rental industry revenues as measured by the ARA. Our estimated market share is based on our total 2016 rental revenue calculated using ARA's constant currency methodology divided by ARA's forecasted 2016 industry revenue. Our competitors primarily include small, independent businesses with one or two rental locations; regional competitors that operate in one or more states; public companies or divisions of public companies that operate nationally or internationally; and equipment vendors and dealers who both sell and rent equipment directly to customers. We believe we are well positioned to take advantage of this environment because, as a larger company, we have more resources and certain competitive advantages over our smaller competitors. These advantages include greater purchasing power, the ability to provide customers with a broader range of equipment and services, and greater flexibility to transfer equipment among locations in response to, and in anticipation of, customer demand. The fragmented nature of the industry and our relatively small market share, however, may adversely impact our ability to mitigate rental rate pressure.

Environmental and Safety Regulations

Our operations are subject to numerous laws governing environmental protection and occupational health and safety matters. These laws regulate issues such as wastewater, stormwater, solid and hazardous wastes and materials, and air quality. Our operations generally do not raise significant environmental risks, but we use and store hazardous materials as part of maintaining our rental equipment fleet and the overall operations of our business, dispose of solid and hazardous waste and wastewater from equipment washing, and store and dispense petroleum products from above-ground storage tanks located at certain of our locations. Under environmental and safety laws, we may be liable for, among other things, (i) the costs of investigating and remediating contamination at our sites as well as sites to which we send hazardous wastes for disposal or treatment, regardless of fault, and (ii) fines and penalties for non-compliance. We incur ongoing expenses associated with the performance of appropriate investigation and remediation activities at certain of our locations.

Employees

Approximately 3,900 of our employees are salaried and approximately 8,600 are hourly. Collective bargaining agreements relating to approximately 80 separate locations cover approximately 850 of our employees. We monitor employee satisfaction through ongoing surveys and consider our relationship with our employees to be good.

Available Information

We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports, as well as our other SEC filings, available on our website, free of charge, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is www.unitedrentals.com. The information contained on our website is not incorporated by reference in this document.

Item 1A. Risk Factors

Our business, results of operations and financial condition are subject to numerous risks and uncertainties. In connection with any investment decision with respect to our securities, you should carefully consider the following risk factors, as well as the other information contained in this report and our other filings with the SEC. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. Should any of these risks materialize, our business, results of operations, financial condition and future prospects could be negatively impacted, which in turn could affect the trading value of our securities.

Our business is cyclical in nature. An economic slowdown or a decrease in general economic activity could cause weakness in our end markets and have adverse effects on our revenues and operating results.

Our general rental equipment and trench, power and pump equipment are used in connection with private non-residential construction and industrial activities, which are cyclical in nature. Our industry experienced a decline in construction and industrial activity as a result of the economic downturn that commenced in the latter part of 2008 and continued through 2010. The weakness in our end markets led to a decrease in the demand for our equipment and in the rates we realized. Such decreases adversely affected our operating results by causing our revenues to decline and, because certain of our costs are fixed, our operating margins to be reduced. A slowdown in the economic recovery or worsening of economic conditions, in particular with respect to North American construction and industrial activities, could cause weakness in our end markets and adversely affect our revenues and operating results.

The following factors, among others, may cause weakness in our end markets, either temporarily or long-term:

- a decrease in expected levels of infrastructure spending;
- a lack of availability of credit;
- an overcapacity of fleet in the equipment rental industry;
- a decrease in the level of exploration, development, production activity and capital spending by oil and natural gas companies;
- an increase in the cost of construction materials;
- an increase in interest rates;
- adverse weather conditions, which may temporarily affect a particular region; or
- terrorism or hostilities involving the United States or Canada.

Our significant indebtedness exposes us to various risks.

At December 31, 2016, our total indebtedness was \$7.8 billion. Our substantial indebtedness could adversely affect our business, results of operations and financial condition in a number of ways by, among other things:

- increasing our vulnerability to, and limiting our flexibility to plan for, or react to, adverse economic, industry or competitive developments;
- making it more difficult to pay or refinance our debts as they become due during periods of adverse economic, financial market or industry conditions;
- requiring us to devote a substantial portion of our cash flow to debt service, reducing the funds available for other purposes, including funding working capital, capital expenditures, acquisitions, execution of our growth strategy and other general corporate purposes, or otherwise constraining our financial flexibility;
- restricting our ability to move operating cash flows to Holdings. URNA's payment capacity is restricted under the covenants in the indentures governing its outstanding indebtedness;
- affecting our ability to obtain additional financing for working capital, acquisitions or other purposes, particularly since substantially all of our tangible assets are subject to security interests relating to existing indebtedness;
- decreasing our profitability or cash flow;
- causing us to be less able to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions;
- causing us to be disadvantaged compared to competitors with less debt and lower debt service requirements;
- resulting in a downgrade in our credit rating or the credit ratings of any of the indebtedness of our subsidiaries, which could increase the cost of further borrowings;
- requiring our debt to become due and payable upon a change in control; and
- limiting our ability to borrow additional monies in the future to fund working capital, capital expenditures and other general corporate purposes.

A portion of our indebtedness bears interest at variable rates that are linked to changing market interest rates. As a result, an increase in market interest rates would increase our interest expense and our debt service obligations. At December 31, 2016, we had \$2.2 billion of indebtedness that bears interest at variable rates. Our variable rate indebtedness currently represents 28 percent of our total indebtedness. See Item 7A—Quantitative and Qualitative Disclosures About Market Risk for additional information related to interest rate risk.

To service our indebtedness, we will require a significant amount of cash and our ability to generate cash depends on many factors beyond our control.

We depend on cash on hand and cash flows from operations to make scheduled debt payments. To a significant extent, our ability to do so is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We may not be able to generate sufficient cash flow from operations to repay our indebtedness when it becomes due and to meet our other cash needs. If we are unable to service our indebtedness and fund our operations, we will have to adopt an alternative strategy that may include:

- reducing or delaying capital expenditures;
- limiting our growth;
- seeking additional capital;

- selling assets; or
- restructuring or refinancing our indebtedness.

Even if we adopt an alternative strategy, the strategy may not be successful and we may continue to be unable to service our indebtedness and fund our operations.

We may not be able to refinance our indebtedness on favorable terms, if at all. Our inability to refinance our indebtedness could materially and adversely affect our liquidity and our ongoing results of operations.

Our ability to refinance indebtedness will depend in part on our operating and financial performance, which, in turn, is subject to prevailing economic conditions and to financial, business, legislative, regulatory and other factors beyond our control. In addition, prevailing interest rates or other factors at the time of refinancing could increase our interest expense. A refinancing of our indebtedness could also require us to comply with more onerous covenants and further restrict our business operations. Our inability to refinance our indebtedness or to do so upon attractive terms could materially and adversely affect our business, prospects, results of operations, financial condition and cash flows, and make us vulnerable to adverse industry and general economic conditions.

We may be able to incur substantially more debt and take other actions that could diminish our ability to make payments on our indebtedness when due, which could further exacerbate the risks associated with our current level of indebtedness.

Despite our indebtedness level, we may be able to incur substantially more indebtedness in the future. We are not fully restricted under the terms of the indentures or agreements governing our current indebtedness from incurring additional debt, securing existing or future debt, recapitalizing our debt or taking a number of other actions, any of which could diminish our ability to make payments on our indebtedness when due and further exacerbate the risks associated with our current level of indebtedness. If new debt is added to our or any of our existing and future subsidiaries' current debt, the related risks that we now face could intensify.

If we are unable to satisfy the financial and other covenants in certain of our debt agreements, our lenders could elect to terminate the agreements and require us to repay the outstanding borrowings, or we could face other substantial costs.

The only financial covenant that currently exists under our senior secured asset-based revolving credit facility ("ABL facility") is the fixed charge coverage ratio. Subject to certain limited exceptions specified in the ABL facility, the fixed charge coverage ratio covenant under the ABL facility will only apply in the future if specified availability under the ABL facility falls below 10 percent of the maximum revolver amount under the ABL facility. When certain conditions are met, cash and cash equivalents and borrowing base collateral in excess of the ABL facility size may be included when calculating specified availability under the ABL facility. As of December 31, 2016, specified availability under the ABL facility exceeded the required threshold and, as a result, the maintenance covenant was inapplicable. Under our accounts receivable securitization facility, we are required, among other things, to maintain certain financial tests relating to: (i) the default ratio, (ii) the delinquency ratio, (iii) the dilution ratio and (iv) days sales outstanding. The accounts receivable securitization facility also requires us to comply with the fixed charge coverage ratio under the ABL facility, to the extent the ratio is applicable under the ABL facility. If we are unable to satisfy these or any of the other relevant covenants, the lenders could elect to terminate the ABL facility and/or the accounts receivable securitization facility and require us to repay outstanding borrowings. In such event, unless we are able to refinance the indebtedness coming due and replace the ABL facility, accounts receivable securitization facility and/or the other agreements governing our debt, we would likely not have sufficient liquidity for our business needs and would be forced to adopt an alternative strategy as described above. Even if we adopt an alternative strategy, the strategy may not be successful and we may not have sufficient liquidity to service our debt and fund our operations.

Restrictive covenants in certain of the agreements and instruments governing our indebtedness may adversely affect our financial and operational flexibility.

In addition to financial covenants, various other covenants in the ABL facility, accounts receivable securitization facility and the other agreements governing our debt impose significant operating and financial restrictions on us and our restricted subsidiaries. Such covenants include, among other things, limitations on: (i) liens; (ii) sale-leaseback transactions; (iii) indebtedness; (iv) mergers, consolidations and acquisitions; (v) sales, transfers and other dispositions of assets; (vi) loans and other investments; (vii) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (viii) dividends, other payments and other matters affecting subsidiaries; (ix) transactions with affiliates; and (x) issuances of preferred stock of certain subsidiaries. Future debt agreements we enter into may include similar provisions.

These restrictions may also make more difficult or discourage a takeover of us, whether favored or opposed by our management and/or our Board of Directors.

Our ability to comply with these covenants may be affected by events beyond our control, and any material deviations from our forecasts could require us to seek waivers or amendments of covenants or alternative sources of financing, or to reduce expenditures. We cannot guarantee that such waivers, amendments or alternative financing could be obtained or, if obtained, would be on terms acceptable to us.

A breach of any of the covenants or restrictions contained in these agreements could result in an event of default. Such a default could allow our debt holders to accelerate repayment of the related debt, as well as any other debt to which a cross-acceleration or cross-default provision applies, and/or to declare all borrowings outstanding under these agreements to be due and payable. If our debt is accelerated, our assets may not be sufficient to repay such debt.

The amount of borrowings permitted under our ABL facility may fluctuate significantly, which may adversely affect our liquidity, results of operations and financial position.

The amount of borrowings permitted at any time under our ABL facility is limited to a periodic borrowing base valuation of the collateral thereunder. As a result, our access to credit under our ABL facility is potentially subject to significant fluctuations depending on the value of the borrowing base of eligible assets as of any measurement date, as well as certain discretionary rights of the agent in respect of the calculation of such borrowing base value. The inability to borrow under our ABL facility may adversely affect our liquidity, results of operations and financial position.

We rely on available borrowings under the ABL facility and the accounts receivable securitization facility for cash to operate our business, which subjects us to market and counterparty risk, some of which is beyond our control.

In addition to cash we generate from our business, our principal existing sources of cash are borrowings available under the ABL facility and the accounts receivable securitization facility. If our access to such financing was unavailable or reduced, or if such financing were to become significantly more expensive for any reason, we may not be able to fund daily operations, which would cause material harm to our business or could affect our ability to operate our business as a going concern. In addition, if certain of our lenders experience difficulties that render them unable to fund future draws on the facilities, we may not be able to access all or a portion of these funds, which could have similar adverse consequences.

Our growth strategies may be unsuccessful if we are unable to identify and complete future acquisitions and successfully integrate acquired businesses or assets.

We have historically achieved a significant portion of our growth through acquisitions. We will continue to consider potential acquisitions on a selective basis, including potential growth opportunities for our trench, power and pump specialty business. From time-to-time we have also approached, or have been approached by, other

public companies or large privately-held companies to explore consolidation opportunities. There can be no assurance that we will be able to identify suitable acquisition opportunities in the future, with respect to our specialty business or otherwise, or that we will be able to consummate any such transactions on terms and conditions acceptable to us.

In addition, it is possible that we will not realize the expected benefits from any completed acquisition, or that our existing operations will be adversely affected as a result of acquisitions. Acquisitions entail certain risks, including:

- unrecorded liabilities of acquired companies and unidentified issues that we fail to discover during our due diligence investigations or that are not subject to indemnification or reimbursement by the seller;
- greater than expected expenses such as the need to obtain additional debt or equity financing for any transaction;
- unfavorable accounting treatment and unexpected increases in taxes;
- adverse effects on our ability to maintain relationships with customers, employees and suppliers;
- inherent risk associated with entering a geographic area or line of business in which we have no or limited experience;
- difficulty in assimilating the operations and personnel of an acquired company within our existing operations, including the consolidation of corporate and administrative functions;
- difficulty in integrating marketing, information technology and other systems;
- difficulty in conforming standards, controls, procedures and policies, business cultures and compensation structures;
- difficulty in identifying and eliminating redundant and underperforming operations and assets;
- loss of key employees of the acquired company;
- operating inefficiencies that have a negative impact on profitability;
- impairment of goodwill or other acquisition-related intangible assets;
- failure to achieve anticipated synergies or receiving an inadequate return of capital; and
- strains on management and other personnel time and resources to evaluate, negotiate and integrate acquisitions.

Our failure to address these risks or other problems encountered in connection with any past or future acquisition could cause us to fail to realize the anticipated benefits of the acquisitions, cause us to incur unanticipated liabilities and harm our business generally. In addition, if we are unable to successfully integrate our acquisitions with our existing business, we may not obtain the advantages that the acquisitions were intended to create, which may materially and adversely affect our business, results of operations, financial condition, cash flows, our ability to introduce new services and products and the market price of our stock.

We would expect to pay for any future acquisitions using cash, capital stock, notes and/or assumption of indebtedness. To the extent that our existing sources of cash are not sufficient, we would expect to need additional debt or equity financing, which involves its own risks, such as the dilutive effect on shares held by our stockholders if we financed acquisitions by issuing convertible debt or equity securities, or the risks associated with debt incurrence.

We have also spent resources and efforts, apart from acquisitions, in attempting to grow and enhance our rental business over the past few years. These efforts place strains on our management and other personnel time and resources, and require timely and continued investment in facilities, personnel and financial and management systems

and controls. We may not be successful in implementing all of the processes that are necessary to support any of our growth initiatives, which could result in our expenses increasing disproportionately to our incremental revenues, causing our operating margins and profitability to be adversely affected.

Our operating results may fluctuate, which could affect the trading value of our securities.

Our revenues and operating results may fluctuate from quarter to quarter or over the longer term due to a number of factors, which could adversely affect the trading value of our securities. These factors, in addition to general economic conditions and the factors discussed above under “Cautionary Statement Regarding Forward-Looking Statements”, include, but are not limited to:

- the seasonal rental patterns of our customers, with rental activity tending to be lower in the winter;
- changes in the size of our rental fleet and/or in the rate at which we sell our used equipment;
- an overcapacity of fleet in the equipment rental industry;
- changes in private non-residential construction spending or government funding for infrastructure and other construction projects;
- changes in demand for, or utilization of, our equipment or in the prices we charge due to changes in economic conditions, competition or other factors;
- commodity price pressures and the resultant increase in the cost of fuel and steel to our equipment suppliers, which can result in increased equipment costs for us;
- other cost fluctuations, such as costs for employee-related compensation and healthcare benefits;
- labor shortages, work stoppages or other labor difficulties;
- potential enactment of new legislation affecting our operations or labor relations;
- completion of acquisitions, divestitures or recapitalizations;
- increases in interest rates and related increases in our interest expense and our debt service obligations;
- the possible need, from time to time, to record goodwill impairment charges or other write-offs or charges due to a variety of occurrences, such as the adoption of new accounting standards, the impairment of assets, rental location divestitures, dislocation in the equity and/or credit markets, consolidations or closings, restructurings, the refinancing of existing indebtedness or the buy-out of equipment leases; and
- currency risks and other risks associated with international operations.

Our common stock price has fluctuated significantly and may continue to do so in the future.

Our common stock price has fluctuated significantly and may continue to do so in the future for a number of reasons, including:

- announcements of developments related to our business;
- market perceptions of any proposed merger or acquisition and the likelihood of our involvement in other merger and acquisition activity;
- variations in our revenues, gross margins, earnings or other financial results from investors’ expectations;
- departure of key personnel;
- purchases or sales of large blocks of our stock by institutional investors or transactions by insiders;

- fluctuations in the results of our operations and general conditions in the economy, our market, and the markets served by our customers;
- investor perceptions of the equipment rental industry in general and our Company in particular;
- fluctuations in the prices of oil and natural gas;
- expectations regarding our share repurchase program; and
- the operating and stock performance of comparable companies or related industries.

In addition, prices in the stock market have been volatile over the past few years. In certain cases, the fluctuations have been unrelated to the operating performance of the affected companies. As a result, the price of our common stock could fluctuate in the future without regard to our operating performance.

We cannot guarantee that we will repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term stockholder value. Share repurchases could also increase the volatility of the price of our common stock and could diminish our cash reserves.

In July 2015, our Board of Directors authorized a share repurchase program. Under the program, we are authorized to repurchase shares of common stock for an aggregate purchase price not to exceed \$1 billion, excluding fees, commissions and other ancillary expenses. In October 2016, we paused repurchases under the program as we evaluated a number of potential acquisition opportunities. As discussed in note 18 to the consolidated financial statements, on January 25, 2017, we entered into a definitive merger agreement with NES Rentals Holdings II, Inc. (“NES”), pursuant to which we have agreed to acquire NES in an all cash transaction. We intend to complete the share repurchase program; however, we will re-evaluate the decision to do so as we integrate NES and assess other potential uses of capital.

Although the Board of Directors has authorized a share repurchase program, the share repurchase program does not obligate the Company to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of repurchases, if any, will depend upon several factors, including market and business conditions, the trading price of the Company’s common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. In addition, repurchases of our common stock pursuant to our share repurchase program could affect our stock price and increase its volatility. The existence of a share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased shares of stock. Although our share repurchase program is intended to enhance long-term stockholder value, there is no assurance that it will do so and short-term stock price fluctuations could reduce the program’s effectiveness.

If we are unable to collect on contracts with customers, our operating results would be adversely affected.

One of the reasons some of our customers find it more attractive to rent equipment than own that equipment is the need to deploy their capital elsewhere. This has been particularly true in industries with recent high growth rates such as the construction industry. However, some of our customers may have liquidity issues and ultimately may not be able to fulfill the terms of their rental agreements with us. If we are unable to manage credit risk issues adequately, or if a large number of customers have financial difficulties at the same time, our credit losses could increase above historical levels and our operating results would be adversely affected. Further, delinquencies and credit losses generally would be expected to increase if there was a slowdown in the economic recovery or worsening of economic conditions.

If we are unable to obtain additional capital as required, we may be unable to fund the capital outlays required for the success of our business.

If the cash that we generate from our business, together with cash that we may borrow under the ABL facility and accounts receivable securitization facility, is not sufficient to fund our capital requirements, we will require additional debt and/ or equity financing. However, we may not succeed in obtaining the requisite additional financing or such financing may include terms that are not satisfactory to us. We may not be able to obtain additional debt financing as a result of prevailing interest rates or other factors, including the presence of covenants or other restrictions under the ABL facility and/or other agreements governing our debt. In the event we seek to obtain equity financing, our stockholders may experience dilution as a result of the issuance of additional equity securities. This dilution may be significant depending upon the amount of equity securities that we issue and the prices at which we issue such securities. If we are unable to obtain sufficient additional capital in the future, we may be unable to fund the capital outlays required for the success of our business, including those relating to purchasing equipment, growth plans and refinancing existing indebtedness.

If we determine that our goodwill has become impaired, we may incur impairment charges, which would negatively impact our operating results.

At December 31, 2016, we had \$3.3 billion of goodwill on our consolidated balance sheet. Goodwill represents the excess of cost over the fair value of net assets acquired in business combinations. We assess potential impairment of our goodwill at least annually. Impairment may result from significant changes in the manner of use of the acquired assets, negative industry or economic trends and/or significant underperformance relative to historic or projected operating results. For a discussion of the goodwill impairment testing for our Pump Solutions reporting unit, see “Critical Accounting Policies-Evaluation of Goodwill Impairment” in Part II, Item 7A-Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Trends in oil and natural gas prices could adversely affect the level of exploration, development and production activity of certain of our customers and the demand for our services and products.

Demand for our services and products is sensitive to the level of exploration, development and production activity of, and the corresponding capital spending by, oil and natural gas companies, including national oil companies, regional exploration and production providers, and related service providers. The level of exploration, development and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile and are likely to continue to be volatile.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty, and a variety of other economic factors that are beyond our control. Any prolonged reduction in oil and natural gas prices will depress the immediate levels of exploration, development and production activity, which could have an adverse effect on our business, results of operations and financial condition. Even the perception of longer-term lower oil and natural gas prices by oil and natural gas companies and related service providers can similarly reduce or defer major expenditures by these companies and service providers given the long-term nature of many large-scale development projects. Factors affecting the prices of oil and natural gas include:

- the level of supply and demand for oil and natural gas;
- governmental regulations, including the policies of governments regarding the exploration for, and production and development of, oil and natural gas reserves;
- weather conditions and natural disasters;
- worldwide political, military and economic conditions;
- the level of oil production by non-OPEC countries and the available excess production capacity within OPEC;
- oil refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;

- the cost of producing and delivering oil and natural gas; and
- potential acceleration of the development of alternative fuels.

We have a holding company structure and depend in part on distributions from our subsidiaries to pay amounts due on our indebtedness. Certain provisions of law or contractual restrictions could limit distributions from our subsidiaries.

We derive substantially all of our operating income from, and hold substantially all of our assets through, our subsidiaries. The effect of this structure is that we depend in part on the earnings of our subsidiaries, and the payment or other distribution to us of these earnings, to meet our obligations under our outstanding debt. Provisions of law, such as those requiring that dividends be paid only from surplus, could limit the ability of our subsidiaries to make payments or other distributions to us. Furthermore, these subsidiaries could in certain circumstances agree to contractual restrictions on their ability to make distributions.

We are exposed to a variety of claims relating to our business, and our insurance may not fully cover them.

We are in the ordinary course exposed to a variety of claims relating to our business. These claims include those relating to (i) personal injury or property damage involving equipment rented or sold by us, (ii) motor vehicle accidents involving our vehicles and our employees and (iii) employment-related claims. Currently, we carry a broad range of insurance for the protection of our assets and operations. However, such insurance may not fully cover these claims for a number of reasons, including:

- our insurance policies, reflecting a program structure that we believe reflects market conditions for companies our size, are often subject to significant deductibles or self-insured retentions;
- our director and officer liability insurance policy has no deductible for individual non-indemnifiable loss, but is subject to a deductible for company reimbursement coverage;
- we do not currently maintain Company-wide stand-alone coverage for environmental liability (other than legally required coverage), since we believe the cost for such coverage is high relative to the benefit it provides; and
- certain types of claims, such as claims for punitive damages or for damages arising from intentional misconduct, which are often alleged in third party lawsuits, might not be covered by our insurance.

We establish and semi-annually evaluate our loss reserves to address casualty claims, or portions thereof, not covered by our insurance policies. To the extent that we are subject to a higher frequency of claims, are subject to more serious claims or insurance coverage is not available, we could have to significantly increase our reserves, and our liquidity and operating results could be materially and adversely affected. It is also possible that some or all of the insurance that is currently available to us will not be available in the future on economically reasonable terms or at all.

Our charter provisions, as well as other factors, may affect the likelihood of a takeover or change of control of the Company.

Although our Board elected not to extend our stockholders' rights plan upon its expiration in September 2011, we still have in place certain charter provisions, such as the inability for stockholders to act by written consent, that may have the effect of deterring hostile takeovers or delaying or preventing changes in control or management of the Company that are not approved by our Board, including transactions in which our stockholders might otherwise receive a premium for their shares over then-current market prices. We are also subject to Section 203 of the Delaware General Corporation Law which, under certain circumstances, restricts the ability of a publicly held Delaware corporation to engage in a business combination, such as a merger or sale of assets, with any stockholder that, together with affiliates, owns 15 percent or more of the corporation's outstanding voting stock, which similarly could prohibit or delay the accomplishment of a change of control transaction. In addition, under the ABL facility, a change of control (as defined in the credit agreement)

constitutes an event of default, entitling our lenders to terminate the ABL facility and require us to repay outstanding borrowings. A change of control (as defined in the applicable agreement) is also a termination event under our accounts receivable securitization facility and generally would require us to offer to repurchase our outstanding senior notes. As a result, the provisions of the agreements governing our debt also may affect the likelihood of a takeover or other change of control.

Turnover of members of our management and our ability to attract and retain key personnel may adversely affect our ability to efficiently manage our business and execute our strategy.

Our success is dependent, in part, on the experience and skills of our management team, and competition in our industry and the business world for top management talent is generally significant. Although we believe we generally have competitive pay packages, we can provide no assurance that our efforts to attract and retain our senior management staff will be successful. Moreover, given the volatility in our stock price, it may be more difficult and expensive to recruit and retain employees, particularly senior management, through grants of stock or stock options. This, in turn, could place greater pressure on the Company to increase the cash component of its compensation packages, which may adversely affect our operating results. If we are unable to fill and keep filled all of our senior management positions, or if we lose the services of any key member of our senior management team and are unable to find a suitable replacement in a timely fashion, we may be challenged to effectively manage our business and execute our strategy.

Our operational and cost reduction strategies may not generate the improvements and efficiencies we expect.

We have been pursuing a strategy of optimizing our field operations in order to improve sales force effectiveness, and to focus our sales force's efforts on increasing revenues from our National Account and other large customers. We are also continuing to pursue our overall cost reduction program, which resulted in substantial cost savings in the past. The extent to which these strategies will achieve our desired efficiencies and goals in 2017 and beyond is uncertain, as their success depends on a number of factors, some of which are beyond our control. Even if we carry out these strategies in the manner we currently expect, we may not achieve the efficiencies or savings we anticipate, or on the timetable we anticipate, and there may be unforeseen productivity, revenue or other consequences resulting from our strategies that may adversely affect us. Therefore, there can be no guarantee that our strategies will prove effective in achieving the desired level of profitability, margins or returns to stockholders.

We are dependent on our relationships with key suppliers to obtain equipment and other supplies for our business on acceptable terms.

We have achieved significant cost savings through our centralization of equipment and non-equipment purchases. However, as a result, we depend on and are exposed to the credit risk of a group of key suppliers. While we make every effort to evaluate our counterparties prior to entering into long-term and other significant procurement contracts, we cannot predict the impact on our suppliers of the current economic environment and other developments in their respective businesses. Insolvency, financial difficulties or other factors may result in our suppliers not being able to fulfill the terms of their agreements with us. Further, such factors may render suppliers unwilling to extend contracts that provide favorable terms to us, or may force them to seek to renegotiate existing contracts with us. Although we believe we have alternative sources of supply for the equipment and other supplies used in our business, termination of our relationship with any of our key suppliers could have a material adverse effect on our business, financial condition or results of operations in the unlikely event that we were unable to obtain adequate equipment or supplies from other sources in a timely manner or at all.

If our rental fleet ages, our operating costs may increase, we may be unable to pass along such costs, and our earnings may decrease. The costs of new equipment we use in our fleet may increase, requiring us to spend more for replacement equipment or preventing us from procuring equipment on a timely basis.

If our rental equipment ages, the costs of maintaining such equipment, if not replaced within a certain period of time, will likely increase. The costs of maintenance may materially increase in the future and could lead to material adverse effects on our results of operations.

The cost of new equipment for use in our rental fleet could also increase due to increased material costs for our suppliers or other factors beyond our control. Such increases could materially adversely impact our financial condition and results of operations in future periods. Furthermore, changes in customer demand could cause certain of our existing equipment to become obsolete and require us to purchase new equipment at increased costs.

Our industry is highly competitive, and competitive pressures could lead to a decrease in our market share or in the prices that we can charge.

The equipment rental industry is highly fragmented and competitive. Our competitors include small, independent businesses with one or two rental locations, regional competitors that operate in one or more states, public companies or divisions of public companies, and equipment vendors and dealers who both sell and rent equipment directly to customers. We may in the future encounter increased competition from our existing competitors or from new competitors. Competitive pressures could adversely affect our revenues and operating results by, among other things, decreasing our rental volumes, depressing the prices that we can charge or increasing our costs to retain employees.

Disruptions in our information technology systems or a compromise of security with respect to our systems could adversely affect our operating results by limiting our ability to effectively monitor and control our operations, adjust to changing market conditions, implement strategic initiatives or support our online ordering system.

We rely on our information technology systems to be able to monitor and control our operations, adjust to changing market conditions, implement strategic initiatives and support our online ordering system. Any disruptions in these systems or the failure of these systems to operate as expected could, depending on the magnitude of the problem, adversely affect our operating results by limiting our ability to effectively monitor and control our operations, adjust to changing market conditions, implement strategic initiatives and service online orders. In addition, the security measures we employ to protect our systems may not detect or prevent all attempts to hack our systems, denial-of-service attacks, viruses, malicious software, phishing attacks, security breaches or other attacks and similar disruptions that may jeopardize the security of information stored in or transmitted by the sites, networks and systems that we otherwise maintain. We have, from time to time, experienced threats to our data and systems, including malware and computer virus attacks. Additionally, we may not anticipate or combat all types of future attacks until after they have been launched. If any of these breaches of security occur or are anticipated in the future, we could be required to expend additional capital and other resources, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants. In addition, because our systems sometimes contain information about individuals and businesses, our failure to appropriately maintain the security of the data we hold, whether as a result of our own error or the malfeasance or errors of others, could lead to disruptions in our online ordering system or other data systems, unauthorized release of confidential or otherwise protected information or corruption of data. Our failure to appropriately maintain the security of the data we hold could also violate applicable privacy, data security and other laws and give rise to legal liabilities leading to lower revenues, increased costs and other material adverse effects on our results of operations. Any compromise or breach of our systems could result in adverse publicity, harm our reputation, lead to claims against us and affect our relationships with our customers and employees, any of which could have a material adverse effect on our

business. Certain of our software applications are also utilized by third parties who provide outsourced administrative functions, which may increase the risk of a cybersecurity incident. Although we maintain insurance coverage for various cybersecurity risks, there can be no guarantee that all costs or losses incurred will be fully insured.

We are subject to numerous environmental and safety regulations. If we are required to incur compliance or remediation costs that are not currently anticipated, our liquidity and operating results could be materially and adversely affected.

Our operations are subject to numerous laws and regulations governing environmental protection and occupational health and safety matters. These laws regulate issues such as wastewater, stormwater, solid and hazardous waste and materials, and air quality. Under these laws, we may be liable for, among other things, (i) the costs of investigating and remediating any contamination at our sites as well as sites to which we send hazardous waste for disposal or treatment, regardless of fault, and (ii) fines and penalties for non-compliance. While our operations generally do not raise significant environmental risks, we use hazardous materials to clean and maintain equipment, dispose of solid and hazardous waste and wastewater from equipment washing, and store and dispense petroleum products from above-ground storage tanks located at certain of our locations.

We cannot be certain as to the potential financial impact on our business if new adverse environmental conditions are discovered or environmental and safety requirements become more stringent. If we are required to incur environmental compliance or remediation costs that are not currently anticipated, our liquidity and operating results could be materially and adversely affected, depending on the magnitude of such costs.

We have operations throughout the United States, which exposes us to multiple state and local regulations, in addition to federal law and requirements as a government contractor. Changes in applicable law, regulations or requirements, or our material failure to comply with any of them, can increase our costs and have other negative impacts on our business.

Our 769 branch locations in the United States are located in 49 states, which exposes us to a host of different state and local regulations, in addition to federal law and regulatory and contractual requirements we face as a government contractor. These laws and requirements address multiple aspects of our operations, such as worker safety, consumer rights, privacy, employee benefits and more, and there are often different requirements in different jurisdictions. Changes in these requirements, or any material failure by our branches to comply with them, can increase our costs, affect our reputation, limit our business, drain management time and attention and otherwise impact our operations in adverse ways.

Our collective bargaining agreements and our relationship with our union-represented employees could disrupt our ability to serve our customers, lead to higher labor costs or the payment of withdrawal liability.

We currently have approximately 850 employees who are represented by unions and covered by collective bargaining agreements and approximately 11,650 employees who are not represented by unions. Various unions occasionally seek to organize certain of our nonunion employees. Union organizing efforts or collective bargaining negotiations could potentially lead to work stoppages and/or slowdowns or strikes by certain of our employees, which could adversely affect our ability to serve our customers. Further, settlement of actual or threatened labor disputes or an increase in the number of our employees covered by collective bargaining agreements can have unknown effects on our labor costs, productivity and flexibility.

Under the collective bargaining agreements that we have signed, we are obligated to contribute to several multiemployer pension plans on behalf of some of our unionized employees. A multiemployer pension plan is a plan that covers the union-represented workers of various unrelated companies. Under the Employee Retirement Income Security Act, a contributing employer to an underfunded multiemployer plan is liable, generally upon

withdrawal from a plan, for its proportionate share of the plan's unfunded vested liability. We currently have no intention of withdrawing from any multiemployer plan. However, there can be no assurance that we will not withdraw from one or more multiemployer plans in the future and be required to pay material amounts of withdrawal liability if one or more of those plans are underfunded at the time of withdrawal.

Fluctuations in fuel costs or reduced supplies of fuel could harm our business.

We believe that one of our competitive advantages is the mobility of our fleet. Accordingly, our business could be adversely affected by limitations on fuel supplies or significant increases in fuel prices that result in higher costs to us for transporting equipment from one branch to another branch. Although we have used, and may continue to use, futures contracts to hedge against fluctuations in fuel prices, a significant or protracted price fluctuation or disruption of fuel supplies could have a material adverse effect on our financial condition and results of operations.

Our rental fleet is subject to residual value risk upon disposition, and may not sell at the prices or in the quantities we expect.

The market value of any given piece of rental equipment could be less than its depreciated value at the time it is sold. The market value of used rental equipment depends on several factors, including:

- the market price for new equipment of a like kind;
- wear and tear on the equipment relative to its age and the performance of preventive maintenance;
- the time of year that it is sold;
- the supply of used equipment on the market;
- the existence and capacities of different sales outlets;
- the age of the equipment at the time it is sold;
- worldwide and domestic demand for used equipment; and
- general economic conditions.

We include in income from operations the difference between the sales price and the depreciated value of an item of equipment sold. Changes in our assumptions regarding depreciation could change our depreciation expense, as well as the gain or loss realized upon disposal of equipment. Sales of our used rental equipment at prices that fall significantly below our projections and/or in lesser quantities than we anticipate will have a negative impact on our results of operations and cash flows.

We have operations outside the United States. As a result, we may incur losses from the impact of foreign currency fluctuations and have higher costs than we otherwise would have due to the need to comply with foreign laws.

Our operations in Canada are subject to the risks normally associated with international operations. These include (i) the need to convert currencies, which could result in a gain or loss depending on fluctuations in exchange rates and (ii) the need to comply with foreign laws and regulations, as well as U.S. laws and regulations applicable to our operations in foreign jurisdictions. See Item 7A—Quantitative and Qualitative Disclosures About Market Risk for additional information related to currency exchange risk.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of January 1, 2017, we operated 887 rental locations. 769 of these locations are in the United States and 118 are in Canada. The number of locations in each state or province is shown in the table below, as well as the number of locations that are in our general rentals (GR) and trench, power and pump (TPP) segments.

United States

- Alabama (GR 19, TPP 5)
- Alaska (GR 2)
- Arizona (GR 12, TPP 2)
- Arkansas (GR 11, TPP 1)
- California (GR 61, TPP 18)
- Colorado (GR 11, TPP 3)
- Connecticut (GR 6, TPP 2)
- Delaware (GR 2, TPP 1)
- Florida (GR 25, TPP 12)
- Georgia (GR 22, TPP 5)
- Idaho (GR 2)
- Illinois (GR 14, TPP 3)
- Indiana (GR 8, TPP 1)
- Iowa (GR 9, TPP 1)
- Kansas (GR 12)
- Kentucky (GR 9)
- Louisiana (GR 25, TPP 10)
- Maine (GR 2)
- Maryland (GR 10, TPP 4)
- Massachusetts (GR 6, TPP 2)
- Michigan (GR 4, TPP 2)
- Minnesota (GR 9, TPP 3)
- Mississippi (GR 12)
- Missouri (GR 12, TPP 3)
- Montana (GR 1)
- Nebraska (GR 3, TPP 1)
- Nevada (GR 4, TPP 3)
- New Hampshire (GR 1, TPP 1)
- New Jersey (GR 8, TPP 4)
- New Mexico (GR 8)
- New York (GR 16)
- North Carolina (GR 20, TPP 6)
- North Dakota (GR 6, TPP 2)
- Ohio (GR 12, TPP 4)
- Oklahoma (GR 23, TPP 4)
- Oregon (GR 9, TPP 2)
- Pennsylvania (GR 12, TPP 5)
- Rhode Island (GR 1)
- South Carolina (GR 12, TPP 4)
- South Dakota (GR 2)
- Tennessee (GR 16, TPP 4)
- Texas (GR 95, TPP 26)
- Utah (GR 2, TPP 3)
- Vermont (GR 1)
- Virginia (GR 18, TPP 5)
- Washington (GR 18, TPP 5)
- West Virginia (GR 5)
- Wisconsin (GR 8, TPP 1)
- Wyoming (GR 5)

Canada

- Alberta (GR 22, TPP 9)
- British Columbia (GR 17, TPP 4)
- Manitoba (GR 4)
- New Brunswick (GR 6, TPP 1)
- Newfoundland (GR 6)
- Nova Scotia (GR 4)
- Ontario (GR 23, TPP 5)
- Prince Edward Island (GR 1)
- Quebec (GR 5, TPP 1)
- Saskatchewan (GR 7, TPP 3)

Our branch locations generally include facilities for displaying equipment and, depending on the location, may include separate areas for equipment service, storage and displaying contractor supplies. We own 106 of our branch locations and lease the other branch locations. We also lease or own other premises used for purposes such as district and regional offices and service centers.

We have a fleet of approximately 7,800 vehicles. These vehicles are used for delivery, maintenance, management and sales functions. Approximately 50 percent of this fleet is leased and the balance is owned.

Our corporate headquarters are located in Stamford, Connecticut, where we occupy approximately 47,000 square feet under a lease that expires in 2024. Additionally, we maintain other corporate facilities, including in Shelton, Connecticut, where we occupy approximately 12,000 square feet under a lease that expires in 2021, and in Scottsdale, Arizona, where we occupy approximately 20,000 square feet under a lease that expires in 2018. Further, we maintain shared-service facilities in Tampa, Florida, where we occupy approximately 31,000 square feet under a lease that expires in 2020 and in Charlotte, North Carolina, where we occupy approximately 55,000 square feet under a lease that expires in 2025.

Item 3. Legal Proceedings

A description of legal proceedings can be found in note 13 to our consolidated financial statements, included in this report at Item 8—Financial Statements and Supplementary Data, and is incorporated by reference into this Item 3.

Item 4. (Removed and Reserved)

PART II

Item 5. Market For Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Price Range of Common Stock

Holdings’ common stock trades on the New York Stock Exchange under the symbol “URI.” The following table sets forth, for the periods indicated, the intra-day high and low sale prices for our common stock, as reported by the New York Stock Exchange.

	<u>High</u>	<u>Low</u>
2016:		
First Quarter	\$ 71.51	\$41.90
Second Quarter	76.04	56.01
Third Quarter	84.63	61.92
Fourth Quarter	109.90	70.58
2015:		
First Quarter	\$103.85	\$81.25
Second Quarter	105.83	86.88
Third Quarter	87.99	56.66
Fourth Quarter	80.18	57.41

As of January 1, 2017, there were 72 holders of record of our common stock. The number of beneficial owners is substantially greater than the number of record holders because a large portion of our common stock is held of record in broker “street names.”

Dividend Policy

Holdings has not paid dividends on its common stock since inception. The payment of any future dividends or the authorization of stock repurchases or other recapitalizations will be determined by our board of directors in light of conditions then existing, including earnings, financial condition and capital requirements, financing agreements, business conditions, stock price and other factors. The terms of certain agreements governing our outstanding indebtedness contain certain limitations on our ability to move operating cash flows to Holdings and/or to pay dividends on, or effect repurchases of, our common stock. In addition, under Delaware law, dividends may only be paid out of surplus or current or prior year’s net profits.

Purchases of Equity Securities by the Issuer

The following table provides information about acquisitions of Holdings' common stock by Holdings during the fourth quarter of 2016:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)</u>	<u>Maximum Dollar Amount of Shares That May Yet Be Purchased Under the Program (2)</u>
October 1, 2016 to October 31, 2016	506,380(1)	\$ 79.06	505,937	—
November 1, 2016 to November 30, 2016	153(1)	\$ 84.48	—	—
December 1, 2016 to December 31, 2016	1,267(1)	\$106.18	—	—
Total	<u>507,800</u>	<u>\$ 79.13</u>	<u>505,937</u>	<u>\$372,997,032</u>

- (1) In October 2016, November 2016 and December 2016, 443, 153 and 1,267 shares, respectively, were withheld by Holdings to satisfy tax withholding obligations upon the vesting of restricted stock unit awards. These shares were not acquired pursuant to any repurchase plan or program.
- (2) On July 21, 2015, our Board authorized a \$1 billion share repurchase program. In October 2016, we paused repurchases under the program as we evaluated a number of potential acquisition opportunities. As discussed in note 18 to the consolidated financial statements, on January 25, 2017, we entered into a definitive merger agreement to acquire NES in an all cash transaction. We intend to complete the share repurchase program; however, we will re-evaluate the decision to do so as we integrate NES and assess other potential uses of capital.

Equity Compensation Plans

For information regarding equity compensation plans, see Item 12 of this annual report on Form 10-K.

Item 6. Selected Financial Data

The following selected financial data reflects the results of operations and balance sheet data as of and for the years ended December 31, 2012 to 2016. On April 30, 2012, we acquired RSC Holdings Inc. (“RSC”). RSC has been included in our results of operations since that date. RSC was one of the largest equipment rental providers in North America and had total revenue of \$1.5 billion for 2011. In April 2014, we acquired certain assets of the following entities: National Pump & Compressor, Ltd., Canadian Pump and Compressor Ltd., GulfCo Industrial Equipment, LP and LD Services, LLC (collectively “National Pump”). National Pump had annual revenues of approximately \$210. The results of National Pump’s operations have been included in our consolidated financial statements since the acquisition date. National Pump was the second largest specialty pump rental company in North America, and was a leading supplier of pumps for energy and petrochemical customers. The data below should be read in conjunction with, and is qualified by reference to, our Management’s Discussion and Analysis and our consolidated financial statements and notes thereto contained elsewhere in this report.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(in millions, except per share data)				
Income statement data:					
Total revenues	\$ 5,762	\$ 5,817	\$ 5,685	\$ 4,955	\$ 4,117
Total cost of revenues	3,359	3,337	3,253	2,968	2,530
Gross profit	2,403	2,480	2,432	1,987	1,587
Selling, general and administrative expenses	719	714	758	642	588
Merger related costs	—	(26)	11	9	111
Restructuring charge	14	6	(1)	12	99
Non-rental depreciation and amortization	255	268	273	246	198
Operating income	1,415	1,518	1,391	1,078	591
Interest expense, net	511	567	555	475	512
Interest expense-subordinated convertible debentures	—	—	—	3	4
Other income, net	(5)	(12)	(14)	(5)	(13)
Income before provision for income taxes	909	963	850	605	88
Provision for income taxes	343	378	310	218	13
Net income	566	585	540	387	75
Basic earnings per share	\$ 6.49	\$ 6.14	\$ 5.54	\$ 4.14	\$ 0.91
Diluted earnings per share	\$ 6.45	\$ 6.07	\$ 5.15	\$ 3.64	\$ 0.79

	December 31,				
	2016	2015	2014	2013	2012
	(in millions)				
Balance sheet data:					
Total assets	\$11,988	\$12,083	\$12,129	\$10,876	\$10,648
Total debt	7,790	8,162	7,962	7,078	7,196
Subordinated convertible debentures	—	—	—	—	55
Stockholders’ equity	1,648	1,476	1,796	1,828	1,543

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations
(dollars in millions, except per share data and unless otherwise indicated)**

Executive Overview

United Rentals is the largest equipment rental company in the world. Our customer service network consists of 887 rental locations in the United States and Canada as well as centralized call centers and online capabilities. Although the equipment rental industry is highly fragmented and diverse, we believe that we are well positioned to take advantage of this environment because, as a larger company, we have more extensive resources and certain compelling competitive advantages. These include a fleet of rental equipment with a total original equipment cost (“OEC”), based on the initial consideration paid, of \$9.0 billion, and a national branch network that operates in 49 U.S. states and every Canadian province, and serves 99 of the 100 largest metropolitan areas in the United States. In addition, our size gives us greater purchasing power, the ability to provide customers with a broader range of equipment and services, the ability to provide customers with equipment that is more consistently well-maintained and therefore more productive and reliable, and the ability to enhance the earning potential of our assets by transferring equipment among branches to satisfy customer needs.

We offer approximately 3,200 classes of equipment for rent to construction and industrial companies, manufacturers, utilities, municipalities, homeowners, government entities and other customers. Our revenues are derived from the following sources: equipment rentals, sales of rental equipment, sales of new equipment, contractor supplies sales and service and other revenues. In 2016, equipment rental revenues represented 86 percent of our total revenues.

For the past several years, we have executed a strategy focused on improving the profitability of our core equipment rental business through revenue growth, margin expansion and operational efficiencies. In particular, we have focused on customer segmentation, customer service differentiation, rate management, fleet management and operational efficiency.

In 2017, we expect to continue our disciplined focus on increasing our profitability and return on invested capital. In particular, our strategy calls for:

- *A consistently superior standard of service to customers*, often provided through a single point of contact;
- *The further optimization of our customer mix and fleet mix*, with a dual objective: to enhance our performance in serving our current customer base, and to focus on the accounts and customer types that are best suited to our strategy for profitable growth. We believe these efforts will lead to even better service of our target accounts, primarily large construction and industrial customers, as well as select local contractors. Our fleet team’s analyses are aligned with these objectives to identify trends in equipment categories and define action plans that can generate improved returns;
- *A continued focus on “Lean” management techniques, including kaizen processes focused on continuous improvement*. As of December 31, 2016, we have trained over 3,100 employees, over 70 percent of our district managers and over 60 percent of our branch managers on the Lean kaizen process. We continue to implement this program across our branch network, with the objectives of: reducing the cycle time associated with renting our equipment to customers; improving invoice accuracy and service quality; reducing the elapsed time for equipment pickup and delivery; and improving the effectiveness and efficiency of our repair and maintenance operations. As discussed in note 4 to our consolidated financial statements, in the fourth quarter of 2015, we initiated a restructuring program focused on cost savings throughout the organization partially due to the Lean initiatives not fully generating the anticipated cost savings due to lower than expected rental volume in 2015. We closed this restructuring program in the fourth quarter of 2016. We achieved the anticipated run rate savings from the Lean initiatives in 2016 and expect to continue to generate savings from these initiatives;
- *The implementation of Project XL*, which is a set of eight specific work streams focused on driving profitable growth through revenue opportunities and generating incremental profitability through cost savings across our business; and

- *The continued expansion of our trench, power and pump footprint, as well as our tools offering, and the cross-selling of these services throughout our network.* We plan to open at least 17 specialty rental branches/tool hubs in 2017 and continue to invest in specialty rental fleet to further position United Rentals as a single source provider of total jobsite solutions through our extensive product and service resources and technology offerings.

In 2017, based on our analyses of industry forecasts and macroeconomic indicators, we expect that the majority of our end markets will continue to experience solid demand for equipment rental services. Specifically, we expect that North American industry equipment rental revenue will increase approximately 4 percent, with similar growth, on a constant currency basis, expected in both the U.S. and Canada.

We use the American Rental Association criteria for reporting rental rates, time utilization and OEC. For the full year 2016:

- Rental rates decreased 2.2 percent year-over-year;
- The volume of OEC on rent increased 3.1 percent year-over-year;
- Time utilization was 67.9 percent, an increase of 60 basis points year-over-year;
- 70 percent of equipment rental revenue was derived from key accounts, as compared to 64 percent in 2015. The increase in the key account percent of equipment rental revenue primarily reflects additional customers that were designated as key accounts in 2016. If the list of customers designated as key accounts as of December 31, 2016 was applied to 2015, the key account percent of equipment rental revenue would have increased slightly from 2015. Key accounts are each managed by a single point of contact to enhance customer service; and
- The number of rental locations in our higher margin trench, power and pump (also referred to as “specialty”) segment increased by eight year-over-year, after the addition of 14 cold starts.

Financial Overview

In 2016 and 2015, we took a number of positive actions related to our capital structure that have significantly improved our financial flexibility and liquidity, including:

- Redeemed all of our 5 ³/₄ percent Senior Secured Notes, 8 ³/₈ percent Senior Subordinated Notes, 8 ¹/₄ percent Senior Notes and 7 ³/₈ percent Senior Notes;
- Redeemed \$850 principal amount of our 7 ⁵/₈ percent Senior Notes;
- Issued \$1 billion principal amount of 4 ⁵/₈ percent Senior Secured Notes due 2023;
- Issued \$800 principal amount of 5 ¹/₂ percent Senior Notes due 2025;
- Issued \$750 principal amount of 5 ⁷/₈ percent Senior Notes due 2026;
- Issued \$750 principal amount of 5 ¹/₂ percent Senior Notes due 2027;
- Amended and extended our ABL facility, and increased the size of the facility to \$2.5 billion; and
- Amended and extended our accounts receivable securitization facility, and increased the size of the facility to \$625.

These actions have improved our financial flexibility and liquidity and positioned us to invest the necessary capital to take advantage of business opportunities. As of December 31, 2016, we had available liquidity of \$1.18 billion, including cash of \$312.

Net income. Net income and diluted earnings per share for each of the three years in the period ended December 31, 2016 were as follows:

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net income	\$ 566	\$ 585	\$ 540
Diluted earnings per share	\$6.45	\$6.07	\$5.15

Net income and diluted earnings per share for each of the three years in the period ended December 31, 2016 include the after-tax impacts of the items below. The tax rates applied to the adjustments items below reflect the statutory rates in the applicable entity.

	<u>Year Ended December 31,</u>					
	<u>2016</u>		<u>2015</u>		<u>2014</u>	
Tax rate applied to items below	38.2%		38.6%		38.7%	
	<u>Contribution to net income (after-tax)</u>	<u>Impact on diluted earnings per share</u>	<u>Contribution to net income (after-tax)</u>	<u>Impact on diluted earnings per share</u>	<u>Contribution to net income (after-tax)</u>	<u>Impact on diluted earnings per share</u>
Merger related costs (1)	\$ —	\$ —	\$ 17	\$ 0.17	\$ (7)	\$(0.06)
Merger related intangible asset amortization (2)	(99)	(1.12)	(111)	(1.15)	(115)	(1.10)
Impact on depreciation related to acquired RSC fleet and property and equipment (3)	—	—	2	0.02	3	0.03
Impact of the fair value mark-up of acquired RSC fleet (4)	(22)	(0.25)	(18)	(0.19)	(22)	(0.21)
Impact on interest expense related to fair value adjustment of acquired RSC indebtedness (5)	1	0.01	2	0.02	3	0.03
Restructuring charge (6)	(9)	(0.11)	(4)	(0.04)	1	0.01
Asset impairment charge (7)	(2)	(0.03)	—	—	—	—
Loss on extinguishment of debt securities and amendment of ABL facility	(62)	(0.70)	(75)	(0.78)	(48)	(0.46)

- (1) This reflects transaction costs associated with the April 2014 National Pump acquisition. The income for the year ended December 31, 2015 reflects a decline in the fair value of the contingent cash consideration component of the National Pump purchase price.
- (2) This reflects the amortization of the intangible assets acquired in the RSC and National Pump acquisitions.
- (3) This reflects the impact of extending the useful lives of equipment acquired in the RSC acquisition, net of the impact of additional depreciation associated with the fair value mark-up of such equipment.
- (4) This reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC acquisition and subsequently sold.
- (5) This reflects a reduction of interest expense associated with the fair value mark-up of debt acquired in the RSC acquisition. See note 11 to our consolidated financial statements for additional detail on the acquired debt.
- (6) As discussed in note 4 to our consolidated financial statements, this reflects severance costs and branch closure charges associated with our restructuring programs, all of which were closed as of December 31, 2016.

(7) This reflects write-offs of leasehold improvements and other fixed assets in connection with our restructuring programs.

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 the acquired RSC 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. Management believes that EBITDA and adjusted EBITDA, when viewed with the Company’s results under U.S. generally accepted accounting principles (“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. However, EBITDA and adjusted EBITDA are not measures of financial performance or liquidity under GAAP and, accordingly, should not be considered as alternatives to net income or cash flow from operating activities as indicators of operating performance or liquidity.

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

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net income	\$ 566	\$ 585	\$ 540
Provision for income taxes	343	378	310
Interest expense, net	511	567	555
Depreciation of rental equipment	990	976	921
Non-rental depreciation and amortization	255	268	273
EBITDA	<u>2,665</u>	<u>2,774</u>	<u>2,599</u>
Merger related costs (1)	—	(26)	11
Restructuring charge (2)	14	6	(1)
Stock compensation expense, net (3)	45	49	74
Impact of the fair value mark-up of acquired RSC fleet (4)	35	29	35
Adjusted EBITDA	<u>\$2,759</u>	<u>\$2,832</u>	<u>\$2,718</u>

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

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net cash provided by operating activities	\$1,953	\$1,995	\$1,801
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	(9)	(10)	(17)
Gain on sales of rental equipment	204	227	229
Gain on sales of non-rental equipment	4	8	11
Merger related costs (1)	—	26	(11)
Restructuring charge (2)	(14)	(6)	1
Stock compensation expense, net (3)	(45)	(49)	(74)
Loss on extinguishment of debt securities and amendment of ABL facility	(101)	(123)	(80)
Excess tax benefits from share-based payment arrangements	58	5	—
Changes in assets and liabilities	101	194	182
Cash paid for interest	415	447	457
Cash paid for income taxes, net	99	60	100
EBITDA	<u>2,665</u>	<u>2,774</u>	<u>2,599</u>
Add back:			
Merger related costs (1)	—	(26)	11
Restructuring charge (2)	14	6	(1)
Stock compensation expense, net (3)	45	49	74
Impact of the fair value mark-up of acquired RSC fleet (4)	35	29	35
Adjusted EBITDA	<u>\$2,759</u>	<u>\$2,832</u>	<u>\$2,718</u>

- (1) This reflects transaction costs associated with the April 2014 National Pump acquisition. The income for the year ended December 31, 2015 reflects a decline in the fair value of the contingent cash consideration component of the National Pump purchase price.
- (2) As discussed in note 4 to our consolidated financial statements, this reflects severance costs and branch closure charges associated with our restructuring programs, all of which were closed as of December 31, 2016.
- (3) Represents non-cash, share-based payments associated with the granting of equity instruments.
- (4) This reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC acquisition and subsequently sold.

For the year ended December 31, 2016, EBITDA decreased \$109, or 3.9 percent, and adjusted EBITDA decreased \$73, or 2.6 percent. The EBITDA decrease primarily reflects decreased profit from equipment rentals and sales of rental equipment, and the impact of the merger credit recognized during the year ended December 31, 2015 associated with a decline in the fair value of the contingent cash consideration component of the National Pump purchase price due to lower than expected financial performance compared to agreed upon financial targets. The adjusted EBITDA decrease primarily reflects decreased profit from equipment rentals and sales of rental equipment. For the year ended December 31, 2016, EBITDA margin decreased 140 basis points to 46.3 percent, and adjusted EBITDA margin decreased 80 basis points to 47.9 percent. The decrease in the EBITDA margin primarily reflects decreased margins from equipment rentals and the impact of the National Pump merger credit recognized during the year ended December 31, 2015. The decrease in the adjusted EBITDA margin primarily reflects decreased margins from equipment rentals.

For the year ended December 31, 2015, EBITDA increased \$175, or 6.7 percent, and adjusted EBITDA increased \$114, or 4.2 percent. The EBITDA increase primarily reflects increased profit from equipment rentals, decreased selling, general and administrative expense and reduced merger costs associated with a decline in the

fair value of the contingent cash consideration component of the National Pump purchase price due to lower than expected financial performance compared to agreed upon financial targets. The adjusted EBITDA increase primarily reflects increased profit from equipment rentals. For the year ended December 31, 2015, EBITDA margin increased 200 basis points to 47.7 percent, and adjusted EBITDA margin increased 90 basis points to 48.7 percent. The increase in the EBITDA margin primarily reflects increased margins from equipment rentals, improved selling, general and administrative leverage, and reduced merger costs. The increase in the adjusted EBITDA margin primarily reflects increased margins from equipment rentals and improved selling, general and administrative leverage.

Revenues. Revenues for each of the three years in the period ended December 31, 2016 were as follows:

	Year Ended December 31,			Change	
	2016	2015	2014	2016	2015
Equipment rentals*	\$4,941	\$4,949	\$4,819	(0.2)%	2.7%
Sales of rental equipment	496	538	544	(7.8)%	(1.1)%
Sales of new equipment	144	157	149	(8.3)%	5.4%
Contractor supplies sales	79	79	85	— %	(7.1)%
Service and other revenues	102	94	88	8.5%	6.8%
Total revenues	\$5,762	\$5,817	\$5,685	(0.9)%	2.3%
*Equipment rentals metrics:					
Year-over-year (decrease) increase in rental rates (1)				(2.2)%	0.5%
Year-over-year increase in the volume of equipment on rent				3.1%	3.2%
Time utilization (2)	67.9%	67.3%	68.8%	60 bps	(150) bps

- (1) Rental rate changes are calculated based on the year-over-year variance in average contract rates, weighted by the prior period revenue mix.
- (2) Time utilization is calculated by dividing the amount of time an asset is on rent by the amount of time the asset has been owned during the year.

Equipment rentals include our revenues from renting equipment, as well as revenue related to the fees we charge customers: for equipment delivery and pick-up; to protect the customer against liability for damage to our equipment while on rent; and for fuel. Collectively, these “ancillary fees” represented about 12 percent of equipment rental revenue in 2016. Delivery and pick-up revenue, which represented about seven percent of equipment rental revenue in 2016, is recognized when the service is performed. Customers have the option of purchasing a damage waiver when they rent our equipment to protect against potential loss or damage; we refer to the fee we charge for the waiver as Rental Protection Plan (or “RPP”) revenue. RPP revenue, which represented about two percent of equipment rental revenue in 2016, is recognized ratably over the contract term. Fees related to the consumption of fuel by our customers are recognized when the equipment is returned by the customer (and consumption, if any, can be measured). Sales of rental equipment represent our revenues from the sale of used rental equipment. Sales of new equipment represent our revenues from the sale of new equipment. Contractor supplies sales represent our sales of supplies utilized by contractors, which include construction consumables, tools, small equipment and safety supplies. Services and other revenues primarily represent our revenues earned from providing repair and maintenance services on our customers’ fleet (including parts sales).

2016 total revenues of \$5.8 billion decreased 0.9 percent compared with 2015. The revenue decrease primarily reflects a 7.8 percent decrease in sales of rental equipment due primarily to a decrease in the volume of equipment sold through wholesale channels. Rental revenue decreased 0.2 percent, primarily due to a 2.2 percent rental rate decrease, partially offset by a 3.1 percent increase in the volume of OEC on rent, which included the adverse impact of currency. Excluding the adverse impact from currency, rental revenue would have increased 0.2 percent year-over-year.

2015 total revenues of \$5.8 billion increased 2.3 percent compared with 2014. As discussed above, in April 2014, we acquired National Pump, and the results of National Pump’s operations have been included in our

consolidated financial statements since the acquisition date. The revenue increase primarily reflects a 2.7 percent increase in equipment rentals, which was primarily due to a 3.2 percent increase in the volume of OEC on rent, which included the adverse impact of currency, and a 0.5 percent rental rate increase, partially offset by the adverse impact of inflation related to replacement fleet purchases. Excluding the adverse impact from currency, rental revenue would have increased 4.3 percent year-over-year.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with GAAP. A summary of our significant accounting policies is contained in note 2 to our consolidated financial statements. In applying many accounting principles, we make assumptions, estimates and/or judgments. These assumptions, estimates and/or judgments are often subjective and may change based on changing circumstances or changes in our analysis. Material changes in these assumptions, estimates and/or judgments have the potential to materially alter our results of operations. We have identified below our accounting policies that we believe could potentially produce materially different results if we were to change underlying assumptions, estimates and/or judgments. Although actual results may differ from those estimates, we believe the estimates are reasonable and appropriate.

Revenue Recognition. We recognize revenues from renting equipment on a straight-line basis. Our rental contract periods are hourly, daily, weekly or monthly. By way of example, if a customer were to rent a piece of equipment and the daily, weekly and monthly rental rates for that particular piece were (in actual dollars) \$100, \$300 and \$900, respectively, we would recognize revenue of \$32.14 per day. The daily rate for recognition purposes is calculated by dividing the monthly rate of \$900 by the monthly term of 28 days. This daily rate assumes that the equipment will be on rent for the full 28 days, as we are unsure of when the customer will return the equipment and therefore unsure of which rental contract period will apply.

As part of this straight-line methodology, when the equipment is returned, we recognize as incremental revenue the excess, if any, between the amount the customer is contractually required to pay, which is based on the rental contract period applicable to the actual number of days the equipment was out on rent, over the cumulative amount of revenue recognized to date. In any given accounting period, we will have customers return equipment and be contractually required to pay us more than the cumulative amount of revenue recognized to date under the straight-line methodology. For instance, continuing the above example, if the customer rented the above piece of equipment on December 29 and returned it at the close of business on January 1, we would recognize incremental revenue on January 1 of \$171.44 (in actual dollars, representing the difference between the amount the customer is contractually required to pay, or \$300 at the weekly rate, and the cumulative amount recognized to date on a straight-line basis, or \$128.56, which represents four days at \$32.14 per day).

We record amounts billed to customers in excess of recognizable revenue as deferred revenue on our balance sheet. We had deferred revenue of \$33 and \$32 as of December 31, 2016 and 2015, respectively. Equipment rentals include our revenues from renting equipment, as well as revenue related to the fees we charge customers: for equipment delivery and pick-up; to protect the customer against liability for damage to our equipment while on rent; and for fuel. Delivery and pick-up revenue is recognized when the service is performed. Customers have the option of purchasing a damage waiver when they rent our equipment to protect against potential loss or damage; we refer to the fee we charge for the waiver as Rental Protection Plan (or "RPP") revenue. RPP revenue is recognized ratably over the contract term. Fees related to the consumption of fuel by our customers are recognized when the equipment is returned by the customer (and consumption, if any, can be measured).

Revenues from the sale of rental equipment and new equipment are recognized at the time of delivery to, or pick-up by, the customer and when collectibility is reasonably assured. Sales of contractor supplies are also recognized at the time of delivery to, or pick-up by, the customer. Service revenue is recognized as the services are performed.

Allowance for Doubtful Accounts. We maintain allowances for doubtful accounts. These allowances reflect our estimate of the amount of our receivables that we will be unable to collect based on historical write-off experience. Our estimate could require change based on changing circumstances, including changes in the economy or in the particular circumstances of individual customers. Accordingly, we may be required to increase or decrease our allowances. Trade receivables that have contractual maturities of one year or less are written-off when they are determined to be uncollectible based on the criteria necessary to qualify as a deduction for federal tax purposes. Write-offs of such receivables require management approval based on specified dollar thresholds.

Useful Lives and Salvage Values of Rental Equipment and Property and Equipment. We depreciate rental equipment and property and equipment over their estimated useful lives, after giving effect to an estimated salvage value which ranges from zero percent to 10 percent of cost. Rental equipment is depreciated whether or not it is out on rent. Costs we incur in connection with refurbishment programs that extend the life of our equipment are capitalized and amortized over the remaining useful life of the equipment. The costs incurred under these refurbishment programs were \$18, \$30 and \$39 for the years ended December 31, 2016, 2015 and 2014, respectively, and are included in purchases of rental equipment in our consolidated statements of cash flows.

The useful life of an asset is determined based on our estimate of the period over which the asset will generate revenues; such periods are periodically reviewed for reasonableness. In addition, the salvage value, which is also reviewed periodically for reasonableness, is determined based on our estimate of the minimum value we will realize from the asset after such period. We may be required to change these estimates based on changes in our industry or other changing circumstances. If these estimates change in the future, we may be required to recognize increased or decreased depreciation expense for these assets.

To the extent that the useful lives of all of our rental equipment were to increase or decrease by one year, we estimate that our annual depreciation expense would decrease or increase by approximately \$88 or \$110, respectively. Similarly, to the extent the estimated salvage values of all of our rental equipment were to increase or decrease by one percentage point, we estimate that our annual depreciation expense would change by approximately \$10. Any change in depreciation expense as a result of a hypothetical change in either useful lives or salvage values would generally result in a proportional increase or decrease in the gross profit we would recognize upon the ultimate sale of the asset. To the extent that the useful lives of all of our depreciable property and equipment were to increase or decrease by one year, we estimate that our annual non-rental depreciation expense would decrease or increase by approximately \$20 or \$30, respectively.

Acquisition Accounting. We have made a number of acquisitions in the past and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of our acquisitions. The intangible assets that we have acquired are non-compete agreements, customer relationships and trade names and associated trademarks. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows.

When we make an acquisition, we also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Evaluation of Goodwill Impairment. Goodwill is tested for impairment annually or more frequently if an event or circumstance indicates that an impairment loss may have been incurred. Application of the goodwill impairment test requires judgment, including: the identification of reporting units; assignment of assets and

liabilities to reporting units; assignment of goodwill to reporting units; determination of the fair value of each reporting unit; and an assumption as to the form of the transaction in which the reporting unit would be acquired by a market participant (either a taxable or nontaxable transaction).

We estimate the fair value of our reporting units (which are our regions) using a combination of an income approach based on the present value of estimated future cash flows and a market approach based on market price data of shares of our Company and other corporations engaged in similar businesses as well as acquisition multiples paid in recent transactions. We believe this approach, which utilizes multiple valuation techniques, yields the most appropriate evidence of fair value. We review goodwill for impairment utilizing a two-step process. The first step of the impairment test requires a comparison of the fair value of each of our reporting units' net assets to the respective carrying value of net assets. If the carrying value of a reporting unit's net assets is less than its fair value, no indication of impairment exists and a second step is not performed. If the carrying amount of a reporting unit's net assets is higher than its fair value, there is an indication that an impairment may exist and a second step must be performed. In the second step, the impairment is calculated by comparing the implied fair value of the reporting unit's goodwill (as if purchase accounting were performed on the testing date) with the carrying amount of the goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment loss must be recognized for the excess and charged to operations.

Inherent in our preparation of cash flow projections are assumptions and estimates derived from a review of our operating results, business plans, expected growth rates, cost of capital and tax rates. We also make certain forecasts about future economic conditions, interest rates and other market data. Many of the factors used in assessing fair value are outside the control of management, and these assumptions and estimates may change in future periods. Changes in assumptions or estimates could materially affect the estimate of the fair value of a reporting unit, and therefore could affect the likelihood and amount of potential impairment. The following assumptions are significant to our income approach:

Business Projections- We make assumptions about the level of equipment rental activity in the marketplace and cost levels. These assumptions drive our planning assumptions for pricing and utilization and also represent key inputs for developing our cash flow projections. These projections are developed using our internal business plans over a ten-year planning period that are updated at least annually;

Long-term Growth Rates- Beyond the planning period, we also utilize an assumed long-term growth rate representing the expected rate at which a reporting unit's cash flow stream is projected to grow. These rates are used to calculate the terminal value of our reporting units, and are added to the cash flows projected during our ten-year planning period; and

Discount Rates- Each reporting unit's estimated future cash flows are discounted at a rate that is consistent with a weighted-average cost of capital that is likely to be expected by market participants. The weighted-average cost of capital is an estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

The market approach is one of the other methods used for estimating the fair value of our reporting units' business enterprise. This approach takes two forms: The first is based on the market value (market capitalization plus interest-bearing liabilities) and operating metrics (e.g., revenue and EBITDA) of companies engaged in the same or similar line of business. The second form is based on multiples paid in recent acquisitions of companies.

Financial Accounting Standards Board ("FASB") guidance permits entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test.

In connection with our goodwill impairment test that was conducted as of October 1, 2015, we bypassed the qualitative assessment for each of our reporting units and proceeded directly to the first step of the goodwill

impairment test. Our goodwill impairment testing as of this date indicated that all of our reporting units, excluding our Pump Solutions reporting unit, had estimated fair values which exceeded their respective carrying amounts by at least 51 percent. In connection with this impairment testing, we generally utilized discount rates of 10.0 percent for our general rentals segment, and Trench Safety and Power and HVAC reporting units, and 13.5 percent for our Pump Solutions reporting unit, as well as a long-term terminal growth rate for all reporting units of 3.0 percent beyond our planning period.

Most of the assets in the Pump Solutions reporting unit were acquired in the April 2014 National Pump acquisition discussed above. Based on the October 1, 2015 test, the Pump Solutions reporting unit's estimated fair value exceeded its carrying amount by 3.3 percent. In light of continuing pressures on the Pump Solutions reporting unit related primarily to upstream oil and gas customers, we continued to monitor the Pump Solutions reporting unit for impairment through the end of 2015, and performed another impairment test as of November 30, 2015. As of the November 30, 2015 testing date, the estimated fair value of the Pump Solutions reporting unit exceeded its carrying amount by 1 percent. No additional impairment indicators were noted as of December 31, 2015.

Given the narrow margin by which the estimated fair value of the Pump Solutions reporting unit exceeded its carrying amount, we also performed a sensitivity analysis related to the discount rate and long-term growth rate used in the November 30, 2015 test. Specifically, we performed the sensitivity analysis by: (i) increasing the discount rate by 50 basis points and (ii) reducing the long-term growth rate by 25 basis points. The Pump Solutions reporting unit failed step one of the goodwill impairment test under the sensitivity test, and would have required step two testing to determine potential goodwill impairment. We continued to monitor the Pump Solutions reporting unit for impairment following the November 30, 2015 test.

In connection with our goodwill impairment test that was conducted as of October 1, 2016, we bypassed the qualitative assessment for each reporting unit and proceeded directly to the first step of the goodwill impairment test. Our goodwill impairment testing as of this date indicated that all of our reporting units, excluding our Pump Solutions reporting unit, had estimated fair values which exceeded their respective carrying amounts by at least 53 percent. The estimated fair value of our Pump Solutions reporting unit exceeded its carrying amount by approximately 15 percent.

For the goodwill impairment test that was conducted as of October 1, 2016 for our Pump Solutions reporting unit, we utilized a discount rate of 14.0 percent and a long-term terminal growth rate of 3.0 percent beyond our planning period. The improvement in the margin by which the Pump Solutions reporting unit's estimated fair value exceeded its carrying amount in the October 1, 2016 test as compared to the November 30, 2015 test primarily reflects (i) a reduction in the Pump Solutions reporting unit's carrying value primarily due to the depreciation and amortization of its assets, as well as a reduction in its working capital and (ii) improvement in the Pump Solutions reporting unit's revenue mix in its long term forecast largely due to having a smaller portion of revenue attributable to upstream oil and gas customers, which have experienced significant volatility in recent years, and a larger portion of revenue attributable to downstream oil and gas, construction, municipality and mining customers. We also performed a sensitivity analysis related to the discount rate and long-term growth rate used in the October 1, 2016 test by: (i) increasing the discount rate by 50 basis points and (ii) reducing the long-term growth rate by 25 basis points. The Pump Solutions reporting unit passed step one of the goodwill impairment test under the sensitivity test. The October 1, 2016 impairment test assumed earnings growth for the Pump Solutions reporting unit over the next 10 years. Should this growth not occur, if the reporting unit otherwise fails to meet its current financial plans, or if there were changes to any other key assumption used in the test, the Pump Solutions reporting unit could fail step one of the goodwill impairment test in a future period. As of December 31, 2016, there was \$312 of goodwill in the Pump Solutions reporting unit. We will continue to monitor the Pump Solutions reporting unit for impairment.

Impairment of Long-lived Assets (Excluding Goodwill). We review the recoverability of our long-lived assets, including rental equipment and property and equipment, when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on our

ability to recover the carrying value of the asset from the expected future pre-tax cash flows (undiscounted and without interest charges). If these cash flows are less than the carrying value of such asset, an impairment loss is recognized for the difference between the estimated fair value and carrying value. We recognized immaterial asset impairment charges during the years ended December 31, 2016, 2015 and 2014.

In addition to the impairment reviews we conduct in connection with branch consolidations and other changes in the business, each quarter we conduct an impairment review of rental assets. As part of this impairment review, we estimate the future rental revenues from our rental assets based on current and expected utilization levels, the age of the assets and their remaining useful lives. Additionally, we estimate when the assets are expected to be removed or retired from our rental fleet as well as the expected proceeds to be realized upon disposition. Based on our most recently completed quarterly review, there was no impairment associated with our rental assets.

Income Taxes. We recognize deferred tax assets and liabilities for certain future deductible or taxable temporary differences expected to be reported in our income tax returns. These deferred tax assets and liabilities are computed using the tax rates that are expected to apply in the periods when the related future deductible or taxable temporary difference is expected to be settled or realized. In the case of deferred tax assets, the future realization of the deferred tax benefits and carryforwards are determined with consideration to historical profitability, projected future taxable income, the expected timing of the reversals of existing temporary differences, and tax planning strategies. After consideration of all these factors, we recognize deferred tax assets when we believe that it is more likely than not that we will realize them. The most significant positive evidence that we consider in the recognition of deferred tax assets is the expected reversal of cumulative deferred tax liabilities resulting from book versus tax depreciation of our rental equipment fleet that is well in excess of the deferred tax assets.

We use a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return regarding uncertainties in income tax positions. The first step is recognition: we determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. The second step is measurement: a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement.

We are subject to ongoing tax examinations and assessments in various jurisdictions. Accordingly, accruals for tax contingencies are established based on the probable outcomes of such matters. Our ongoing assessments of the probable outcomes of the examinations and related tax accruals require judgment and could increase or decrease our effective tax rate as well as impact our operating results.

Reserves for Claims. We are exposed to various claims relating to our business, including those for which we retain portions of the losses through the application of deductibles and self-insured retentions, which we sometimes refer to as “self-insurance.” These claims include (i) workers’ compensation claims and (ii) claims by third parties for injury or property damage involving our equipment, vehicles or personnel. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim may not be known for an extended period of time. Our methodology for developing self-insurance reserves is based on management estimates, which incorporate periodic actuarial valuations. Our estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in our claims history or receipt of additional information relevant to assessing the claims. Further, these estimates may prove to be inaccurate due to factors such as adverse judicial determinations or settlements at higher than estimated amounts. Accordingly, we may be required to increase or decrease our reserve levels.

Legal Contingencies. We are involved in a variety of claims, lawsuits, investigations and proceedings, as described in note 13 to our consolidated financial statements and elsewhere in this report. We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We assess our potential liability by analyzing our litigation and regulatory matters using available information. We develop our views on estimated losses in consultation with outside counsel handling our defense in these matters, which involves an analysis of potential results, assuming a combination of litigation and settlement strategies. Should developments in any of these matters cause a change in our determination such that we expect an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for a significant amount, they could have a material adverse effect on our results of operations in the period or periods in which such change in determination, judgment or settlement occurs.

Results of Operations

As discussed in note 3 to our consolidated financial statements, our two reportable segments are i) general rentals and ii) trench, power and pump. The general rentals segment includes the rental of construction, aerial, industrial and homeowner equipment and related services and activities. The general rentals segment's customers include construction and industrial companies, manufacturers, utilities, municipalities, homeowners and government entities. The general rentals segment operates throughout the United States and Canada. The trench, power and pump segment is comprised of: (i) the Trench Safety region, which rents trench safety equipment such as trench shields, aluminum hydraulic shoring systems, slide rails, crossing plates, construction lasers and line testing equipment for underground work, (ii) the Power and HVAC region, which rents power and HVAC equipment such as portable diesel generators, electrical distribution equipment, and temperature control equipment including heating and cooling equipment, and (iii) the Pump Solutions region, which rents pumps primarily used by energy and petrochemical customers. The trench, power and pump segment's customers include construction companies involved in infrastructure projects, municipalities and industrial companies. This segment operates throughout the United States and in Canada.

As discussed in note 3 to our consolidated financial statements, we aggregate our nine geographic regions—Industrial (which serves the geographic Gulf region and has a strong industrial presence), Mid-Atlantic, Midwest, Northeast, Pacific West, South-Central, South, Southeast and Western Canada—into our general rentals reporting segment. We periodically review the size and geographic scope of our regions, and have occasionally reorganized the regions to create a more balanced and effective structure. Historically, there have been variances in the levels of equipment rentals gross margins achieved by these regions. For the five year period ended December 31, 2016, one of our general rentals' regions had an equipment rentals gross margin that varied by between 10 percent and 12 percent from the equipment rentals gross margins of the aggregated general rentals' regions over the same period. The rental industry is cyclical, and there historically have been regions with equipment rentals gross margins that varied by greater than 10 percent from the equipment rentals gross margins of the aggregated general rentals' regions, though the specific regions with margin variances of over 10 percent have fluctuated. We expect margin convergence going forward given the cyclical nature of the rental industry, and monitor the margin variances and confirm the expectation of future convergence on a quarterly basis.

We similarly monitor the margin variances for the regions in the trench, power and pump segment. The Pump Solutions region is primarily comprised of locations acquired in the April 2014 National Pump acquisition discussed below. As such, there isn't a long history of the Pump Solutions region's rental margins included in the trench, power and pump segment. When monitoring for margin convergence, we include projected future results. We monitor the trench, power and pump segment margin variances and confirm the expectation of future convergence on a quarterly basis.

We believe that the regions that are aggregated into our segments have similar economic characteristics, as each region is capital intensive, offers similar products to similar customers, uses similar methods to distribute its products, and is subject to similar competitive risks. The aggregation of our regions also reflects the management

structure that we use for making operating decisions and assessing performance. Although we believe aggregating these regions into our reporting segments for segment reporting purposes is appropriate, to the extent that there are significant margin variances that do not converge, we may be required to disaggregate the regions into separate reporting segments. Any such disaggregation would have no impact on our consolidated results of operations.

These segments align our external segment reporting with how management evaluates business performance and allocates resources. We evaluate segment performance based on segment equipment rentals gross profit. Our revenues, operating results, and financial condition fluctuate from quarter to quarter reflecting the seasonal rental patterns of our customers, with rental activity tending to be lower in the winter.

Revenues by segment were as follows:

	<u>General rentals</u>	<u>Trench, power and pump</u>	<u>Total</u>
Year Ended December 31, 2016			
Equipment rentals	\$4,166	\$775	\$4,941
Sales of rental equipment	459	37	496
Sales of new equipment	128	16	144
Contractor supplies sales	64	15	79
Service and other revenues	91	11	102
Total revenue	<u>\$4,908</u>	<u>\$854</u>	<u>\$5,762</u>
Year Ended December 31, 2015			
Equipment rentals	\$4,241	\$708	\$4,949
Sales of rental equipment	504	34	538
Sales of new equipment	137	20	157
Contractor supplies sales	67	12	79
Service and other revenues	83	11	94
Total revenue	<u>\$5,032</u>	<u>\$785</u>	<u>\$5,817</u>
Year ended December 31, 2014			
Equipment rentals	\$4,222	\$597	\$4,819
Sales of rental equipment	519	25	544
Sales of new equipment	113	36	149
Contractor supplies sales	73	12	85
Service and other revenues	75	13	88
Total revenue	<u>\$5,002</u>	<u>\$683</u>	<u>\$5,685</u>

Equipment rentals. 2016 equipment rentals of \$4.9 billion decreased \$8, or 0.2 percent, as compared to 2015. The equipment rentals decrease was primarily due to a 2.2 percent rental rate decrease, partially offset by a 3.1 percent increase in the volume of OEC on rent, which included the adverse impact of currency. Excluding the adverse impact from currency, rental revenue would have increased 0.2 percent year-over-year. Equipment rentals represented 86 percent of total revenues in 2016. On a segment basis, equipment rentals represented 85 percent and 91 percent of total revenues for general rentals and trench, power and pump, respectively. General rentals equipment rentals decreased \$75, or 1.8 percent, as compared to 2015, primarily reflecting decreased rental rates partially offset by a 2.9 percent increase in the volume of OEC on rent, which included the adverse impact of currency. Trench, power and pump equipment rentals increased \$67, or 9.5 percent, primarily reflecting increased average OEC. Trench, power and pump average OEC for 2016 increased 6.7 percent as compared to 2015.

2015 equipment rentals of \$4.9 billion increased \$0.1 billion, or 2.7 percent, as compared to 2014. As discussed above, in April 2014, we acquired National Pump, and the results of National Pump's operations have been included in our consolidated financial statements since the acquisition date. The equipment rentals increase

was primarily due to a 3.2 percent increase in the volume of OEC on rent, which included the adverse impact of currency, and a 0.5 percent rental rate increase, partially offset by the adverse impact of inflation related to replacement fleet purchases. Excluding the adverse impact from currency, rental revenue would have increased 4.3 percent year-over-year. Equipment rentals represented 85 percent of total revenues in 2015. On a segment basis, equipment rentals represented 84 percent and 90 percent of total revenues for general rentals and trench, power and pump, respectively. General rentals equipment rentals increased slightly year-over-year, primarily reflecting a 2.3 percent increase in the volume of OEC on rent, which included the adverse impact of currency, partially offset by the adverse impact of inflation related to replacement fleet purchases. Excluding the adverse impact from currency, general rentals' rental revenue would have increased 1.7 percent year-over-year. Trench, power and pump equipment rentals increased \$111, or 18.6 percent, primarily reflecting increased average OEC, partially offset by decreased time utilization due to the impact of the acquisition of National Pump discussed above. The locations acquired in the National Pump acquisition experienced volume and pricing pressure associated with upstream oil and gas customers. Trench, power and pump average OEC for 2015 increased 34 percent, including the impact of the acquisition of National Pump discussed above, as compared to 2014.

Sales of rental equipment. For the three years in the period ended December 31, 2016, sales of rental equipment represented approximately 9 percent of our total revenues. Our general rentals segment accounted for substantially all of these sales. 2016 sales of rental equipment of \$496 decreased slightly from 2015, and 2015 sales of rental equipment of \$538 decreased slightly from 2014.

Sales of new equipment. For the three years in the period ended December 31, 2016, sales of new equipment represented approximately 3 percent of our total revenues. Our general rentals segment accounted for substantially all of these sales. 2016 sales of new equipment of \$144 decreased slightly from 2015, and 2015 sales of new equipment of \$157 increased slightly from 2014.

Sales of contractor supplies. For the three years in the period ended December 31, 2016, sales of contractor supplies represented approximately 1 percent of our total revenues. Our general rentals segment accounted for substantially all of these sales. 2016 sales of contractor supplies were flat with 2015, and 2015 sales of contractor supplies decreased slightly from 2014.

Service and other revenues. For the three years in the period ended December 31, 2016, service and other revenues represented approximately 2 percent of our total revenues. Our general rentals segment accounted for substantially all of these sales. 2016 service and other revenues of \$102 increased slightly from 2015, and 2015 service and other revenues of \$94 increased slightly from 2014.

Fourth Quarter 2016 Items. The fourth quarter of 2016 includes \$6 of restructuring charges associated with the restructuring program we initiated in the fourth quarter of 2015 and closed in the fourth quarter of 2016, which is discussed further in note 4 to our consolidated financial statements. Additionally, as discussed in note 11 to our consolidated financial statements, in the fourth quarter of 2016, we redeemed \$850 principal amount of our 7 5/8 percent Senior Notes due 2022 and issued \$750 principal amount of 5 1/2 percent Senior Notes due 2027. Upon the partial redemption of the 7 5/8 percent Senior Notes due 2022, we recognized a loss of \$65 in interest expense, net. The loss represented the difference between the net carrying amount and the total purchase price of the redeemed notes.

Fourth Quarter 2015 Items. The fourth quarter of 2015 includes a decrease in stock compensation, net of \$14 as compared to the fourth quarter of 2014 primarily due to lower than expected revenue and profitability. Additionally, as discussed in note 4 to our consolidated financial statements, in the fourth quarter of 2015, we initiated a restructuring program in response to recent challenges in our operating environment. Though we expected solid industry growth in 2016, the restructuring program was initiated in an effort to reduce costs in an environment with continuing pressures on volume and pricing. We recognized \$4 of costs for the program in the fourth quarter of 2015. We completed the restructuring program in the fourth quarter of 2016. Additionally, during the fourth quarter of 2015, we reached agreement on a settlement that provided us with a \$5 refund on previously paid property taxes. We recognized a reduction of \$5 in cost of equipment rentals, excluding

depreciation, associated with the settlement during the fourth quarter of 2015. Additionally, our provision for income taxes for the fourth quarter of 2015 includes the impact of a \$5 increase in valuation allowances resulting from the enactment of Connecticut state limitations on net operating loss utilization. During the nine months ended September 30, 2015, we recognized \$57 of excess tax benefits from share-based payment arrangements in our consolidated statements of cash flows. The excess tax benefits from share-based payment arrangements resulted from stock-based compensation windfall deductions in excess of the amounts reported for financial reporting purposes. Such benefits are recognized as a credit to additional paid-in capital, and are reported as financing cash flows. Our consolidated statements of cash flows for the nine months ended September 30, 2015 included a \$57 increase to financing cash flows and a corresponding decrease to operating cash flows associated with the excess tax benefits from share-based payment arrangements. During the fourth quarter of 2015, \$52 of the previously recognized excess tax benefits from share-based payment arrangements were reversed due to the impact on taxable income of a bonus tax depreciation bill that passed in the fourth quarter of 2015. The reversal of the previously recognized excess tax benefits from share-based payment arrangements resulted in a \$52 increase to operating cash flows and a corresponding decrease to financing cash flows during the fourth quarter of 2015.

Segment Equipment Rentals Gross Profit

Segment equipment rentals gross profit and gross margin for each of the three years in the period ended December 31, 2016 were as follows:

	<u>General rentals</u>	<u>Trench, power and pump</u>	<u>Total</u>
2016			
Equipment Rentals Gross Profit	\$1,725	\$ 364	\$2,089
Equipment Rentals Gross Margin	41.4%	47.0%	42.3%
2015			
Equipment Rentals Gross Profit	\$1,819	\$ 328	\$2,147
Equipment Rentals Gross Margin	42.9%	46.3%	43.4%
2014			
Equipment Rentals Gross Profit	\$1,790	\$ 302	\$2,092
Equipment Rentals Gross Margin	42.4%	50.6%	43.4%

General rentals. For the three years in the period ended December 31, 2016, general rentals accounted for 84 percent of our total equipment rentals gross profit. This contribution percentage is consistent with general rentals' equipment rental revenue contribution over the same period. General rentals' equipment rentals gross profit in 2016 decreased \$94 and equipment rentals gross margin decreased 150 basis points, primarily reflecting decreased rental rates partially offset by a 70 basis point increase in time utilization. Time utilization was 69.3 percent and 68.6 percent for the years ended December 31, 2016 and 2015, respectively. The decreased rental rates reflected continued pressure from oil and gas and from Canada, and the impact of recent industry fleet expansion. Although we experienced rate pressures during 2016, we also saw improving demand in many of our core markets, as evidenced by a 2.9 percent increase in the volume of OEC on rent.

General rentals' equipment rentals gross profit in 2015 increased \$29 and equipment rentals gross margin increased 50 basis points, primarily reflecting cost improvements, partially offset by a 90 basis point decrease in time utilization. As compared to the equipment rentals revenue increase of 0.5 percent, delivery costs decreased 3.2 percent and compensation costs decreased 3.4 percent. Time utilization was 68.6 percent and 69.5 percent for the years ended December 31, 2015 and 2014, respectively. During the year ended December 31, 2015, our locations with significant exposure to upstream oil and gas experienced volume and pricing pressure associated with upstream oil and gas customers, which was a primary driver of the decrease in time utilization.

Trench, power and pump. For the year ended December 31, 2016, equipment rentals gross profit increased by \$36 and equipment rentals gross margin increased 70 basis points from 2015. The increase in equipment rentals gross profit primarily reflects increased equipment rentals revenue on a larger fleet across a larger

network of branches. Year-over-year, trench, power and pump equipment rentals increased 9.5 percent and average OEC increased 6.7 percent. Capitalizing on the demand for the higher margin equipment rented by our trench, power and pump segment has been a key component of our strategy in recent years.

For the year ended December 31, 2015, equipment rentals gross profit increased by \$26 and equipment rentals gross margin decreased 430 basis points from 2014. The increase in equipment rentals gross profit primarily reflects increased equipment rentals revenue on a significantly larger fleet at our locations excluding the Pump Solutions region discussed below. At our locations excluding the Pump Solutions region, as compared to 2014, equipment rentals revenue increased approximately 21 percent, average OEC increased approximately 28 percent and equipment rentals gross profit increased approximately 24 percent. The decrease in equipment rentals gross margin primarily reflects decreased margins in the Pump Solutions region which experienced volume and pricing pressure associated with upstream oil and gas customers. The aggregate equipment rentals gross margin in the trench, power and pump segment excluding the Pump Solutions region increased by approximately 130 basis points from 2014.

Gross Margin. Gross margins by revenue classification were as follows:

	Year Ended December 31,			Change	
	2016	2015	2014	2016	2015
Total gross margin	41.7%	42.6%	42.8%	(90) bps	(20) bps
Equipment rentals	42.3%	43.4%	43.4%	(110) bps	— bps
Sales of rental equipment	41.1%	42.2%	42.1%	(110) bps	10 bps
Sales of new equipment	17.4%	16.6%	19.5%	80 bps	(290) bps
Contractor supplies sales	30.4%	30.4%	30.6%	— bps	(20) bps
Service and other revenues	59.8%	59.6%	63.6%	20 bps	(400) bps

2016 gross margin of 41.7 percent decreased 90 basis points as compared to 2015, primarily reflecting decreased gross margins from equipment rentals and sales of rental equipment. Equipment rentals gross margin decreased 110 basis points as compared to 2015, primarily reflecting a 2.2 percent rental rate decrease partially offset by a 60 basis point increase in time utilization. Time utilization was 67.9 percent and 67.3 percent for the years ended December 31, 2016 and 2015, respectively. The decreased rental rates reflected continued pressure from oil and gas and from Canada, and the impact of recent industry fleet expansion. Although we experienced rate pressures during 2016, we also saw improving demand in many of our core markets, as evidenced by a 3.1 percent increase in the volume of OEC on rent. Gross margin from sales of rental equipment decreased 110 basis points primarily due to decreased pricing.

2015 gross margin of 42.6 percent decreased slightly as compared to 2014. Equipment rentals gross margin was flat with 2014, primarily reflecting a 0.5 percent rental rate increase and compensation cost improvements offset by a 150 basis point decrease in time utilization. Time utilization was 67.3 percent and 68.8 percent for the years ended December 31, 2015 and 2014, respectively. During the year ended December 31, 2015, the locations acquired in the National Pump acquisition, and our other locations with significant exposure to upstream oil and gas, experienced volume and pricing pressure associated with upstream oil and gas customers, which was a primary driver of the decrease in time utilization. As compared to the equipment rentals revenue increase of 2.7 percent, compensation costs were flat with 2014. Gross margin from sales of new equipment decreased 290 basis points primarily due to changes in the mix of equipment sold. Gross margin from service and other revenues decreased 400 basis points primarily due to increased revenue from training activities, which generate lower margins than our other service revenues.

Other costs/(income)

The table below includes the other costs/(income) in our consolidated statements of income, as well as key associated metrics, for the three years in the period ended December 31, 2016:

	Year Ended December 31,			Change	
	2016	2015	2014	2016	2015
Selling, general and administrative (“SG&A”) expenses	\$ 719	\$ 714	\$ 758	0.7%	(5.8)%
SG&A expense as a percentage of revenue	12.5%	12.3%	13.3%	20 bps	(100) bps
Merger related costs	—	(26)	11	(100.0)%	(336.4)%
Restructuring charge	14	6	(1)	133.3%	(700.0)%
Non-rental depreciation and amortization	255	268	273	(4.9)%	(1.8)%
Interest expense, net	511	567	555	(9.9)%	2.2%
Other income, net	(5)	(12)	(14)	(58.3)%	(14.3)%
Provision for income taxes	343	378	310	(9.3)%	21.9%
Effective tax rate	37.7%	39.3%	36.5%	(160) bps	280 bps

SG&A expense primarily includes sales force compensation, information technology costs, third party professional fees, management salaries, bad debt expense and clerical and administrative overhead. SG&A expense for the year ended December 31, 2016 did not change significantly year-over-year.

The decrease in SG&A expense for the year ended December 31, 2015 primarily reflects decreased incentive compensation costs associated with lower than expected revenue and profitability. The impact of increased bad debt expense was largely offset by cost improvements throughout SG&A. Bad debt expense increased primarily due to improved receivable aging in 2014 which reduced the expense for year ended December 31, 2014. The improvement in SG&A expense as a percentage of revenue for the year ended December 31, 2015 primarily reflects decreased incentive compensation costs.

The *merger related costs* primarily reflect financial and legal advisory fees, and changes subsequent to the acquisition date to the fair value of the contingent cash consideration we paid associated with the April 2014 National Pump acquisition. The income for the year ended December 31, 2015 reflects a decline in the fair value of the contingent cash consideration component of the National Pump purchase price due to lower than expected financial performance compared to agreed upon financial targets.

The *restructuring charges* for the years ended December 31, 2016, 2015 and 2014 reflect severance costs and branch closure charges associated with our previously closed restructuring programs and the restructuring program that commenced in the fourth quarter of 2015 and closed in the fourth quarter of 2016. The branch closure charges primarily reflect continuing lease obligations at vacant facilities. The income for the year ended December 31, 2014 primarily reflects buyouts or settlements of real estate leases for less than the recognized reserves. See note 4 to our consolidated financial statements for additional information.

Non-rental depreciation and amortization includes (i) the amortization of other intangible assets and (ii) depreciation expense associated with equipment that is not offered for rent (such as computers and office equipment) and amortization expense associated with leasehold improvements. Our other intangible assets consist of customer relationships, non-compete agreements and trade names and associated trademarks.

Interest expense, net for the years ended December 31, 2016, 2015 and 2014 includes aggregate losses of \$101, \$123 and \$80, respectively, associated with debt redemptions and the amendments of our ABL facility. Excluding the impact of these losses, interest expense, net, for the year ended December 31, 2016 decreased primarily due to lower average debt and a lower average cost of debt. Excluding the impact of these losses, interest expense, net, for the year ended December 31, 2015 decreased primarily due to a lower average cost of debt, partially offset by the impact of increased average outstanding debt.

The decrease in *other income, net* for the year ended December 31, 2016 primarily reflects decreased gains on sales of non-rental equipment.

A detailed reconciliation of the *effective tax rates* to the U.S. federal statutory income tax rate is included in note 12 to our consolidated financial statements.

Balance sheet. Prepaid expenses and other assets decreased by \$55, or 47.4 percent, from December 31, 2015 to December 31, 2016 primarily due to an income tax refund received in 2016.

Liquidity and Capital Resources.

We manage our liquidity using internal cash management practices, which are subject to (i) the policies and cooperation of the financial institutions we utilize to maintain and provide cash management services, (ii) the terms and other requirements of the agreements to which we are a party and (iii) the statutes, regulations and practices of each of the local jurisdictions in which we operate. See “Financial Overview” above for a summary of the capital structure actions taken in 2016 and 2015 to improve our financial flexibility and liquidity.

Since 2012, we have repurchased a total of \$1.450 billion of Holdings’ common stock under three completed share repurchase programs. Additionally, in July 2015, our Board authorized a new \$1 billion share repurchase program. In October 2016, we paused repurchases under the program as we evaluated a number of potential acquisition opportunities. As of January 23, 2017, we have repurchased \$627 of Holdings’ common stock under the \$1 billion share repurchase program. As discussed in note 18 to the consolidated financial statements, on January 25, 2017, we entered into a definitive merger agreement to acquire NES in an all cash transaction. We intend to complete the share repurchase program; however, we will re-evaluate the decision to do so as we integrate NES and assess other potential uses of capital.

Our principal existing sources of cash are cash generated from operations and from the sale of rental equipment, and borrowings available under the ABL facility and accounts receivable securitization facility. As of December 31, 2016, we had cash and cash equivalents of \$312. Cash equivalents at December 31, 2016 consist of direct obligations of financial institutions rated A or better. We believe that our existing sources of cash will be sufficient to support our existing operations over the next 12 months. The table below presents financial information associated with our principal sources of cash as of and for the year December 31, 2016:

ABL facility:

Borrowing capacity, net of letters of credit	\$ 809
Outstanding debt, net of debt issuance costs	1,645
Interest rate at December 31, 2016	2.3%
Average month-end debt outstanding during the year (1)	1,439
Weighted-average interest rate on average month-end debt outstanding during the year	2.1%
Maximum month-end debt outstanding during the year (1)	1,747

Accounts receivable securitization facility:

Borrowing capacity	57
Outstanding debt, net of debt issuance costs	568
Interest rate at December 31, 2016	1.5%
Average month-end debt outstanding during the year	551
Weighted-average interest rate on average month-end debt outstanding during the year	1.2%
Maximum month-end debt outstanding during the year	621

(1) The maximum month-end amount outstanding under the ABL facility exceeded the average amount outstanding during the year ended December 31, 2016 primarily due to the use of borrowings under the ABL facility to partially finance the debt redemptions discussed in note 11 to the consolidated financial statements.

We expect that our principal needs for cash relating to our operations over the next 12 months will be to fund (i) operating activities and working capital, (ii) the purchase of rental equipment and inventory items offered for sale, (iii) payments due under operating leases, (iv) debt service, (v) share repurchases and (vi) acquisitions. We plan to fund such cash requirements from our existing sources of cash. In addition, we may seek additional financing through the securitization of some of our real estate, the use of additional operating leases or other financing sources as market conditions permit. For information on the scheduled principal and interest payments coming due on our outstanding debt and on the payments coming due under our existing operating leases, see “Certain Information Concerning Contractual Obligations.”

To access the capital markets, we rely on credit rating agencies to assign ratings to our securities as an indicator of credit quality. Lower credit ratings generally result in higher borrowing costs and reduced access to debt capital markets. Credit ratings also affect the costs of derivative transactions, including interest rate and foreign currency derivative transactions. As a result, negative changes in our credit ratings could adversely impact our costs of funding. Our credit ratings as of January 23, 2017 were as follows:

	<u>Corporate Rating</u>	<u>Outlook</u>
Moody’s	Ba3	Stable
Standard & Poor’s	BB-	Stable

A security rating is not a recommendation to buy, sell or hold securities. There is no assurance that any rating will remain in effect for a given period of time or that any rating will not be revised or withdrawn by a rating agency in the future.

The amount of our future capital expenditures will depend on a number of factors, including general economic conditions and growth prospects. We expect that we will fund such expenditures from cash generated from operations, proceeds from the sale of rental and non-rental equipment and, if required, borrowings available under the ABL facility and accounts receivable securitization facility. Net rental capital expenditures (defined as purchases of rental equipment less the proceeds from sales of rental equipment) were \$0.75 billion and \$1.00 billion in 2016 and 2015, respectively.

Loan Covenants and Compliance. As of December 31, 2016, we were in compliance with the covenants and other provisions of the ABL facility, the accounts receivable securitization facility and the senior notes. Any failure to be in compliance with any material provision or covenant of these agreements could have a material adverse effect on our liquidity and operations.

The only financial covenant that currently exists under the ABL facility is the fixed charge coverage ratio. Subject to certain limited exceptions specified in the ABL facility, the fixed charge coverage ratio covenant under the ABL facility will only apply in the future if specified availability under the ABL facility falls below 10 percent of the maximum revolver amount under the ABL facility. When certain conditions are met, cash and cash equivalents and borrowing base collateral in excess of the ABL facility size may be included when calculating specified availability under the ABL facility. As of December 31, 2016, specified availability under the ABL facility exceeded the required threshold and, as a result, this maintenance covenant is inapplicable. Under our accounts receivable securitization facility, we are required, among other things, to maintain certain financial tests relating to: (i) the default ratio, (ii) the delinquency ratio, (iii) the dilution ratio and (iv) days sales outstanding. The accounts receivable securitization facility also requires us to comply with the fixed charge coverage ratio under the ABL facility, to the extent the ratio is applicable under the ABL facility.

URNA’s payment capacity is restricted under the covenants in the ABL facility and the indentures governing its outstanding indebtedness. Although this restricted capacity limits our ability to move operating cash flows to Holdings, because of certain intercompany arrangements, we do not expect any material adverse impact on Holdings’ ability to meet its cash obligations.

Sources and Uses of Cash. During 2016, we (i) generated cash from operating activities of \$1.95 billion and (ii) generated cash from the sale of rental and non-rental equipment of \$510. We used cash during this period

principally to (i) purchase rental and non-rental equipment of \$1.34 billion, (ii) purchase shares of our common stock for \$528 and (iii) make debt payments, net of proceeds, of \$471. During 2015, we (i) generated cash from operating activities of \$2.0 billion, (ii) generated cash from the sale of rental and non-rental equipment of \$555 and (iii) received cash from debt proceeds, net of payments, of \$84. We used cash during this period principally to (i) purchase rental and non-rental equipment of \$1.64 billion, (ii) purchase other companies for \$86, (iii) purchase shares of our common stock for \$789 and (iv) pay \$52 of contingent consideration associated with the National Pump acquisition. During 2015, cash also decreased by \$29 due to the effect of foreign exchange rates.

Free Cash Flow GAAP Reconciliation

We define “free cash flow” as (i) net cash provided by operating activities less (ii) purchases of rental and non-rental equipment plus (iii) proceeds from sales of rental and non-rental equipment and excess tax benefits from share-based payment arrangements. 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.

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net cash provided by operating activities	\$ 1,953	\$ 1,995	\$ 1,801
Purchases of rental equipment	(1,246)	(1,534)	(1,701)
Purchases of non-rental equipment	(93)	(102)	(120)
Proceeds from sales of rental equipment	496	538	544
Proceeds from sales of non-rental equipment	14	17	33
Excess tax benefits from share-based payment arrangements	58	5	—
Free cash flow	\$ 1,182	\$ 919	\$ 557

Free cash flow for the year ended December 31, 2016 was \$1.18 billion, an increase of \$263 as compared to \$919 for the year ended December 31, 2015. Free cash flow increased primarily due to decreased purchases of rental equipment. 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. Such benefits are recognized as a credit to additional paid-in capital, and are reported as financing cash flows. We added the excess tax benefits back to our calculation of free cash flow to generally classify cash flows from income taxes as operating cash flows. However, these excess tax benefits did not impact free cash flow for years ended December 31, 2016 or 2015, as they do not result in increased cash flows until the associated income taxes are settled. Free cash flow for the year ended December 31, 2015 was \$919, an increase of \$362 as compared to \$557 for the year ended December 31, 2014. Free cash flow for the years ended December 31, 2015 and 2014 includes aggregate cash payments of \$5 and \$17, respectively, related to merger and restructuring activity. Free cash flow increased primarily due to increased net cash provided by operating activities and decreased purchases of rental equipment.

Certain Information Concerning Contractual Obligations. The table below provides certain information concerning the payments coming due under certain categories of our existing contractual obligations as of December 31, 2016:

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>Thereafter</u>	<u>Total</u>
Debt and capital leases (1)	\$ 597	\$ 21	\$ 12	\$ 4	\$1,656	\$5,553	\$ 7,843
Interest due on debt (2)	363	356	356	355	334	891	2,655
Operating leases (1):							
Real estate	99	82	63	44	28	39	355
Non-rental equipment	41	30	22	15	8	2	118
Service agreements (3)	14	3	—	—	—	—	17
Purchase obligations (4)	853	—	—	—	—	—	853
Total (5)	<u>\$1,967</u>	<u>\$492</u>	<u>\$453</u>	<u>\$418</u>	<u>\$2,026</u>	<u>\$6,485</u>	<u>\$11,841</u>

- (1) The payments due with respect to a period represent (i) in the case of debt and capital leases, the scheduled principal payments due in such period, and (ii) in the case of operating leases, the minimum lease payments due in such period under non-cancelable operating leases.
- (2) Estimated interest payments have been calculated based on the principal amount of debt and the applicable interest rates as of December 31, 2016.
- (3) These primarily represent service agreements with third parties to provide wireless and network services.
- (4) As of December 31, 2016, we had outstanding purchase orders, which were negotiated in the ordinary course of business, with our equipment and inventory suppliers. These purchase commitments can generally be cancelled by us with 30 days notice and without cancellation penalties. The equipment and inventory receipts from the suppliers for these purchases and related payments to the suppliers are expected to be completed throughout 2017.
- (5) This information excludes \$4 of unrecognized tax benefits, which are discussed further in note 12 to our consolidated financial statements. It is not possible to estimate the time period during which these unrecognized tax benefits may be paid to tax authorities.

Relationship Between Holdings and URNA. Holdings is principally a holding company and primarily conducts its operations through its wholly owned subsidiary, URNA, and subsidiaries of URNA. Holdings licenses its tradename and other intangibles and provides certain services to URNA in connection with its operations. These services principally include: (i) senior management services; (ii) finance and tax-related services and support; (iii) information technology systems and support; (iv) acquisition-related services; (v) legal services; and (vi) human resource support. In addition, Holdings leases certain equipment and real property that are made available for use by URNA and its subsidiaries.

Holdings receives royalties from URNA and its subsidiaries based upon a percent of revenue. During the year ended December 31, 2015, the royalty percent of revenue (the “royalty rate”) increased from two and a half percent to eight percent, resulting in Holdings receiving increased royalties from URNA during the year ended December 31, 2015 (see note 17 to our consolidated financial statements). The royalty rate increased as a result of a reassessment of the benefit provided by Holdings’ trademark and its business support to URNA and its subsidiaries. The increase in the royalty rate results in increased intercompany receivables for Holdings. Our total available capacity for making share repurchases and dividend payments includes the intercompany receivable balance of Holdings. As of December 31, 2016, our total available capacity for making share repurchases and dividend payments, which includes URNA’s capacity to make restricted payments and the intercompany receivable balance of Holdings, was \$713.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk primarily consists of (i) interest rate risk associated with our variable and fixed rate debt and (ii) foreign currency exchange rate risk associated with our Canadian operations.

Interest Rate Risk. As of December 31, 2016, we had an aggregate of \$2.2 billion of indebtedness that bears interest at variable rates, comprised of borrowings under the ABL facility and the accounts receivable securitization facility. See “Liquidity and Capital Resources” above for the amounts outstanding, and the interest

rates thereon, as of December 31, 2016 under the ABL facility and the accounts receivable securitization facility. As of December 31, 2016, based upon the amount of our variable rate debt outstanding, our annual after-tax earnings would decrease by approximately \$14 for each one percentage point increase in the interest rates applicable to our variable rate debt.

The amount of variable rate indebtedness outstanding under the ABL facility and accounts receivable securitization facility may fluctuate significantly. For additional information concerning the terms of our variable rate debt, see note 11 to our consolidated financial statements.

At December 31, 2016, we had an aggregate of \$5.6 billion of indebtedness that bears interest at fixed rates. A one percentage point decrease in market interest rates as of December 31, 2016 would increase the fair value of our fixed rate indebtedness by approximately six percent. For additional information concerning the fair value and terms of our fixed rate debt, see note 10 (see “Fair Value of Financial Instruments”) and note 11 to our consolidated financial statements.

Currency Exchange Risk. The functional currency for our Canadian operations is the Canadian dollar. As a result, our future earnings could be affected by fluctuations in the exchange rate between the U.S. and Canadian dollars. Based upon the level of our Canadian operations during 2016 relative to the Company as a whole, a 10 percent change in this exchange rate would cause our annual after-tax earnings to change by approximately \$5. We do not engage in purchasing forward exchange contracts for speculative purposes.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of United Rentals, Inc.

We have audited the accompanying consolidated balance sheets of United Rentals, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of United Rentals, Inc. at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), United Rentals, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated January 25, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Stamford, Connecticut
January 25, 2017

UNITED RENTALS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	December 31,	
	2016	2015
ASSETS		
Cash and cash equivalents	\$ 312	\$ 179
Accounts receivable, net of allowance for doubtful accounts of \$54 at December 31, 2016 and \$55 at December 31, 2015	920	930
Inventory	68	69
Prepaid expenses and other assets	61	116
Total current assets	1,361	1,294
Rental equipment, net	6,189	6,186
Property and equipment, net	430	445
Goodwill	3,260	3,243
Other intangible assets, net	742	905
Other long-term assets	6	10
Total assets	\$11,988	\$12,083
LIABILITIES AND STOCKHOLDERS' EQUITY		
Short-term debt and current maturities of long-term debt	\$ 597	\$ 607
Accounts payable	243	271
Accrued expenses and other liabilities	344	355
Total current liabilities	1,184	1,233
Long-term debt	7,193	7,555
Deferred taxes	1,896	1,765
Other long-term liabilities	67	54
Total liabilities	10,340	10,607
Common stock—\$0.01 par value, 500,000,000 shares authorized, 111,985,215 and 84,222,042 shares issued and outstanding, respectively, at December 31, 2016 and 111,586,585 and 91,776,436 shares issued and outstanding, respectively, at December 31, 2015	1	1
Additional paid-in capital	2,288	2,197
Retained earnings	1,654	1,088
Treasury stock at cost—27,763,173 and 19,810,149 shares at December 31, 2016 and December 31, 2015, respectively	(2,077)	(1,560)
Accumulated other comprehensive loss	(218)	(250)
Total stockholders' equity	1,648	1,476
Total liabilities and stockholders' equity	\$11,988	\$12,083

See accompanying notes.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Revenues:			
Equipment rentals	\$4,941	\$4,949	\$4,819
Sales of rental equipment	496	538	544
Sales of new equipment	144	157	149
Contractor supplies sales	79	79	85
Service and other revenues	102	94	88
Total revenues	<u>5,762</u>	<u>5,817</u>	<u>5,685</u>
Cost of revenues:			
Cost of equipment rentals, excluding depreciation	1,862	1,826	1,806
Depreciation of rental equipment	990	976	921
Cost of rental equipment sales	292	311	315
Cost of new equipment sales	119	131	120
Cost of contractor supplies sales	55	55	59
Cost of service and other revenues	41	38	32
Total cost of revenues	<u>3,359</u>	<u>3,337</u>	<u>3,253</u>
Gross profit	<u>2,403</u>	<u>2,480</u>	<u>2,432</u>
Selling, general and administrative expenses	719	714	758
Merger related costs	—	(26)	11
Restructuring charge	14	6	(1)
Non-rental depreciation and amortization	255	268	273
Operating income	1,415	1,518	1,391
Interest expense, net	511	567	555
Other income, net	(5)	(12)	(14)
Income before provision for income taxes	909	963	850
Provision for income taxes	343	378	310
Net income	<u>\$ 566</u>	<u>\$ 585</u>	<u>\$ 540</u>
Basic earnings per share	\$ 6.49	\$ 6.14	\$ 5.54
Diluted earnings per share	\$ 6.45	\$ 6.07	\$ 5.15

See accompanying notes.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Year Ended December 31,		
	2016	2015	2014
Net income	\$566	\$ 585	\$540
Other comprehensive income (loss):			
Foreign currency translation adjustments	28	(174)	(90)
Fixed price diesel swaps	4	(2)	(3)
Other comprehensive income (loss) (1)	32	(176)	(93)
Comprehensive income	\$598	\$ 409	\$447

(1) There were no material reclassifications from accumulated other comprehensive loss reflected in other comprehensive income (loss) during the years ended December 31, 2016, 2015 or 2014. There is no tax impact related to the foreign currency translation adjustments, as the earnings are considered permanently reinvested. There were no material taxes associated with other comprehensive loss during the years ended December 31, 2016, 2015 or 2014.

See accompanying notes.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions)

	<u>Common Stock</u>		Additional Paid-in Capital	(Accumulated Deficit) Retained Earnings	<u>Treasury Stock</u>		Accumulated Other Comprehensive Income (Loss)
	<u>Number of Shares</u>	<u>Amount</u>			<u>Number of Shares</u>	<u>Amount</u>	
Balance at January 1, 2014	93	\$1	\$2,054	\$(37)	5	\$(209)	\$ 19
Net income				540			
Foreign currency translation adjustments							(90)
Fixed price diesel swaps							(3)
Stock compensation expense, net			74				
Exercise of common stock options	—		2				
4 percent Convertible Senior Notes (1)	10		58				
Shares repurchased and retired			(20)				
Repurchase of common stock	(5)				5	(593)	
Balance at December 31, 2014	98	\$1	\$2,168	\$503	10	\$(802)	\$(74)

(1) Primarily reflects amortization of the original issue discount on our 4 percent Convertible Senior Notes and cash received from the option counterparties to our convertible note hedges associated with conversions of a portion of our 4 percent Convertible Senior Notes. The 4 percent Convertible Senior Notes matured in 2015.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Continued)
(In millions)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss
	Number of Shares	Amount			Number of Shares	Amount	
Balance at December 31, 2014	98	\$1	\$2,168	\$ 503	10	\$ (802)	\$ (74)
Net income				585			
Foreign currency translation adjustments							(174)
Fixed price diesel swaps							(2)
Stock compensation expense, net			49				
Exercise of common stock options	—		1				
4 percent Convertible Senior Notes (1)	4		5				
Shares repurchased and retired			(31)				
Repurchase of common stock	(10)				10	(758)	
Excess tax benefits from share-based payment arrangements, net			5				
Balance at December 31, 2015	92	\$1	\$2,197	\$1,088	20	\$(1,560)	\$(250)

(1) Reflects amortization of the original issue discount on the 4 percent Convertible Senior Notes and the conversion of all outstanding 4 percent Convertible Senior Notes.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Continued)
(In millions)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss (1)
	Number of Shares	Amount			Number of Shares	Amount	
Balance at December 31, 2015	92	\$1	\$2,197	\$1,088	20	\$(1,560)	\$(250)
Net income				566			
Foreign currency translation adjustments							28
Fixed price diesel swaps							4
Stock compensation expense, net			45				
Exercise of common stock options	—		1				
Shares repurchased and retired			(11)				
Repurchase of common stock	(8)				8	\$ (517)	
Excess tax benefits from share-based payment arrangements, net			56				
Balance at December 31, 2016	84	\$1	\$2,288	\$1,654	28	\$(2,077)	\$(218)

(1) As of December 31, 2016, 2015 and 2014, the Accumulated Other Comprehensive Loss balance primarily reflects foreign currency translation adjustments.

See accompanying notes.

UNITED RENTALS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In millions)		
Cash Flows From Operating Activities:			
Net income	\$ 566	\$ 585	\$ 540
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,245	1,244	1,194
Amortization of deferred financing costs and original issue discounts	9	10	17
Gain on sales of rental equipment	(204)	(227)	(229)
Gain on sales of non-rental equipment	(4)	(8)	(11)
Stock compensation expense, net	45	49	74
Merger related costs	—	(26)	11
Restructuring charge	14	6	(1)
Loss on repurchase/redemption of debt securities and amendment of ABL facility	101	123	80
Excess tax benefits from share-based payment arrangements	(58)	(5)	—
Increase in deferred taxes	123	336	261
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	15	(11)	(101)
Decrease in inventory	1	8	11
Decrease (increase) in prepaid expenses and other assets	77	(38)	(52)
Decrease in accounts payable	(29)	(8)	(23)
Increase (decrease) in accrued expenses and other liabilities	52	(43)	30
Net cash provided by operating activities	<u>1,953</u>	<u>1,995</u>	<u>1,801</u>
Cash Flows From Investing Activities:			
Purchases of rental equipment	(1,246)	(1,534)	(1,701)
Purchases of non-rental equipment	(93)	(102)	(120)
Proceeds from sales of rental equipment	496	538	544
Proceeds from sales of non-rental equipment	14	17	33
Purchases of other companies, net of cash acquired	(28)	(86)	(756)
Purchases of investments	(2)	(3)	—
Net cash used in investing activities	<u>(859)</u>	<u>(1,170)</u>	<u>(2,000)</u>
Cash Flows From Financing Activities:			
Proceeds from debt	8,752	8,566	7,070
Payments of debt	(9,223)	(8,482)	(6,283)
Payment of contingent consideration	—	(52)	—
Payments of financing costs	(24)	(27)	(22)
Proceeds from the exercise of common stock options	1	1	2
Common stock repurchased	(528)	(789)	(613)
Cash received in connection with the 4 percent Convertible Senior Notes and related hedge, net	—	3	42
Excess tax benefits from share-based payment arrangements	58	5	—
Net cash (used in) provided by financing activities	<u>(964)</u>	<u>(775)</u>	<u>196</u>
Effect of foreign exchange rates	3	(29)	(14)
Net increase (decrease) in cash and cash equivalents	<u>133</u>	<u>21</u>	<u>(17)</u>
Cash and cash equivalents at beginning of year	<u>179</u>	<u>158</u>	<u>175</u>
Cash and cash equivalents at end of year	<u>\$ 312</u>	<u>\$ 179</u>	<u>\$ 158</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 415	\$ 447	\$ 457
Cash paid for income taxes, net	99	60	100

See accompanying notes.

UNITED RENTALS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (dollars in millions, except per share data and unless otherwise indicated)

1. Organization, Description of Business and Consolidation

United Rentals, Inc. (“Holdings”) is principally a holding company and conducts its operations primarily through its wholly owned subsidiary, United Rentals (North America), Inc. (“URNA”), and subsidiaries of URNA. Holdings’ primary asset is its sole ownership of all issued and outstanding shares of common stock of URNA. URNA’s various credit agreements and debt instruments place restrictions on its ability to transfer funds to its stockholder. As used in this report, the terms the “Company,” “United Rentals,” “we,” “us,” and “our” refer to United Rentals, Inc. and its subsidiaries, unless otherwise indicated.

We rent equipment to a diverse customer base that includes construction and industrial companies, manufacturers, utilities, municipalities, homeowners and others in the United States and Canada. In addition to renting equipment, we sell new and used rental equipment, as well as related contractor supplies, parts and service.

The accompanying consolidated financial statements include our accounts and those of our controlled subsidiary companies. All significant intercompany accounts and transactions have been eliminated. We consolidate variable interest entities if we are deemed the primary beneficiary of the entity.

2. Summary of Significant Accounting Policies

Cash Equivalents

We consider all highly liquid instruments with maturities of three months or less when purchased to be cash equivalents. Our cash equivalents at December 31, 2016 consist of direct obligations of financial institutions rated A or better.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts. These allowances reflect our estimate of the amount of our receivables that we will be unable to collect based on historical write-off experience. Our estimate could require change based on changing circumstances, including changes in the economy or in the particular circumstances of individual customers. Accordingly, we may be required to increase or decrease our allowances. Trade receivables that have contractual maturities of one year or less are written-off when they are determined to be uncollectible based on the criteria necessary to qualify as a deduction for federal tax purposes. Write-offs of such receivables require management approval based on specified dollar thresholds.

Inventory

Inventory consists of new equipment, contractor supplies, tools, parts, fuel and related supply items. Inventory is stated at the lower of cost or market. Cost is determined, depending on the type of inventory, using either a specific identification, weighted-average or first-in, first-out method.

Rental Equipment

Rental equipment, which includes service and delivery vehicles, is recorded at cost and depreciated over the estimated useful life of the equipment using the straight-line method. The range of estimated useful lives for rental equipment is two to 12 years. Rental equipment is depreciated to a salvage value of zero to 10 percent of cost. Rental equipment is depreciated whether or not it is out on rent. Costs we incur in connection with refurbishment programs that extend the life of our equipment are capitalized and amortized over the remaining useful life of the equipment. The costs incurred under these refurbishment programs were \$18, \$30 and \$39 for

the years ended December 31, 2016, 2015 and 2014, respectively, and are included in purchases of rental equipment in our consolidated statements of cash flows. Ordinary repair and maintenance costs are charged to operations as incurred. Repair and maintenance costs are included in cost of revenues on our consolidated statements of income. Repair and maintenance expense (including both labor and parts) for our rental equipment was \$629, \$628 and \$604 for the years ended December 31, 2016, 2015 and 2014, respectively.

Property and Equipment

Property and equipment are recorded at cost and depreciated over their estimated useful lives using the straight-line method. The range of estimated useful lives for property and equipment is two to 39 years. Ordinary repair and maintenance costs are charged to expense as incurred. Leasehold improvements are amortized using the straight-line method over their estimated useful lives or the remaining life of the lease, whichever is shorter.

Acquisition Accounting

We have made a number of acquisitions in the past and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of our acquisitions. The intangible assets that we have acquired are non-compete agreements, customer relationships and trade names and associated trademarks. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows.

When we make an acquisition, we also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Evaluation of Goodwill Impairment

Goodwill is tested for impairment annually or more frequently if an event or circumstance indicates that an impairment loss may have been incurred. Application of the goodwill impairment test requires judgment, including: the identification of reporting units; assignment of assets and liabilities to reporting units; assignment of goodwill to reporting units; determination of the fair value of each reporting unit; and an assumption as to the form of the transaction in which the reporting unit would be acquired by a market participant (either a taxable or nontaxable transaction).

We estimate the fair value of our reporting units (which are our regions) using a combination of an income approach based on the present value of estimated future cash flows and a market approach based on market price data of shares of our Company and other corporations engaged in similar businesses as well as acquisition multiples paid in recent transactions within our industry (including our own acquisitions). We believe this approach, which utilizes multiple valuation techniques, yields the most appropriate evidence of fair value. We review goodwill for impairment utilizing a two-step process. The first step of the impairment test requires a comparison of the fair value of each of our reporting units' net assets to the respective carrying value of net assets. If the carrying value of a reporting unit's net assets is less than its fair value, no indication of impairment exists and a second step is not performed. If the carrying amount of a reporting unit's net assets is higher than its fair value, there is an indication that an impairment may exist and a second step must be performed. In the second step, the impairment is calculated by comparing the implied fair value of the reporting unit's goodwill (as if purchase accounting were performed on the testing date) with the carrying amount of the goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment loss must be recognized for the excess and charged to operations.

Financial Accounting Standards Board (“FASB”) guidance permits entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test.

In connection with our goodwill impairment test that was conducted as of October 1, 2015, we bypassed the qualitative assessment for each of our reporting units and proceeded directly to the first step of the goodwill impairment test. Our goodwill impairment testing as of this date indicated that all of our reporting units, excluding our Pump Solutions reporting unit, had estimated fair values which exceeded their respective carrying amounts by at least 51 percent.

In April 2014, we completed the acquisition of the following entities: National Pump & Compressor, Ltd., Canadian Pump and Compressor Ltd., GulfCo Industrial Equipment, LP and LD Services, LLC (collectively “National Pump”). Most of the assets in the Pump Solutions reporting unit were acquired in the National Pump acquisition. Based on the October 1, 2015 test, the Pump Solutions reporting unit’s estimated fair value exceeded its carrying amount by 3.3 percent. In light of continuing pressures on the Pump Solutions reporting unit related primarily to upstream oil and gas customers, we continued to monitor the Pump Solutions reporting unit for impairment through the end of 2015, and performed another impairment test as of November 30, 2015. As of the November 30, 2015 testing date, the estimated fair value of the Pump Solutions reporting unit exceeded its carrying amount by 1 percent. No additional impairment indicators were noted as of December 31, 2015.

Given the narrow margin by which the estimated fair value of the Pump Solutions reporting unit exceeded its carrying amount, we also performed a sensitivity analysis related to the discount rate and long-term growth rate used in the November 30, 2015 test. Specifically, we performed the sensitivity analysis by: (i) increasing the discount rate by 50 basis points and (ii) reducing the long-term growth rate by 25 basis points. The Pump Solutions reporting unit failed step one of the goodwill impairment test under the sensitivity test, and would have required step two testing to determine potential goodwill impairment. We continued to monitor the Pump Solutions reporting unit for impairment following the November 30, 2015 test.

In connection with our goodwill impairment test that was conducted as of October 1, 2016, we bypassed the qualitative assessment for each reporting unit and proceeded directly to the first step of the goodwill impairment test. Our goodwill impairment testing as of this date indicated that all of our reporting units, excluding our Pump Solutions reporting unit, had estimated fair values which exceeded their respective carrying amounts by at least 53 percent. The estimated fair value of our Pump Solutions reporting unit exceeded its carrying amount by approximately 15 percent.

For the goodwill impairment test that was conducted as of October 1, 2016 for our Pump Solutions reporting unit, we utilized a discount rate of 14.0 percent and a long-term terminal growth rate of 3.0 percent beyond our planning period. The improvement in the margin by which the Pump Solutions reporting unit’s estimated fair value exceeded its carrying amount in the October 1, 2016 test as compared to the November 30, 2015 test primarily reflects (i) a reduction in the Pump Solutions reporting unit’s carrying value primarily due to the depreciation and amortization of its assets, as well as a reduction in its working capital and (ii) improvement in the Pump Solutions reporting unit’s revenue mix in its long term forecast largely due to having a smaller portion of revenue attributable to upstream oil and gas customers, which have experienced significant volatility in recent years, and a larger portion of revenue attributable to downstream oil and gas, construction, municipality and mining customers. We also performed a sensitivity analysis related to the discount rate and long-term growth rate used in the October 1, 2016 test by: (i) increasing the discount rate by 50 basis points and (ii) reducing the long-term growth rate by 25 basis points. The Pump Solutions reporting unit passed step one of the goodwill impairment test under the sensitivity test. The October 1, 2016 impairment test assumed earnings growth for the Pump Solutions reporting unit over the next 10 years. Should this growth not occur, if the reporting unit otherwise fails to meet its current financial plans, or if there were changes to any other key assumption used in the test, the Pump Solutions reporting unit could fail step one of the goodwill impairment test in a future period. As of December 31, 2016, there was \$312 of goodwill in the Pump Solutions reporting unit. We will continue to monitor the Pump Solutions reporting unit for impairment.

Restructuring Charges

Costs associated with exit or disposal activities, including lease termination costs and certain employee severance costs associated with restructuring, branch closings or other activities, are recognized at fair value when they are incurred.

Other Intangible Assets

Other intangible assets consist of non-compete agreements, customer relationships and trade names and associated trademarks. The non-compete agreements are being amortized on a straight-line basis over initial periods of approximately 5 years. The customer relationships are being amortized either using the sum of the years' digits method or on a straight-line basis over initial periods ranging from 7 to 15 years. The trade names and associated trademarks are being amortized using the sum of the years' digits method over an initial period of 5 years. We believe that the amortization methods used reflect the estimated pattern in which the economic benefits will be consumed.

Long-Lived Assets

Long-lived assets are recorded at the lower of amortized cost or fair value. As part of an ongoing review of the valuation of long-lived assets, we assess the carrying value of such assets if facts and circumstances suggest they may be impaired. If this review indicates the carrying value of such an asset may not be recoverable, as determined by an undiscounted cash flow analysis over the remaining useful life, the carrying value would be reduced to its estimated fair value.

Translation of Foreign Currency

Assets and liabilities of our Canadian subsidiaries that have a functional currency other than U.S. dollars are translated into U.S. dollars using exchange rates at the balance sheet date. Revenues and expenses are translated at average exchange rates effective during the year. Foreign currency translation gains and losses are included as a component of accumulated other comprehensive (loss) income within stockholders' equity.

Revenue Recognition

Our rental contract periods are hourly, daily, weekly or monthly and we recognize revenues from renting equipment on a straight-line basis. As part of this straight-line methodology, when the equipment is returned, we recognize as incremental revenue the excess, if any, between the amount the customer is contractually required to pay over the cumulative amount of revenue recognized to date. We record amounts billed to customers in excess of recognizable revenue as deferred revenue on our balance sheet. We had deferred revenue of \$33 and \$32 as of December 31, 2016 and 2015, respectively.

Equipment rentals include our revenues from renting equipment, as well as revenue related to the fees we charge customers: for equipment delivery and pick-up; to protect the customer against liability for damage to our equipment while on rent; and for fuel. Delivery and pick-up revenue is recognized when the service is performed. Customers have the option of purchasing a damage waiver when they rent our equipment to protect against potential loss or damage; we refer to the fee we charge for the waiver as Rental Protection Plan (or "RPP") revenue. RPP revenue is recognized ratably over the contract term. Fees related to the consumption of fuel by our customers are recognized when the equipment is returned by the customer (and consumption, if any, can be measured).

Revenues from the sale of rental equipment and new equipment are recognized at the time of delivery to, or pick-up by, the customer and when collectibility is reasonably assured. Sales of contractor supplies are also recognized at the time of delivery to, or pick-up by, the customer. Service revenue is recognized as the services are performed. Sales tax amounts collected from customers are recorded on a net basis.

Delivery Expense

Equipment rentals include our revenues from fees we charge for equipment delivery. Delivery costs are charged to operations as incurred, and are included in cost of revenues on our consolidated statements of income.

Advertising Expense

We promote our business through local and national advertising in various media, including television, trade publications, branded sponsorships, yellow pages, the Internet, radio and direct mail. Advertising costs are generally expensed as incurred. These costs may include the development costs for branded content and advertising campaigns. Advertising expense, net of the qualified advertising reimbursements discussed below, was immaterial for the years ended December 31, 2016, 2015 and 2014.

We receive reimbursements for advertising that promotes a vendor's products or services. Such reimbursements that meet the applicable criteria under U.S. generally accepted accounting principles ("GAAP") are offset against advertising costs in the period in which we recognize the incremental advertising cost. The amounts of qualified advertising reimbursements that reduced advertising expense were \$19, \$17 and \$16 for the years ended December 31, 2016, 2015 and 2014, respectively.

Insurance

We are insured for general liability, workers' compensation and automobile liability, subject to deductibles or self-insured retentions per occurrence. Losses within the deductible amounts are accrued based upon the aggregate liability for reported claims incurred, as well as an estimated liability for claims incurred but not yet reported. These liabilities are not discounted. The Company is also self-insured for group medical claims but purchases "stop loss" insurance to protect itself from any one significant loss.

Income Taxes

We use the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax bases of assets and liabilities and are measured using the tax rates and laws that are expected to be in effect when the differences are expected to reverse. Recognition of deferred tax assets is limited to amounts considered by management to be more likely than not to be realized in future periods. The most significant positive evidence that we consider in the recognition of deferred tax assets is the expected reversal of cumulative deferred tax liabilities resulting from book versus tax depreciation of our rental equipment fleet that is well in excess of the deferred tax assets.

We use a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return regarding uncertainties in income tax positions. The first step is recognition: we determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. The second step is measurement: a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in one or more of the following: an increase in a liability for income taxes payable, a reduction of an income tax refund receivable, a reduction in a deferred tax asset or an increase in a deferred tax liability.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant

estimates impact the calculation of the allowance for doubtful accounts, depreciation and amortization, income taxes, reserves for claims, loss contingencies (including legal contingencies) and the fair values of financial instruments. Actual results could materially differ from those estimates.

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk include cash and cash equivalents and accounts receivable. We maintain cash and cash equivalents with high quality financial institutions. Concentration of credit risk with respect to receivables is limited because a large number of geographically diverse customers makes up our customer base. Our largest customer accounted for less than one percent of total revenues in each of 2016, 2015, and 2014. Our customer with the largest receivable balance represented approximately two percent and one percent of total receivables at December 31, 2016 and 2015, respectively. We manage credit risk through credit approvals, credit limits and other monitoring procedures.

Stock-Based Compensation

We measure stock-based compensation at the grant date based on the fair value of the award and recognize stock-based compensation expense over the requisite service period. Determining the fair value of stock option awards requires judgment, including estimating stock price volatility, forfeiture rates and expected option life. Restricted stock awards are valued based on the fair value of the stock on the grant date and the related compensation expense is recognized over the service period. Similarly, for time-based restricted stock awards subject to graded vesting, we recognize compensation cost on a straight-line basis over the requisite service period. For performance-based restricted stock units (“RSUs”), compensation expense is recognized if satisfaction of the performance condition is considered probable. We classify cash flows from tax benefits resulting from tax deductions in excess of the compensation cost recognized for stock-based awards (“excess tax benefits”) as financing cash flows.

New Accounting Pronouncements

Revenue from Contracts with Customers. In May 2014, the Financial Accounting Standards Board (“FASB”) issued guidance to clarify the principles for recognizing revenue. This guidance includes the required steps to achieve the core principle that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB has agreed to a one-year deferral of the original effective date of this guidance and as a result it will be effective for fiscal years and interim periods beginning after December 15, 2017. The FASB’s update allows entities to apply the new guidance as of the original effective date (for fiscal years and interim periods beginning after December 15, 2016). We expect to adopt this guidance when effective, and the impact on our financial statements is not currently estimable.

Leases. In March 2016, the FASB issued guidance (“Topic 842”) to increase transparency and comparability among organizations by requiring i) recognition of lease assets and lease liabilities on the balance sheet and ii) disclosure of key information about leasing arrangements. The accounting applied by lessors under Topic 842 is largely unchanged from previous GAAP. Some changes to the lessor accounting guidance were made to align both of the following: i) the lessor accounting guidance with certain changes made to the lessee accounting guidance and ii) key aspects of the lessor accounting model with revenue recognition guidance. Topic 842 will be effective for fiscal years and interim periods beginning after December 15, 2018, and early adoption is permitted. A modified retrospective approach is required for adoption for all leases that exist at or commence after the date of initial application with an option to use certain practical expedients. We are currently assessing whether we will early adopt, and the impact on our financial statements is not currently estimable.

Improvements to Employee Share-Based Payment Accounting. In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment transactions, including the income tax

consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The guidance will be effective for fiscal years and interim periods beginning after December 15, 2016, and early adoption is permitted. Different components of the guidance require prospective, retrospective and/or modified retrospective adoption. We expect to adopt this guidance when effective, and do not expect the guidance to have a significant impact on our financial statements.

Statement of Cash Flows. In August 2016, the FASB issued guidance to reduce the diversity in the presentation of certain cash receipts and cash payments presented and classified in the statement of cash flows. The guidance addresses the following specific cash flow issues: (1) debt prepayment or debt extinguishment costs, (2) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (6) distributions received from equity method investees, (7) beneficial interests in securitization transitions and (8) separately identifiable cash flows and application of predominance principle. The guidance will be effective for fiscal years and interim periods beginning after December 15, 2017, and early adoption is permitted. The guidance requires retrospective adoption. We expect to adopt this guidance when effective, and do not expect the guidance to have a significant impact on our financial statements. The presentation of insurance proceeds received for damage to our equipment is the primary item that we expect to change as a result of this guidance. For the year ended December 31, 2016, \$12 of insurance proceeds received for damage to equipment was included in operating activities on our consolidated statements of cash flows. Under the new guidance, these proceeds would be included in investing activities on our consolidated statements of cash flows.

Measurement of Credit Losses on Financial Instruments. In June 2016, the FASB issued guidance that will require companies to present assets held at amortized cost and available for sale debt securities net of the amount expected to be collected. The guidance requires the measurement of expected credit losses to be based on relevant information from past events, including historical experiences, current conditions and reasonable and supportable forecasts that affect collectibility. The new guidance will be effective for fiscal years and interim periods beginning after December 15, 2019 and early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Different components of the guidance require modified retrospective and/or prospective adoption. We are currently assessing whether we will early adopt, and the impact on our financial statements is not currently estimable.

Intra-Entity Transfers of Assets Other Than Inventory. In October 2016, the FASB issued guidance that will require companies to recognize the income tax effects of intra-entity sales and transfers of assets other than inventory in the period in which the transfer occurs. The new guidance will be effective for fiscal years and interim periods beginning after December 15, 2017 and early adoption is permitted. The guidance requires modified retrospective adoption. We expect to adopt this guidance when effective, and do not expect the guidance to have a significant impact on our financial statements.

3. Segment Information

Our two reportable segments are i) general rentals and ii) trench, power and pump. The general rentals segment includes the rental of i) general construction and industrial equipment, such as backhoes, skid-steer loaders, forklifts, earthmoving equipment and material handling equipment, ii) aerial work platforms, such as boom lifts and scissor lifts and iii) general tools and light equipment, such as pressure washers, water pumps and power tools. The general rentals segment reflects the aggregation of nine geographic regions—Industrial (which serves the geographic Gulf region and has a strong industrial presence), Mid-Atlantic, Midwest, Northeast, Pacific West, South-Central, South, Southeast and Western Canada—and operates throughout the United States and Canada. We periodically review the size and geographic scope of our regions, and have occasionally reorganized the regions to create a more balanced and effective structure.

The trench, power and pump segment includes the rental of specialty construction products such as i) trench safety equipment, such as trench shields, aluminum hydraulic shoring systems, slide rails, crossing plates, construction lasers and line testing equipment for underground work, ii) power and HVAC equipment, such as portable diesel generators, electrical distribution equipment, and temperature control equipment and iii) pumps primarily used by energy and petrochemical customers. The trench, power and pump segment is comprised of the following regions, each of which primarily rents the corresponding equipment type described above: (i) the Trench Safety region, (ii) the Power and HVAC region, and (iii) the Pump Solutions region. The trench, power and pump segment's customers include construction companies involved in infrastructure projects, municipalities and industrial companies. This segment operates throughout the United States and in Canada.

The following table presents the percentage of equipment rental revenue by equipment type for the years ended December 31, 2016, 2015 and 2014:

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
<i>Primarily rented by our general rentals segment:</i>			
General construction and industrial equipment	43%	43%	43%
Aerial work platforms	32%	32%	33%
General tools and light equipment	8%	10%	10%
<i>Primarily rented by our trench, power and pump segment:</i>			
Power and HVAC equipment	7%	6%	6%
Trench safety equipment	6%	5%	5%
Pumps	4%	4%	3%

These segments align our external segment reporting with how management evaluates business performance and allocates resources. We evaluate segment performance based on segment equipment rentals gross profit.

The accounting policies for our segments are the same as those described in the summary of significant accounting policies in note 2. Certain corporate costs, including those related to selling, finance, legal, risk management, human resources, corporate management and information technology systems, are deemed to be of an operating nature and are allocated to our segments based primarily on rental fleet size.

The following table sets forth financial information by segment as of and for the years ended December 31, 2016, 2015 and 2014:

	<u>General rentals</u>	<u>Trench, power and pump</u>	<u>Total</u>
2016			
Equipment rentals	\$ 4,166	\$ 775	\$ 4,941
Sales of rental equipment	459	37	496
Sales of new equipment	128	16	144
Contractor supplies sales	64	15	79
Service and other revenues	91	11	102
Total revenue	<u>4,908</u>	<u>854</u>	<u>5,762</u>
Depreciation and amortization expense	1,066	179	1,245
Equipment rentals gross profit	1,725	364	2,089
Capital expenditures	1,189	150	1,339
Total assets	\$10,496	\$1,492	\$11,988
2015			
Equipment rentals	\$ 4,241	\$ 708	\$ 4,949
Sales of rental equipment	504	34	538
Sales of new equipment	137	20	157
Contractor supplies sales	67	12	79
Service and other revenues	83	11	94
Total revenue	<u>5,032</u>	<u>785</u>	<u>5,817</u>
Depreciation and amortization expense	1,071	173	1,244
Equipment rentals gross profit	1,819	328	2,147
Capital expenditures	1,439	197	1,636
Total assets	\$10,561	\$1,522	\$12,083
2014			
Equipment rentals	\$ 4,222	\$ 597	\$ 4,819
Sales of rental equipment	519	25	544
Sales of new equipment	113	36	149
Contractor supplies sales	73	12	85
Service and other revenues	75	13	88
Total revenue	<u>5,002</u>	<u>683</u>	<u>5,685</u>
Depreciation and amortization expense	1,060	134	1,194
Equipment rentals gross profit	1,790	302	2,092
Capital expenditures	1,594	227	1,821
Total assets	\$10,597	\$1,532	\$12,129

Equipment rentals gross profit is the primary measure management reviews to make operating decisions and assess segment performance. The following is a reconciliation of equipment rentals gross profit to income before provision for income taxes:

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total equipment rentals gross profit	\$2,089	\$2,147	\$2,092
Gross profit from other lines of business	314	333	340
Selling, general and administrative expenses	(719)	(714)	(758)
Merger related costs	—	26	(11)
Restructuring charge	(14)	(6)	1
Non-rental depreciation and amortization	(255)	(268)	(273)
Interest expense, net	(511)	(567)	(555)
Other income, net	5	12	14
Income before provision for income taxes	<u>\$ 909</u>	<u>\$ 963</u>	<u>\$ 850</u>

We operate in the United States and Canada. The following table presents geographic area information for the years ended December 31, 2016, 2015 and 2014, except for balance sheet information, which is presented as of December 31, 2016 and 2015:

	<u>Domestic</u>	<u>Foreign (Canada)</u>	<u>Total</u>
2016			
Equipment rentals	\$4,524	\$417	\$4,941
Sales of rental equipment	444	52	496
Sales of new equipment	129	15	144
Contractor supplies sales	68	11	79
Service and other revenues	87	15	102
Total revenue	<u>5,252</u>	<u>510</u>	<u>5,762</u>
Rental equipment, net	5,709	480	6,189
Property and equipment, net	390	40	430
Goodwill and other intangibles, net	\$3,699	\$303	\$4,002
2015			
Equipment rentals	\$4,452	\$497	\$4,949
Sales of rental equipment	480	58	538
Sales of new equipment	137	20	157
Contractor supplies sales	69	10	79
Service and other revenues	80	14	94
Total revenue	<u>5,218</u>	<u>599</u>	<u>5,817</u>
Rental equipment, net	5,657	529	6,186
Property and equipment, net	399	46	445
Goodwill and other intangibles, net	\$3,838	\$310	\$4,148
2014			
Equipment rentals	\$4,217	\$602	\$4,819
Sales of rental equipment	478	66	544
Sales of new equipment	124	25	149
Contractor supplies sales	70	15	85
Service and other revenues	73	15	88
Total revenue	<u>\$4,962</u>	<u>\$723</u>	<u>\$5,685</u>

4. Restructuring Charges

Closed Restructuring Programs

We have two closed restructuring programs. The first was initiated in 2008 in recognition of a challenging economic environment and closed in 2011. The second closed restructuring program was initiated following the April 30, 2012 acquisition of RSC, and was completed in 2013. The restructuring charges under the closed restructuring programs include severance costs associated with headcount reductions, as well as branch closure charges which principally relate to continuing lease obligations at vacant facilities.

The table below provides certain information concerning our restructuring charges under the closed restructuring programs:

Description	Beginning Reserve Balance	Charged to Costs and Expenses (1)	Payments and Other	Ending Reserve Balance
Year ended December 31, 2014:				
Branch closure charges	\$ 33	\$ (1)	\$ (12)	\$ 20
Severance costs	<u>2</u>	<u>—</u>	<u>(2)</u>	<u>—</u>
Total	\$ 35	\$ (1)	\$ (14)	\$ 20
Year ended December 31, 2015:				
Branch closure charges	\$ 20	\$ 2	\$ (9)	\$ 13
Severance costs	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total	\$ 20	\$ 2	\$ (9)	\$ 13
Year ended December 31, 2016:				
Branch closure charges	\$ 13	\$—	\$ (5)	\$ 8
Severance costs	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total	\$ 13	\$—	\$ (5)	\$ 8

(1) Reflected in our consolidated statements of income as “Restructuring charge.” The restructuring charges are not allocated to our segments.

As of December 31, 2016, we have incurred total restructuring charges under the closed restructuring programs of \$216, comprised of \$150 of branch closure charges and \$66 of severance costs.

2015-2016 Cost Savings Restructuring Program

In the fourth quarter of 2015, we initiated a restructuring program (the “2015/2016 restructuring program”) in response to challenges in our operating environment. In particular, during 2015, we experienced volume and pricing pressure in our general rental business and our Pump Solutions region associated with upstream oil and gas customers. Additionally, our Lean initiatives did not fully generate the anticipated cost savings due to lower than expected growth. Though we expected solid industry growth in 2016, the 2015/2016 restructuring program was initiated in an effort to reduce costs in an environment with continuing pressures on volume and pricing. The program was completed in the fourth quarter of 2016.

The table below provides certain information concerning our restructuring charges under the 2015/2016 restructuring program:

Description	Beginning Reserve Balance	Charged to Costs and Expenses (1)	Payments and Other	Ending Reserve Balance
Year ended December 31, 2015:				
Branch closure charges	\$—	\$—	\$—	\$—
Severance costs	<u>—</u>	<u>4</u>	<u>(1)</u>	<u>3</u>
Total	<u>\$—</u>	<u>\$ 4</u>	<u>\$ (1)</u>	<u>\$ 3</u>
Year ended December 31, 2016:				
Branch closure charges	\$—	\$ 10	\$ (2)	\$ 8
Severance costs	<u>3</u>	<u>4</u>	<u>(6)</u>	<u>1</u>
Total	<u>\$ 3</u>	<u>\$ 14</u>	<u>\$ (8)</u>	<u>\$ 9</u>

(1) Reflected in our consolidated statements of income as “Restructuring charge.” The restructuring charges are not allocated to our segments.

As of December 31, 2016, we incurred total restructuring charges under the 2015/2016 restructuring program of \$18, comprised of \$10 of branch closure charges and \$8 of severance costs.

5. Rental Equipment

Rental equipment consists of the following:

	December 31,	
	2016	2015
Rental equipment	\$ 9,413	\$ 9,022
Less accumulated depreciation	<u>(3,224)</u>	<u>(2,836)</u>
Rental equipment, net	<u>\$ 6,189</u>	<u>\$ 6,186</u>

6. Property and Equipment

Property and equipment consist of the following:

	December 31,	
	2016	2015
Land	\$ 96	\$ 98
Buildings	212	226
Non-rental vehicles	93	86
Machinery and equipment	87	78
Furniture and fixtures	188	171
Leasehold improvements	<u>221</u>	<u>212</u>
	897	871
Less accumulated depreciation and amortization	<u>(467)</u>	<u>(426)</u>
Property and equipment, net	<u>\$ 430</u>	<u>\$ 445</u>

7. Goodwill and Other Intangible Assets

The following table presents the changes in the carrying amount of goodwill for each of the three years in the period ended December 31, 2016:

	<u>General rentals</u>	<u>Trench, power and pump</u>	<u>Total</u>
Balance at January 1, 2014 (1)	\$2,812	\$141	\$2,953
Goodwill related to acquisitions (2)	12	330	342
Foreign currency translation and other adjustments	(20)	(3)	(23)
Balance at December 31, 2014 (1)	<u>2,804</u>	<u>468</u>	<u>3,272</u>
Goodwill related to acquisitions (2)	16	—	16
Foreign currency translation and other adjustments	(34)	(11)	(45)
Balance at December 31, 2015 (1)	2,786	457	3,243
Goodwill related to acquisitions (2)	5	4	9
Foreign currency translation and other adjustments	6	2	8
Balance at December 31, 2016 (1)	<u>\$2,797</u>	<u>\$463</u>	<u>\$3,260</u>

- (1) The total carrying amount of goodwill for all periods in the table above is reflected net of \$1,557 of accumulated impairment charges, which were primarily recorded in our general rentals segment.
- (2) Includes goodwill adjustments for the effect on goodwill of changes to net assets acquired during the measurement period, which were not significant to our previously reported operating results or financial condition.

Other intangible assets were comprised of the following at December 31, 2016 and 2015:

	<u>December 31, 2016</u>			
	<u>Weighted- Average Remaining Amortization Period</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Amount</u>
Non-compete agreements	28 months	\$ 70	\$ 57	\$ 13
Customer relationships	10 years	\$1,465	\$737	\$728
Trade names and associated trademarks	4 months	\$ 80	\$ 79	\$ 1

	<u>December 31, 2015</u>			
	<u>Weighted- Average Remaining Amortization Period</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Amount</u>
Non-compete agreements	31 months	\$ 69	\$ 44	\$ 25
Customer relationships	11 years	\$1,453	\$583	\$870
Trade names and associated trademarks	16 months	\$ 80	\$ 70	\$ 10

Amortization expense for other intangible assets was \$174, \$193 and \$204 for the years ended December 31, 2016, 2015 and 2014, respectively.

As of December 31, 2016, estimated amortization expense for other intangible assets for each of the next five years and thereafter was as follows:

2017	\$146
2018	126
2019	111
2020	95
2021	80
Thereafter	<u>184</u>
Total	<u>\$742</u>

8. Accrued Expenses and Other Liabilities and Other Long-Term Liabilities

Accrued expenses and other liabilities consist of the following:

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Self-insurance accruals	\$ 35	\$ 43
Accrued compensation and benefit costs	55	41
Property and income taxes payable	23	22
Restructuring reserves (1)	17	16
Interest payable	79	91
Deferred revenue (2)	40	38
National accounts accrual	40	39
Due to seller	2	4
Other (3)	53	61
Accrued expenses and other liabilities	<u>\$344</u>	<u>\$355</u>

- (1) Relates to branch closure charges and severance costs. See note 4 for additional detail.
- (2) Primarily relates to amounts billed to customers in excess of recognizable equipment rental revenue. See note 2 (“Revenue Recognition”) for additional detail.
- (3) Other includes multiple items, none of which are individually significant.

Other long-term liabilities consist of the following:

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Self-insurance accruals	\$59	\$47
Accrued compensation and benefit costs	8	7
Other long-term liabilities	<u>\$67</u>	<u>\$54</u>

9. Derivatives

We recognize all derivative instruments as either assets or liabilities at fair value, and recognize changes in the fair value of the derivative instruments based on the designation of the derivative. We are exposed to certain risks relating to our ongoing business operations. During the year ended December 31, 2016, the risks we managed using derivative instruments were diesel price risk and foreign currency exchange rate risk. At December 31, 2016, we had outstanding fixed price swap contracts on diesel purchases which were entered into to mitigate the price risk associated with forecasted purchases of diesel. During the year ended December 31, 2016, we entered into forward contracts to purchase Canadian dollars to mitigate the foreign currency exchange rate risk associated with certain Canadian dollar denominated intercompany loans. At December 31, 2016, there were no outstanding forward contracts to purchase Canadian dollars. The outstanding forward contracts on diesel purchases were designated and qualify as cash flow hedges and the forward contracts to purchase Canadian dollars, which were all settled as of December 31, 2016, represented derivative instruments not designated as hedging instruments.

Fixed Price Diesel Swaps

The fixed price swap contracts on diesel purchases that were outstanding at December 31, 2016 were designated and qualify as cash flow hedges and the effective portion of the unrealized gain or loss on these contracts is reported as a component of accumulated other comprehensive income and is reclassified into earnings in the period during which the hedged transaction affects earnings (i.e., when the hedged gallons of

diesel are used). The remaining gain or loss on the fixed price swap contracts in excess of the cumulative change in the present value of future cash flows of the hedged item, if any (i.e., the ineffective portion), is recognized in our consolidated statements of income during the current period. As of December 31, 2016, we had outstanding fixed price swap contracts covering 7.0 million gallons of diesel which will be purchased throughout 2017 and 2018.

Foreign Currency Forward Contracts

The forward contracts to purchase Canadian dollars, which were all settled as of December 31, 2016, represented derivative instruments not designated as hedging instruments and gains or losses due to changes in the fair value of the forward contracts were recognized in our consolidated statements of income during the period in which the changes in fair value occurred. During the year ended December 31, 2016, forward contracts were used to purchase \$894 Canadian dollars, representing the total amount due at maturity for certain Canadian dollar denominated intercompany loans that were settled during the year ended December 31, 2016. Upon maturity, the proceeds from the forward contracts were used to pay down the Canadian dollar denominated intercompany loans.

Financial Statement Presentation

As of December 31, 2016 and 2015, immaterial amounts (\$6 or less) were reflected in prepaid expenses and other assets, accrued expenses and other liabilities, and accumulated other comprehensive income in our consolidated balance sheets associated with the outstanding fixed price swap contracts that were designated and qualify as cash flow hedges. Insignificant amounts (less than \$1) were reflected in our consolidated statement of cash flows for the years ended December 31, 2016, 2015 and 2014 associated with the forward contracts to purchase Canadian dollars. Operating cash flows in our consolidated statement of cash flows for the years ended December 31, 2016, 2015 and 2014 include \$29, \$35 and \$41, respectively, associated with the fixed price diesel swaps, comprised of 1) the cost to purchase 10.1 million, 10.6 million and 10.5 million hedged gallons of diesel during the years ended December 31, 2016, 2015 and 2014, respectively, and 2) cash paid to or received from the counterparties to the fixed price swaps.

The effect of our derivative instruments on our consolidated statements of income for the years ended December 31, 2016, 2015 and 2014 was as follows:

	<u>Location of income (expense) recognized on derivative/hedged item</u>	<u>Amount of income (expense) recognized on derivative</u>	<u>Amount of income (expense) recognized on hedged item</u>
Year ended December 31, 2016:			
Derivatives designated as hedging instruments:			
Fixed price diesel swaps	Other income (expense), net (1)	\$ *	
	Cost of equipment rentals, excluding depreciation (2), (3)	(6)	(23)
Derivatives not designated as hedging instruments:			
Foreign currency forward contracts	Other income (expense), net	(3)	3
Year ended December 31, 2015:			
Derivatives designated as hedging instruments:			
Fixed price diesel swaps	Other income (expense), net (1)	\$ *	
	Cost of equipment rentals, excluding depreciation (2), (3)	(7)	(29)
Derivatives not designated as hedging instruments:			
Foreign currency forward contracts	Other income (expense), net	(5)	5
Year ended December 31, 2014:			
Derivatives designated as hedging instruments:			
Fixed price diesel swaps	Other income (expense), net (1)	\$ *	
	Cost of equipment rentals, excluding depreciation (2), (3)	*	(40)
Derivatives not designated as hedging instruments:			
Foreign currency forward contracts	Other income (expense), net	(7)	7

* Amounts are insignificant (less than \$1).

(1) Represents the ineffective portion of the fixed price diesel swaps.

(2) Amounts recognized on derivative represent the effective portion of the fixed price diesel swaps.

(3) Amounts recognized on hedged item reflect the use of 10.1 million, 10.6 million and 10.5 million gallons of diesel covered by the fixed price swaps during the years ended December 31, 2016, 2015 and 2014, respectively.

10. Fair Value Measurements

We account for certain assets and liabilities at fair value, and categorize each of our fair value measurements in one of the following three levels based on the lowest level input that is significant to the fair value measurement in its entirety:

Level 1—Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than quoted prices in active markets for identical assets and liabilities include:

- a) quoted prices for similar assets or liabilities in active markets;
- b) quoted prices for identical or similar assets or liabilities in inactive markets;
- c) inputs other than quoted prices that are observable for the asset or liability;
- d) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3—Inputs to the valuation methodology are unobservable (i.e., supported by little or no market activity) and significant to the fair value measure.

Assets and Liabilities Measured at Fair Value

As of December 31, 2016 and 2015, our only assets and liabilities measured at fair value were our fixed price diesel swaps contracts, which are Level 2 derivatives measured at fair value on a recurring basis. As of December 31, 2016 and 2015, immaterial amounts (\$6 or less) were reflected in prepaid expenses and other assets, and accrued expenses and other liabilities in our consolidated balance sheets, reflecting the fair values of the fixed price swap contracts. As discussed in note 9 to the consolidated financial statements, we entered into the fixed price swap contracts on diesel purchases to mitigate the price risk associated with forecasted purchases of diesel. Fair value is determined based on observable market data. As of December 31, 2016, we have fixed price swap contracts covering 7.0 million gallons of diesel which we will buy throughout 2017 and 2018 at the average contract price of \$2.56 per gallon, while the average forward price for the hedged gallons was \$2.73 per gallon as of December 31, 2016.

Fair Value of Financial Instruments

The carrying amounts reported in our consolidated balance sheets for accounts receivable, accounts payable and accrued expenses and other liabilities approximate fair value due to the immediate to short-term maturity of these financial instruments. The fair values of our senior secured asset-based revolving credit facility (“ABL facility”) and accounts receivable securitization facility approximate their book values as of December 31, 2016 and 2015. The estimated fair values of our other financial instruments at December 31, 2016 and 2015 have been calculated based upon available market information or an appropriate valuation technique, and are as follows:

	<u>December 31, 2016</u>		<u>December 31, 2015</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Level 1:				
Senior and senior subordinated notes	\$5,506	\$5,715	\$5,916	\$6,030
Level 3:				
Capital leases (1)	71	70	96	95

(1) The fair value of capital leases reflects the present value of the leases using a 7.0 percent interest rate.

11. Debt

Debt, net of unamortized original issue discounts or premiums, and unamortized debt issuance costs, consists of the following:

	December 31,	
	2016	2015
Accounts Receivable Securitization Facility (1)	\$ 568	\$ 571
\$2.5 billion ABL Facility (1)	1,645	1,579
7 ³ / ₈ percent Senior Notes (2)	—	740
8 ¹ / ₄ percent Senior Notes (2)	—	315
7 ⁵ / ₈ percent Senior Notes due 2022 (2)	469	1,306
6 ¹ / ₈ percent Senior Notes due 2023	936	937
4 ⁵ / ₈ percent Senior Secured Notes due 2023	991	989
5 ³ / ₄ percent Senior Notes due 2024	839	838
5 ¹ / ₂ percent Senior Notes due 2025	792	791
5 ⁷ / ₈ percent Senior Notes due 2026 (3)	740	—
5 ¹ / ₂ percent Senior Notes due 2027 (3)	739	—
Capital leases	71	96
Total debt	7,790	8,162
Less short-term portion	(597)	(607)
Total long-term debt	\$7,193	\$7,555

- (1) \$809 and \$57 were available under our ABL facility and accounts receivable securitization facility, respectively, at December 31, 2016. The ABL facility availability is reflected net of \$36 of letters of credit. At December 31, 2016, the interest rates applicable to our ABL facility and accounts receivable securitization facility were 2.3 percent and 1.5 percent, respectively.
- (2) In 2016, we redeemed all of our 7 ³/₈ percent Senior Notes and 8 ¹/₄ percent Senior Notes, and \$850 principal amount of 4 our 7 ⁵/₈ percent Senior Notes due 2022. Upon redemption, we recognized an aggregate loss of \$100 in interest expense, net. The loss represented the difference between the net carrying amount and the total purchase price of the redeemed notes.
- (3) In 2016, URNA issued \$750 principal amount of 5 ⁷/₈ percent Senior Notes due 2026 and \$750 principal amount of 5 ¹/₂ percent Senior Notes due 2027. See below for additional detail.

Short-term debt

As of December 31, 2016, our short-term debt primarily reflects \$568 of borrowings under our accounts receivable securitization facility. As discussed below, in 2016, we amended and extended our accounts receivable securitization facility. During the year ended December 31, 2016, the monthly average amount outstanding under the accounts receivable securitization facility was \$551 and the weighted-average interest rate thereon was 1.2 percent. The maximum month-end amount outstanding under the accounts receivable securitization facility during the year ended December 31, 2016 was \$621.

Accounts Receivable Securitization Facility. In August 2016, we amended and extended our accounts receivable securitization facility. The amended facility expires on August 29, 2017, has a facility size of \$625, and may be extended on a 364-day basis by mutual agreement of the Company and the lenders under the facility. Borrowings under the facility are reflected as short-term debt on our consolidated balance sheets. Key provisions of the facility include the following:

- borrowings are permitted only to the extent that the face amount of the receivables in the collateral pool, net of applicable reserves, exceeds the outstanding loans by a specified amount. As of December 31, 2016, there were \$655 of receivables, net of applicable reserves, in the collateral pool;
- the receivables in the collateral pool are the lenders' only source of repayment;
- upon early termination of the facility, no new amounts will be advanced under the facility and collections on the receivables securing the facility will be used to repay the outstanding borrowings; and
- standard termination events including, without limitation, a change of control of Holdings, URNA or certain of its subsidiaries, a failure to make payments, a failure to comply with standard default, delinquency, dilution and days sales outstanding covenants, or breach of the fixed charge coverage ratio covenant under the ABL facility (if applicable).

ABL Facility. In June 2008, Holdings, URNA, and certain of our subsidiaries entered into a credit agreement providing for a five-year \$1.25 billion ABL facility, a portion of which is available for borrowing in Canadian dollars. The ABL facility was subsequently upsized and extended. The size of the ABL facility was \$2.5 billion as of December 31, 2016.

The ABL facility is subject to, among other things, the terms of a borrowing base derived from the value of eligible rental equipment and eligible inventory. The borrowing base is subject to certain reserves and caps customary for financings of this type. All amounts borrowed under the credit agreement must be repaid on or before June 2021. Loans under the credit agreement bear interest, at URNA's option: (i) in the case of loans in U.S. dollars, at a rate equal to the London interbank offered rate or an alternate base rate, in each case plus a spread, or (ii) in the case of loans in Canadian dollars, at a rate equal to the Canadian prime rate or an alternate rate (Bankers' Acceptance Rate), in each case plus a spread. The interest rates under the credit agreement are subject to change based on the availability in the facility. A commitment fee accrues on any unused portion of the commitments under the credit agreement at a fixed rate per annum. Ongoing extensions of credit under the credit agreement are subject to customary conditions, including sufficient availability under the borrowing base. The credit agreement also contains covenants that, unless certain financial and other conditions are satisfied, require URNA to satisfy various financial tests and to maintain certain financial ratios. As discussed below (see "Loan Covenants and Compliance"), the only material financial covenant that currently exists in the ABL facility is the fixed charge coverage ratio. As of December 31, 2016, availability under the ABL facility has exceeded the required threshold and, as a result, this maintenance covenant is inapplicable. In addition, the credit agreement contains customary negative covenants applicable to Holdings, URNA and our subsidiaries, including negative covenants that restrict the ability of such entities to, among other things, (i) incur additional indebtedness or engage in certain other types of financing transactions, (ii) allow certain liens to attach to assets, (iii) repurchase, or pay dividends or make certain other restricted payments on, capital stock and certain other securities, (iv) prepay certain indebtedness and (v) make acquisitions and investments. The U.S. dollar borrowings under the credit agreement are secured by substantially all of our assets and substantially all of the assets of certain of our U.S. subsidiaries (other than real property and certain accounts receivable). The U.S. dollar borrowings under the credit agreement are guaranteed by Holdings and by URNA and, subject to certain exceptions, our domestic subsidiaries. Borrowings under the credit agreement by URNA's Canadian subsidiaries are also secured by substantially all the assets of URNA's Canadian subsidiaries and supported by guarantees from the Canadian subsidiaries and from Holdings and URNA, and, subject to certain exceptions, our domestic subsidiaries. Under the ABL facility, a change of control (as defined in the credit agreement) constitutes an event of default, entitling our lenders, among other things, to terminate our ABL facility and to require us to repay outstanding borrowings.

As of December 31, 2016, the ABL facility was our only long-term variable rate debt instrument. During the year ended December 31, 2016, the monthly average amount outstanding under the ABL facility was \$1.4 billion and the weighted-average interest rate thereon was 2.1 percent. The maximum month-end amount outstanding under the ABL facility during the year ended December 31, 2016 was \$1.7 billion.

7⁵/₈ percent Senior Notes due 2022. In March 2012, Funding SPV issued \$1.325 billion aggregate principal amount of 7⁵/₈ percent Senior Notes (the “7⁵/₈ percent Notes”), which are due April 15, 2022. The net proceeds from the sale of the 7⁵/₈ percent Notes were approximately \$1.295 billion (after deducting the initial purchasers’ fees and offering expenses). Upon consummation of the RSC merger, URNA assumed the 7⁵/₈ percent Notes. The 7⁵/₈ percent Notes are unsecured and are guaranteed by Holdings and, subject to limited exceptions, URNA’s domestic subsidiaries. As of December 31, 2016, after the redemption of \$850 principal amount of the 7⁵/₈ percent Notes in 2016, the outstanding principal amount of the notes was \$475. The 7⁵/₈ percent Notes may be redeemed on or after April 15, 2017, at specified redemption prices that range from 103.813 percent in 2017, to 100 percent in 2020 and thereafter, plus accrued and unpaid interest. The indenture governing the 7⁵/₈ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) dividends, other payments and other matters affecting subsidiaries; (viii) transactions with affiliates; and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. Each of these covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then outstanding 7⁵/₈ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

6¹/₈ percent Senior Notes due 2023. In October 2012, URNA issued \$400 aggregate principal amount of 6¹/₈ percent Senior Notes (the “6¹/₈ percent Notes”), which are due June 15, 2023. In March 2014, URNA issued \$525 principal amount of 6¹/₈ percent Notes as an add on to the existing 6¹/₈ percent Notes. The notes issued in March 2014 have identical terms, and are fungible, with the existing 6¹/₈ percent Notes. The net proceeds from the issuances of the 6¹/₈ percent Notes were \$939 (after deducting offering expenses). The 6¹/₈ percent Notes are unsecured and are guaranteed by Holdings and, subject to limited exceptions, URNA’s domestic subsidiaries. The 6¹/₈ percent Notes may be redeemed by URNA on or after December 15, 2017, at specified redemption prices that range from 103.063 percent in 2017 to 100 percent in 2020 and thereafter. The indenture governing the 6¹/₈ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) additional indebtedness; (ii) restricted payments; (iii) liens; (iv) asset sales; (v) preferred stock of certain subsidiaries; (vi) transactions with affiliates; (vii) dividends and other payments; (viii) designations of unrestricted subsidiaries; (ix) additional subsidiary guarantees and (x) mergers, consolidations or sales of substantially all of our assets. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then outstanding 6¹/₈ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof plus accrued and unpaid interest, if any, thereon. The carrying value of the 6¹/₈ percent Notes includes the \$21 unamortized portion of the original issue premium recognized in conjunction with the March 2014 issuance, which is being amortized through the maturity date in 2023. The effective interest rate on the 6¹/₈ percent Senior Notes is 5.7 percent.

4⁵/₈ percent Senior Secured Notes due 2023. In March 2015, URNA issued \$1.0 billion aggregate principal amount of 4⁵/₈ percent Senior Secured Notes (the “4⁵/₈ percent Notes”), which are due July 15, 2023. The net proceeds from the issuance were approximately \$990 (after deducting offering expenses). The 4⁵/₈ percent Notes are guaranteed by Holdings and certain domestic subsidiaries of URNA and are secured on a second-priority basis by liens on substantially all of URNA’s and the guarantors’ assets that secure the ABL facility, subject to certain exceptions. The 4⁵/₈ percent Notes may be redeemed on or after July 15, 2018, at specified redemption prices that range from 103.469 percent in 2018, to 100 percent in 2021 and thereafter, plus accrued

and unpaid interest, if any. The indenture governing the 4⁵/₈ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) restrictions affecting subsidiaries; (viii) transactions with affiliates and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. The indenture also includes covenants relating to the grant of and maintenance of liens for the benefit of the notes collateral agent. Each of the restrictive covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then-outstanding 4⁵/₈ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

5³/₄ percent Senior Notes due 2024. In March 2014, URNA issued \$850 aggregate principal amount of 5³/₄ percent Senior Notes (the “5³/₄ percent Notes”), which are due November 15, 2024. The net proceeds from the issuance were \$837 (after deducting offering expenses). The 5³/₄ percent Notes are unsecured and are guaranteed by Holdings and, subject to limited exceptions, URNA’s domestic subsidiaries. The 5³/₄ percent Notes may be redeemed on or after May 15, 2019, at specified redemption prices that range from 102.875 percent in the 12-month period commencing on May 15, 2019, to 100 percent in the 12-month period commencing on May 15, 2022 and thereafter, plus accrued and unpaid interest. The indenture governing the 5³/₄ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) restrictions affecting subsidiaries; (viii) transactions with affiliates and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. Each of these covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then outstanding 5³/₄ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

5¹/₂ percent Senior Notes due 2025. In March 2015, URNA issued \$800 aggregate principal amount of 5¹/₂ percent Senior Notes which are due July 15, 2025 (the “2025 5¹/₂ percent Notes”). The net proceeds from the issuance were approximately \$792 (after deducting offering expenses). The 2025 5¹/₂ percent Notes are unsecured and are guaranteed by Holdings and certain domestic subsidiaries of URNA. The 2025 5¹/₂ percent Notes may be redeemed on or after July 15, 2020, at specified redemption prices that range from 102.75 percent in 2020, to 100 percent in 2023 and thereafter, plus accrued and unpaid interest, if any. The indenture governing the 2025 5¹/₂ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) restrictions affecting subsidiaries; (viii) transactions with affiliates and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. Each of the restrictive covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then-outstanding 2025 5¹/₂ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

5⁷/₈ percent Senior Notes due 2026. In May 2016, URNA issued \$750 aggregate principal amount of 5⁷/₈ percent Senior Notes (the “5⁷/₈ percent Notes”) which are due September 15, 2026. The net proceeds from the issuance were approximately \$741 (after deducting offering expenses). The 5⁷/₈ percent Notes are unsecured and are guaranteed by Holdings and certain domestic subsidiaries of URNA. The 5⁷/₈ percent Notes may be

redeemed on or after September 15, 2021, at specified redemption prices that range from 102.938 percent in 2021, to 100 percent in 2024 and thereafter, plus accrued and unpaid interest, if any. The indenture governing the 5⁷/₈ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) restrictions affecting subsidiaries; (viii) transactions with affiliates; and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. Each of the restrictive covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then-outstanding 5⁷/₈ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

5¹/₂ percent Senior Notes due 2027. In November 2016, URNA issued \$750 aggregate principal amount of 5¹/₂ percent Senior Notes which are due May 15, 2027 (the “2027 5¹/₂ percent Notes”). The net proceeds from the issuance were approximately \$741 (after deducting offering expenses). The 2027 5¹/₂ percent Notes are unsecured and are guaranteed by Holdings and certain domestic subsidiaries of URNA. The 2027 5¹/₂ percent Notes may be redeemed on or after May 15, 2022, at specified redemption prices that range from 102.75 percent in 2022, to 100 percent in 2025 and thereafter, plus accrued and unpaid interest, if any. The indenture governing the 2027 5¹/₂ percent Notes contains certain restrictive covenants, including, among others, limitations on (i) liens; (ii) additional indebtedness; (iii) mergers, consolidations and acquisitions; (iv) sales, transfers and other dispositions of assets; (v) loans and other investments; (vi) dividends and other distributions, stock repurchases and redemptions and other restricted payments; (vii) restrictions affecting subsidiaries; (viii) transactions with affiliates; and (ix) designations of unrestricted subsidiaries, as well as a requirement to timely file periodic reports with the SEC. Each of the restrictive covenants is subject to important exceptions and qualifications that would allow URNA and its subsidiaries to engage in these activities under certain conditions. The indenture also requires that, in the event of a change of control (as defined in the indenture), URNA must make an offer to purchase all of the then-outstanding 2027 5¹/₂ percent Notes tendered at a purchase price in cash equal to 101 percent of the principal amount thereof, plus accrued and unpaid interest, if any, thereon.

Loan Covenants and Compliance

As of December 31, 2016, we were in compliance with the covenants and other provisions of the ABL facility, the accounts receivable securitization facility and the senior notes. Any failure to be in compliance with any material provision or covenant of these agreements could have a material adverse effect on our liquidity and operations.

The only financial covenant that currently exists under the ABL facility is the fixed charge coverage ratio. Subject to certain limited exceptions specified in the ABL facility, the fixed charge coverage ratio covenant under the ABL facility will only apply in the future if specified availability under the ABL facility falls below 10 percent of the maximum revolver amount under the ABL facility. When certain conditions are met, cash and cash equivalents and borrowing base collateral in excess of the ABL facility size may be included when calculating specified availability under the ABL facility. As of December 31, 2016, specified availability under the ABL facility exceeded the required threshold and, as a result, this maintenance covenant is inapplicable. Under our accounts receivable securitization facility, we are required, among other things, to maintain certain financial tests relating to: (i) the default ratio, (ii) the delinquency ratio, (iii) the dilution ratio and (iv) days sales outstanding. The accounts receivable securitization facility also requires us to comply with the fixed charge coverage ratio under the ABL facility, to the extent the ratio is applicable under the ABL facility.

Maturities

Maturities of the Company's debt (exclusive of any unamortized original issue discounts or premiums, and unamortized debt issuance costs) for each of the next five years and thereafter at December 31, 2016 are as follows:

2017	\$ 597
2018	21
2019	12
2020	4
2021	1,656
Thereafter	<u>5,553</u>
Total	<u>\$7,843</u>

12. Income Taxes

The components of the provision for income taxes for each of the three years in the period ended December 31, 2016 are as follows:

	<u>Year ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Current			
Federal	\$186	\$ 13	\$ 2
Foreign	10	15	42
State and local	24	14	5
	<u>220</u>	<u>42</u>	<u>49</u>
Deferred			
Federal	119	300	240
Foreign	(1)	5	2
State and local	5	31	19
	<u>123</u>	<u>336</u>	<u>261</u>
Total	<u>\$343</u>	<u>\$378</u>	<u>\$310</u>

A reconciliation of the provision for income taxes and the amount computed by applying the statutory federal income tax rate of 35 percent to the income before provision for income taxes for each of the three years in the period ended December 31, 2016 is as follows:

	<u>Year ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Computed tax at statutory tax rate	\$318	\$337	\$297
State income taxes, net of federal tax benefit	21	41	22
Non-deductible expenses and other	9	8	8
Foreign taxes	(5)	(8)	(17)
Total	<u>\$343</u>	<u>\$378</u>	<u>\$310</u>

The components of deferred income tax assets (liabilities) are as follows:

	<u>December 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Reserves and allowances	\$ 103	\$ 112
Debt cancellation and other	33	48
Net operating loss and credit carryforwards	28	73
Total deferred tax assets	<u>164</u>	<u>233</u>
Property and equipment	(1,820)	(1,714)
Intangibles	(231)	(272)
Valuation allowance	<u>(9)</u>	<u>(12)</u>
Total deferred tax liability	<u>(2,060)</u>	<u>(1,998)</u>
Total deferred income tax liability	<u>\$(1,896)</u>	<u>\$(1,765)</u>

The following table summarizes the activity related to unrecognized tax benefits, some of which would impact our effective tax rate if recognized:

	<u>2016</u>	<u>2015</u>
Balance at January 1	\$ 3	\$ 7
Additions for tax positions of prior years	1	1
Reductions for tax positions of prior years	—	(1)
Settlements	<u>—</u>	<u>(4)</u>
Balance at December 31	<u>\$ 4</u>	<u>\$ 3</u>

We include interest accrued on the underpayment of income taxes in interest expense, and penalties, if any, related to unrecognized tax benefits in selling, general and administrative expense. Interest expense of less than \$1 related to income tax was reflected in our consolidated statements of income for each of the years ended December 31, 2016, 2015 and 2014.

We file income tax returns in the United States and in Canada. With few exceptions, we have completed our domestic and international income tax examinations, or the statute of limitations has expired in the respective jurisdictions, for years prior to 2010. The Internal Revenue Service (“IRS”) has completed audits for periods prior to 2010. Canadian authorities have concluded income tax audits for periods through 2010. Included in the balance of unrecognized tax benefits at December 31, 2016 are certain tax positions associated with Canadian transfer pricing and U.S. state inter-company royalty related issues. The Company has submitted a request to the Canadian Competent Authority for an Advanced Pricing Arrangement (“APA”) associated with our intercompany transactions. The process has been delayed due to changes in the management and staff in the Canadian Revenue Agency (“CRA”). The latest communication received from the CRA indicated that the CRA’s position on this matter should be expected within the next 12 months. It is not possible to estimate the amount of the change, if any, to the previously recorded uncertain tax positions.

For financial reporting purposes, income before provision for income taxes for our foreign subsidiaries was \$29, \$70 and \$168 for the years ended December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, unremitted earnings of foreign subsidiaries were approximately \$382. Since it is our intention to indefinitely reinvest these earnings, no U.S. taxes have been provided for these amounts. If we changed our reinvestment policy and decided to remit earnings as a dividend, a deferred tax liability would arise. Determination of the amount of unrecognized deferred tax liability on these unremitted taxes is not practicable.

We have net operating loss carryforwards (“NOLs”) of \$527 for state income tax purposes that expire from 2016 through 2036. We have recorded valuation allowances against this deferred asset of \$9 and \$12 as of

December 31, 2016 and 2015, respectively. We have no NOLs recorded for federal income tax purposes. In 2016, the Company utilized \$155 of existing NOLs to offset tax liabilities.

13. Commitments and Contingencies

We are subject to a number of claims and proceedings that generally arise in the ordinary conduct of our business. These matters include, but are not limited to, general liability claims (including personal injury, product liability, and property and automobile claims), indemnification and guarantee obligations, employee injuries and employment-related claims, self-insurance obligations and contract and real estate matters. Based on advice of counsel and available information, including current status or stage of proceeding, and taking into account accruals included in our consolidated balance sheets for matters where we have established them, we currently believe that any liabilities ultimately resulting from these ordinary course claims and proceedings will not, individually or in the aggregate, have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Indemnification

The Company indemnifies its officers and directors pursuant to indemnification agreements and may in addition indemnify these individuals as permitted by Delaware law.

Operating Leases

We lease rental equipment, real estate and certain office equipment under operating leases. Certain real estate leases require us to pay maintenance, insurance, taxes and certain other expenses in addition to the stated rental payments. Future minimum lease payments by year and in the aggregate, for non-cancelable operating leases with initial or remaining terms of one year or more are as follows at December 31, 2016:

	<u>Real Estate Leases</u>	<u>Non-Rental Equipment Leases</u>
2017	\$ 99	\$ 41
2018	82	30
2019	63	22
2020	44	15
2021	28	8
Thereafter	<u>39</u>	<u>2</u>
Total	<u>\$355</u>	<u>\$118</u>

Our real estate leases provide for varying terms, including customary escalation clauses. We evaluate our operating leases in accordance with GAAP. Our leases generally include default provisions that are customary, and do not contain material adverse change clauses, cross-default provisions or subjective default provisions. In these leases, the occurrence of an event of default is objectively determinable based on predefined criteria. Based on the facts and circumstances that existed at lease inception and with consideration of our history as a lessee, we believe that it is reasonable to assume that an event of default will not occur.

Rent expense under all non-cancelable real estate, rental equipment and other equipment operating leases totaled \$149, \$139 and \$131 for the years ended December 31, 2016, 2015 and 2014, respectively.

Capital Leases

Capital lease obligations consist primarily of vehicle and building leases with periods expiring at various dates through 2028. Capital lease obligations were \$71 and \$96 at December 31, 2016 and 2015, respectively.

The following table presents capital lease financial statement information for the years ended December 31, 2016, 2015 and 2014, except for balance sheet information, which is presented as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Depreciation of rental equipment	\$ 20	\$ 20	\$20
Non-rental depreciation and amortization	3	3	4
Rental equipment	190	186	
Less accumulated depreciation	<u>(70)</u>	<u>(56)</u>	
Rental equipment, net	<u>120</u>	<u>130</u>	
Property and equipment, net:			
Non-rental vehicles	7	8	
Buildings	21	21	
Less accumulated depreciation and amortization	<u>(16)</u>	<u>(16)</u>	
Property and equipment, net	<u>\$ 12</u>	<u>\$ 13</u>	

Future minimum lease payments for capital leases for each of the next five years and thereafter at December 31, 2016 are as follows:

2017	\$32
2018	23
2019	13
2020	4
2021	2
Thereafter	<u>3</u>
Total	77
Less amount representing interest (1)	<u>(6)</u>
Capital lease obligations	<u>\$71</u>

(1) The weighted average interest rate on our capital lease obligations as of December 31, 2016 was approximately 5.7 percent.

Employee Benefit Plans

We currently sponsor a defined contribution 401(k) retirement plan, which is subject to the provisions of the Employee Retirement Income Security Act of 1974. We also sponsor a deferred profit sharing plan for the benefit of the full-time employees of our Canadian subsidiaries. Under these plans, we match a percentage of the participants' contributions up to a specified amount. Company contributions to the plans were \$23, \$22 and \$19 in the years ended December 31, 2016, 2015 and 2014, respectively.

Environmental Matters

The Company and its operations are subject to various laws and related regulations governing environmental matters. Under such laws, an owner or lessee of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances located on or in, or emanating from, such property, as well as investigation of property damage. We incur ongoing expenses associated with the performance of appropriate remediation at certain locations.

14. Common Stock

We have 500 million authorized shares of common stock, \$0.01 par value. At December 31, 2016 and 2015, there were 0.5 million and 0.6 million shares of common stock reserved for issuance pursuant to options granted under our stock option plans, respectively.

As of December 31, 2016, there were an aggregate of 1.1 million outstanding time and performance-based RSUs and 3.7 million shares available for grant of stock and options under our 2010 Long Term Incentive Plan.

A summary of the transactions within the Company's stock option plans follows (shares in thousands):

	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding at January 1, 2014	875	\$17.85
Granted	—	—
Exercised	(213)	11.21
Canceled	(10)	19.98
Outstanding at December 31, 2014	652	19.99
Granted	—	—
Exercised	(87)	13.54
Canceled	(4)	20.29
Outstanding at December 31, 2015	561	20.99
Granted	—	—
Exercised	(54)	17.42
Canceled	—	—
Outstanding at December 31, 2016	507	21.37
Exercisable at December 31, 2014	564	\$16.18
Exercisable at December 31, 2015	537	\$19.49
Exercisable at December 31, 2016	507	\$21.37

As of December 31, 2016 (options in thousands):

<u>Range of Exercise Prices</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>	
	<u>Amount Outstanding</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>	<u>Weighted Average Exercise Price</u>	<u>Amount Exercisable</u>	<u>Weighted Average Exercise Price</u>
\$0.01- 5.00	100	2.2	\$ 3.38	100	\$ 3.38
5.01-10.00	169	3.2	8.32	169	8.32
10.01-15.00	12	2.1	14.50	12	14.50
15.01-20.00	12	2.8	15.22	12	15.22
25.01-30.00	27	3.2	26.01	27	26.01
30.01-35.00	62	4.2	31.49	62	31.49
40.01-45.00	51	5.1	41.25	51	41.25
50.01-55.00	74	6.2	53.78	74	53.78
	<u>507</u>		\$21.37	<u>507</u>	\$21.37

The following table presents information associated with options as of December 31, 2016 and 2015, and for the years ended December 31, 2016, 2015 and 2014:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Intrinsic value of options outstanding as of December 31	\$ 43	\$ 29	
Intrinsic value of options exercisable as of December 31	43	28	
Intrinsic value of options exercised	4	7	17
Weighted-average grant date fair value per option	\$—	\$—	\$—

In addition to stock options, the Company issues time-based and performance-based RSUs to certain officers and key executives under various plans. The RSUs automatically convert to shares of common stock on a one-for-one basis as the awards vest. The time-based RSUs typically vest over a three year vesting period beginning 12 months from the grant date and thereafter annually on the anniversary of the grant date. The performance-based RSUs vest over the performance period which is currently the calendar year. There were 346 thousand shares of common stock issued upon vesting of RSUs during 2016, net of 190 thousand shares surrendered to satisfy tax obligations. The Company measures the value of RSUs at fair value based on the closing price of the underlying common stock on the grant date. The Company amortizes the fair value of outstanding RSUs as stock-based compensation expense over the requisite service period on a straight-line basis, or sooner if the employee effectively vests upon termination of employment under certain circumstances. For performance-based RSUs, compensation expense is recognized to the extent that the satisfaction of the performance condition is considered probable.

A summary of RSUs granted follows (RSUs in thousands):

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
RSUs granted	901	463	805
Weighted-average grant date price per unit	\$60.55	\$86.84	\$92.28

As of December 31, 2016, the total pretax compensation cost not yet recognized by the Company with regard to unvested RSUs was \$32. The weighted-average period over which this compensation cost is expected to be recognized is 1.9 years.

A summary of RSU activity for the year ended December 31, 2016 follows (RSUs in thousands):

	<u>Stock Units</u>	<u>Weighted-Average Grant Date Fair Value</u>
Nonvested as of December 31, 2015	530	\$81.94
Granted	901	60.55
Vested	(645)	64.62
Forfeited	<u>(35)</u>	79.19
Nonvested as of December 31, 2016	<u>751</u>	\$71.29

The total fair value of RSUs vested during the fiscal years ended December 31, 2016, 2015 and 2014 was \$39, \$84, and \$54, respectively.

Stockholders' Rights Plan. Our stockholders' rights plan expired in accordance with its terms on September 27, 2011. Our board of directors elected not to renew or extend the plan.

15. Quarterly Financial Information (Unaudited)

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>	<u>Full Year</u>
For the year ended December 31, 2016 (1):					
Total revenues	\$1,310	\$1,421	\$1,508	\$1,523	\$5,762
Gross profit	500	590	656	657	2,403
Operating income	254	347	412	402	1,415
Net income	92	134	187	153	566
Earnings per share—basic	1.01	1.52	2.18	1.82	6.49
Earnings per share—diluted (3)	1.01	1.52	2.16	1.80	6.45
For the year ended December 31, 2015 (2):					
Total revenues	\$1,315	\$1,429	\$1,550	\$1,523	\$5,817
Gross profit	524	618	690	648	2,480
Operating income	300	375	446	397	1,518
Net income	115	86	215	169	585
Earnings per share—basic	1.19	0.89	2.28	1.82	6.14
Earnings per share—diluted (3)	1.16	0.88	2.25	1.81	6.07

- (1) The fourth quarter of 2016 includes \$6 of restructuring charges associated with the restructuring program we initiated in the fourth quarter of 2015 and closed in the fourth quarter of 2016, which is discussed further in note 4 to our consolidated financial statements. Additionally, as discussed in note 11 to our consolidated financial statements, in the fourth quarter of 2016, we redeemed \$850 principal amount of our 7 5/8 percent Senior Notes due 2022 and issued \$750 principal amount of 5 1/2 percent Senior Notes due 2027. Upon the partial redemption of the 7 5/8 percent Senior Notes due 2022, we recognized a loss of \$65 in interest expense, net. The loss represented the difference between the net carrying amount and the total purchase price of the redeemed notes.
- (2) The fourth quarter of 2015 included a decrease in stock compensation, net of \$14 as compared to the fourth quarter of 2014 primarily due to lower than expected revenue and profitability. Additionally, as discussed in note 4 to our consolidated financial statements, in the fourth quarter of 2015, we initiated a restructuring program in response to recent challenges in our operating environment. Though we expected solid industry growth in 2016, the restructuring program was initiated in an effort to reduce costs in an environment with continuing pressures on volume and pricing. We recognized \$4 of costs for the program in the fourth quarter of 2015. The program was completed in the fourth quarter of 2016. Additionally, during the fourth quarter of 2015, we reached agreement on a settlement that provided us with a \$5 refund on previously paid property taxes. We recognized a reduction of \$5 in cost of equipment rentals, excluding depreciation, associated with the settlement during the fourth quarter of 2015. Additionally, our provision for income taxes for the fourth quarter of 2015 includes the impact of a \$5 increase in valuation allowances resulting from the enactment of Connecticut state limitations on net operating loss utilization.

(3) Diluted earnings per share includes the after-tax impacts of the following:

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>	<u>Full Year</u>
For the year ended December 31, 2016:					
Merger related intangible asset amortization (5)	\$(0.30)	\$(0.28)	\$(0.28)	\$(0.29)	\$(1.12)
Impact of the fair value mark-up of acquired RSC fleet (7)	(0.06)	(0.06)	(0.05)	(0.06)	(0.25)
Impact on interest expense related to fair value adjustment of acquired RSC indebtedness (8)	—	—	—	—	0.01
Restructuring charge (9)	(0.01)	(0.02)	(0.02)	(0.05)	(0.11)
Asset impairment charge (11)	(0.02)	—	—	—	(0.03)
Loss on extinguishment of debt securities and amendment of ABL facility	—	(0.18)	(0.07)	(0.47)	(0.70)
For the year ended December 31, 2015:					
Merger related costs (4)	\$ 0.17	\$ —	\$ —	\$ —	\$ 0.17
Merger related intangible asset amortization (5)	(0.32)	(0.27)	(0.28)	(0.28)	(1.15)
Impact on depreciation related to acquired RSC fleet and property and equipment (6)	0.01	—	—	—	0.02
Impact of the fair value mark-up of acquired RSC fleet (7)	(0.04)	(0.04)	(0.04)	(0.07)	(0.19)
Impact on interest expense related to fair value adjustment of acquired RSC indebtedness (8)	0.01	—	—	—	0.02
Restructuring charge (9)	—	—	—	(0.03)	(0.04)
Loss on extinguishment of debt securities	(0.01)	(0.76)	—	—	(0.78)

(4) This reflects transaction costs associated with the National Pump acquisition discussed above. The income during the year ended December 31, 2015 reflects a decline in the fair value of the contingent cash consideration component of the National Pump purchase price.

(5) This reflects the amortization of the intangible assets acquired in the RSC and National Pump acquisitions.

(6) This reflects the impact of extending the useful lives of equipment acquired in the RSC acquisition, net of the impact of additional depreciation associated with the fair value mark-up of such equipment.

(7) This reflects additional costs recorded in cost of rental equipment sales associated with the fair value mark-up of rental equipment acquired in the RSC acquisition and subsequently sold.

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

(9) As discussed in note 4 to our consolidated financial statements, this reflects severance costs and branch closure charges associated with our restructuring programs.

16. Earnings Per Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of common shares plus the effect of dilutive potential common shares outstanding during the period. The following table sets forth the computation of basic and diluted earnings per share (shares in thousands):

	Year Ended December 31,		
	2016	2015	2014
Numerator:			
Net income available to common stockholders	\$ 566	\$ 585	\$ 540
Denominator:			
Denominator for basic earnings per share—weighted-average common shares	87,217	95,170	97,489
Effect of dilutive securities:			
Employee stock options and warrants	277	300	394
4 percent Convertible Senior Notes	—	660	6,386
Restricted stock units	281	249	687
Denominator for diluted earnings per share—adjusted weighted- average common shares	87,775	96,379	104,956
Basic earnings per share	\$ 6.49	\$ 6.14	\$ 5.54
Diluted earnings per share	\$ 6.45	\$ 6.07	\$ 5.15

17. Condensed Consolidating Financial Information of Guarantor Subsidiaries

URNA is 100 percent owned by Holdings (“Parent”) and, as of December 31, 2016 and/or December 31, 2015, had outstanding (i) certain indebtedness that is guaranteed by both Parent and, with the exception of its U.S. special purpose vehicle which holds receivable assets relating to the Company’s accounts receivable securitization facility (the “SPV”), all of URNA’s U.S. subsidiaries (the “guarantor subsidiaries”) and (ii) certain indebtedness that was guaranteed only by the guarantor subsidiaries (specifically, the 8 1/4 percent Senior Notes). As discussed in note 11 to the consolidated financial statements, in 2016, all of the 8 1/4 percent Senior Notes were redeemed. Other than the guarantee by certain Canadian subsidiaries of URNA’s indebtedness under the ABL facility, none of URNA’s indebtedness is guaranteed by URNA’s foreign subsidiaries or the SPV (together, the “non-guarantor subsidiaries”). The receivable assets owned by the SPV have been sold or contributed by URNA to the SPV and are not available to satisfy the obligations of URNA or Parent’s other subsidiaries. The guarantor subsidiaries are all 100 percent-owned and the guarantees are made on a joint and several basis. The guarantees are not full and unconditional because a guarantor subsidiary can be automatically released and relieved of its obligations under certain circumstances, including sale of the guarantor subsidiary, the sale of all or substantially all of the guarantor subsidiary’s assets, the requirements for legal defeasance or covenant defeasance under the applicable indenture being met or designating the guarantor subsidiary as an unrestricted subsidiary for purposes of the applicable covenants. The guarantees are also subject to subordination provisions (to the same extent that the obligations of the issuer under the relevant notes are subordinated to other debt of the issuer) and to a standard limitation which provides that the maximum amount guaranteed by each guarantor will not exceed the maximum amount that can be guaranteed without making the guarantee void under fraudulent conveyance laws. Based on our understanding of Rule 3-10 of Regulation S-X (“Rule 3-10”), we believe that the guarantees of the guarantor subsidiaries comply with the conditions set forth in Rule 3-10 and therefore continue to utilize Rule 3-10 to present condensed consolidating financial information for Holdings, URNA, the guarantor subsidiaries and the non-guarantor subsidiaries. Separate consolidated financial statements of the guarantor subsidiaries have not been presented because management believes that such information would not be material to investors. However, condensed consolidating financial information is presented.

URNA covenants in the ABL facility, accounts receivable securitization facility and the other agreements governing our debt impose operating and financial restrictions on URNA, Parent and the guarantor subsidiaries, including limitations on the ability to make share repurchases and dividend payments. As of December 31, 2016, the amount available for distribution under the most restrictive of these covenants was \$377. The Company's total available capacity for making share repurchases and dividend payments includes the intercompany receivable balance of Parent. As of December 31, 2016, our total available capacity for making share repurchases and dividend payments, which includes URNA's capacity to make restricted payments and the intercompany receivable balance of Parent, was \$713.

The condensed consolidating financial information of Parent and its subsidiaries is as follows:

CONDENSED CONSOLIDATING BALANCE SHEETS

December 31, 2016

	Parent	URNA	Guarantor Subsidiaries	Non-Guarantor Subsidiaries		Eliminations	Total
				Foreign	SPV		
ASSETS							
Cash and cash equivalents	\$ —	\$ 21	\$ —	\$ 291	\$—	\$ —	\$ 312
Accounts receivable, net	—	38	—	96	786	—	920
Intercompany receivable (payable)	336	(137)	(188)	(115)	—	104	—
Inventory	—	61	—	7	—	—	68
Prepaid expenses and other assets	5	51	—	5	—	—	61
Total current assets	341	34	(188)	284	786	104	1,361
Rental equipment, net	—	5,709	—	480	—	—	6,189
Property and equipment, net	38	326	26	40	—	—	430
Investments in subsidiaries	1,292	1,013	978	—	—	(3,283)	—
Goodwill	—	3,013	—	247	—	—	3,260
Other intangibles, net	—	686	—	56	—	—	742
Other long-term assets	—	6	—	—	—	—	6
Total assets	\$1,671	\$10,787	\$ 816	\$1,107	\$786	\$(3,179)	\$11,988
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)							
Short-term debt and current maturities of long-term debt							
	\$ 1	\$ 25	\$ —	\$ 3	\$568	\$ —	\$ 597
Accounts payable	—	217	—	26	—	—	243
Accrued expenses and other liabilities	—	305	13	25	1	—	344
Total current liabilities	1	547	13	54	569	—	1,184
Long-term debt	2	7,076	111	4	—	—	7,193
Deferred taxes	20	1,805	—	71	—	—	1,896
Other long-term liabilities	—	67	—	—	—	—	67
Total liabilities	23	9,495	124	129	569	—	10,340
Total stockholders' equity (deficit)	1,648	1,292	692	978	217	(3,179)	1,648
Total liabilities and stockholders' equity (deficit)	\$1,671	\$10,787	\$ 816	\$1,107	\$786	\$(3,179)	\$11,988

CONDENSED CONSOLIDATING BALANCE SHEETS

December 31, 2015

	Parent	URNA	Guarantor Subsidiaries	Non-Guarantor Subsidiaries		Eliminations	Total
				Foreign	SPV		
ASSETS							
Cash and cash equivalents	\$ —	\$ 18	\$ —	\$ 161	\$—	\$ —	\$ 179
Accounts receivable, net	—	41	—	104	785	—	930
Intercompany receivable (payable)	144	40	(176)	(109)	—	101	—
Inventory	—	62	—	7	—	—	69
Prepaid expenses and other assets	—	98	—	18	—	—	116
Total current assets	144	259	(176)	181	785	101	1,294
Rental equipment, net	—	5,657	—	529	—	—	6,186
Property and equipment, net	45	334	20	46	—	—	445
Investments in subsidiaries	1,307	958	924	—	—	(3,189)	—
Goodwill	—	3,000	—	243	—	—	3,243
Other intangibles, net	—	838	—	67	—	—	905
Other long-term assets	3	7	—	—	—	—	10
Total assets	\$1,499	\$11,053	\$ 768	\$1,066	\$785	\$(3,088)	\$12,083
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)							
Short-term debt and current maturities of long-term debt							
	\$ 1	\$ 34	\$ —	\$ —	\$572	\$ —	\$ 607
Accounts payable	—	237	—	34	—	—	271
Accrued expenses and other liabilities	—	314	14	27	—	—	355
Total current liabilities	1	585	14	61	572	—	1,233
Long-term debt	4	7,430	110	11	—	—	7,555
Deferred taxes	18	1,677	—	70	—	—	1,765
Other long-term liabilities	—	54	—	—	—	—	54
Total liabilities	23	9,746	124	142	572	—	10,607
Total stockholders' equity (deficit)	1,476	1,307	644	924	213	(3,088)	1,476
Total liabilities and stockholders' equity (deficit)	\$1,499	\$11,053	\$ 768	\$1,066	\$785	\$(3,088)	\$12,083

CONDENSED CONSOLIDATING STATEMENTS OF INCOME

For the Year Ended December 31, 2016

	<u>Parent</u>	<u>URNA</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>		<u>Eliminations</u>	<u>Total</u>
				<u>Foreign</u>	<u>SPV</u>		
Revenues:							
Equipment rentals	\$ —	\$4,524	\$—	\$417	\$—	\$ —	\$4,941
Sales of rental equipment	—	444	—	52	—	—	496
Sales of new equipment	—	129	—	15	—	—	144
Contractor supplies sales	—	68	—	11	—	—	79
Service and other revenues	—	87	—	15	—	—	102
Total revenues	—	5,252	—	510	—	—	5,762
Cost of revenues:							
Cost of revenues:							
Cost of equipment rentals, excluding depreciation	—	1,669	—	193	—	—	1,862
Depreciation of rental equipment	—	900	—	90	—	—	990
Cost of rental equipment sales	—	265	—	27	—	—	292
Cost of new equipment sales	—	107	—	12	—	—	119
Cost of contractor supplies sales	—	47	—	8	—	—	55
Cost of service and other revenues	—	35	—	6	—	—	41
Total cost of revenues	—	3,023	—	336	—	—	3,359
Gross profit	—	2,229	—	174	—	—	2,403
Selling, general and administrative expenses	43	579	—	72	25	—	719
Restructuring charge	—	7	—	7	—	—	14
Non-rental depreciation and amortization	15	216	—	24	—	—	255
Operating (loss) income	(58)	1,427	—	71	(25)	—	1,415
Interest (income) expense, net	(6)	509	3	2	8	(5)	511
Other (income) expense, net	(471)	521	—	40	(95)	—	(5)
Income (loss) before provision for income taxes	419	397	(3)	29	62	5	909
Provision for income taxes	154	157	—	8	24	—	343
Income (loss) before equity in net earnings (loss) of subsidiaries	265	240	(3)	21	38	5	566
Equity in net earnings (loss) of subsidiaries	301	61	21	—	—	(383)	—
Net income (loss)	566	301	18	21	38	(378)	566
Other comprehensive income (loss)	32	32	28	22	—	(82)	32
Comprehensive income (loss)	\$ 598	\$ 333	\$ 46	\$ 43	\$ 38	\$(460)	\$ 598

CONDENSED CONSOLIDATING STATEMENTS OF INCOME

For the Year Ended December 31, 2015

	Parent	URNA	Guarantor Subsidiaries	Non-Guarantor Subsidiaries		Eliminations	Total
				Foreign	SPV		
Revenues:							
Equipment rentals	\$ —	\$4,452	\$ —	\$ 497	\$—	\$ —	\$4,949
Sales of rental equipment	—	480	—	58	—	—	538
Sales of new equipment	—	137	—	20	—	—	157
Contractor supplies sales	—	69	—	10	—	—	79
Service and other revenues	—	80	—	14	—	—	94
Total revenues	—	5,218	—	599	—	—	5,817
Cost of revenues:							
Cost of equipment rentals, excluding depreciation	—	1,603	—	223	—	—	1,826
Depreciation of rental equipment	—	881	—	95	—	—	976
Cost of rental equipment sales	—	279	—	32	—	—	311
Cost of new equipment sales	—	115	—	16	—	—	131
Cost of contractor supplies sales	—	48	—	7	—	—	55
Cost of service and other revenues	—	33	—	5	—	—	38
Total cost of revenues	—	2,959	—	378	—	—	3,337
Gross profit	—	2,259	—	221	—	—	2,480
Selling, general and administrative expenses	5	596	1	79	33	—	714
Merger related costs	—	(26)	—	—	—	—	(26)
Restructuring charge	—	5	—	1	—	—	6
Non-rental depreciation and amortization	15	228	1	24	—	—	268
Operating (loss) income	(20)	1,456	(2)	117	(33)	—	1,518
Interest (income) expense, net	(3)	559	8	3	5	(5)	567
Other (income) expense, net	(471)	513	—	44	(98)	—	(12)
Income (loss) before provision (benefit) for income taxes	454	384	(10)	70	60	5	963
Provision (benefit) for income taxes	201	141	(5)	18	23	—	378
Income (loss) before equity in net earnings (loss) of subsidiaries	253	243	(5)	52	37	5	585
Equity in net earnings (loss) of subsidiaries	332	89	52	—	—	(473)	—
Net income (loss)	585	332	47	52	37	(468)	585
Other comprehensive (loss) income	(176)	(176)	(175)	(139)	—	490	(176)
Comprehensive income (loss)	\$ 409	\$ 156	\$(128)	\$ (87)	\$ 37	\$ 22	\$ 409

CONDENSED CONSOLIDATING STATEMENTS OF INCOME

For the Year Ended December 31, 2014

	Parent	URNA	Guarantor Subsidiaries	Non-Guarantor Subsidiaries		Eliminations	Total
				Foreign	SPV		
Revenues:							
Equipment rentals	\$ —	\$4,217	\$—	\$602	\$—	\$ —	\$4,819
Sales of rental equipment	—	478	—	66	—	—	544
Sales of new equipment	—	124	—	25	—	—	149
Contractor supplies sales	—	70	—	15	—	—	85
Service and other revenues	—	73	—	15	—	—	88
Total revenues	—	4,962	—	723	—	—	5,685
Cost of revenues:							
Cost of equipment rentals, excluding depreciation	—	1,558	—	248	—	—	1,806
Depreciation of rental equipment	—	820	—	101	—	—	921
Cost of rental equipment sales	—	277	—	38	—	—	315
Cost of new equipment sales	—	101	—	19	—	—	120
Cost of contractor supplies sales	—	49	—	10	—	—	59
Cost of service and other revenues	—	27	—	5	—	—	32
Total cost of revenues	—	2,832	—	421	—	—	3,253
Gross profit	—	2,130	—	302	—	—	2,432
Selling, general and administrative expenses	55	607	3	84	9	—	758
Merger related costs	—	11	—	—	—	—	11
Restructuring charge	—	(1)	—	—	—	—	(1)
Non-rental depreciation and amortization	17	226	1	29	—	—	273
Operating (loss) income	(72)	1,287	(4)	189	(9)	—	1,391
Interest expense (income), net	9	538	5	4	5	(6)	555
Other (income) expense, net (1)	(149)	212	(3)	17	(91)	—	(14)
Income (loss) before provision for income taxes	68	537	(6)	168	77	6	850
Provision for income taxes	1	236	—	43	30	—	310
Income (loss) before equity in net earnings (loss) of subsidiaries	67	301	(6)	125	47	6	540
Equity in net earnings (loss) of subsidiaries	473	172	125	—	—	(770)	—
Net income (loss)	540	473	119	125	47	(764)	540
Other comprehensive (loss) income	(93)	(93)	(90)	(72)	—	255	(93)
Comprehensive income (loss)	\$ 447	\$ 380	\$ 29	\$ 53	\$ 47	\$(509)	\$ 447

(1) In 2015, the amount of royalties Holdings receives from URNA and its subsidiaries was adjusted as discussed above (see Item 7- Management's Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources- Relationship between Holdings and URNA). Other (income) expense, net for 2014 reflects the lower royalty rate that was used in 2014.

CONDENSED CONSOLIDATING CASH FLOW INFORMATION

For the Year Ended December 31, 2016

	<u>Parent</u>	<u>URNA</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>		<u>Eliminations</u>	<u>Total</u>
				<u>Foreign</u>	<u>SPV</u>		
Net cash provided by (used in) operating activities	\$ 9	\$1,774	\$ (3)	\$136	\$ 37	\$—	\$1,953
Net cash used in investing activities	(9)	(844)	—	(6)	—	—	(859)
Net cash (used in) provided by financing activities	—	(927)	3	(3)	(37)	—	(964)
Effect of foreign exchange rates	—	—	—	3	—	—	3
Net increase in cash and cash equivalents	—	3	—	130	—	—	133
Cash and cash equivalents at beginning of period	—	18	—	161	—	—	179
Cash and cash equivalents at end of period	<u>\$—</u>	<u>\$ 21</u>	<u>\$—</u>	<u>\$291</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ 312</u>

CONDENSED CONSOLIDATING CASH FLOW INFORMATION

For the Year Ended December 31, 2015

	<u>Parent</u>	<u>URNA</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>		<u>Eliminations</u>	<u>Total</u>
				<u>Foreign</u>	<u>SPV</u>		
Net cash provided by (used in) operating activities	\$ 13	\$ 1,804	\$ (3)	\$ 170	\$ 11	\$—	\$ 1,995
Net cash used in investing activities	(13)	(1,035)	—	(122)	—	—	(1,170)
Net cash (used in) provided by financing activities	—	(759)	3	(8)	(11)	—	(775)
Effect of foreign exchange rates	—	—	—	(29)	—	—	(29)
Net increase in cash and cash equivalents	—	10	—	11	—	—	21
Cash and cash equivalents at beginning of period	—	8	—	150	—	—	158
Cash and cash equivalents at end of period	<u>\$—</u>	<u>\$ 18</u>	<u>\$—</u>	<u>\$ 161</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ 179</u>

CONDENSED CONSOLIDATING CASH FLOW INFORMATION

For the Year Ended December 31, 2014

	<u>Parent</u>	<u>URNA</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>		<u>Eliminations</u>	<u>Total</u>
				<u>Foreign</u>	<u>SPV</u>		
Net cash provided by (used in) operating activities	\$ 13	\$ 1,644	\$ 4	\$ 223	\$ (83)	\$—	\$ 1,801
Net cash used in investing activities	(13)	(1,773)	—	(214)	—	—	(2,000)
Net cash provided by (used in) financing activities	—	120	(4)	(3)	83	—	196
Effect of foreign exchange rate	—	—	—	(14)	—	—	(14)
Net decrease in cash and cash equivalents	—	(9)	—	(8)	—	—	(17)
Cash and cash equivalents at beginning of period	—	17	—	158	—	—	175
Cash and cash equivalents at end of period	\$—	\$ 8	\$—	\$ 150	\$—	\$—	\$ 158

18. Subsequent Events

On January 25, 2017, we entered into a definitive merger agreement with NES Rentals Holdings II, Inc. (“NES ”), pursuant to which we have agreed to acquire NES in an all cash transaction. The aggregate merger consideration paid to holders of NES common stock and options is expected to be approximately \$965. The merger and related fees and expenses will be funded through available cash, drawings on current debt facilities and new debt issuances. NES is a provider of rental equipment with 73 branches located throughout the eastern half of the U.S., and had approximately 1,100 employees and approximately \$900 of rental assets at original equipment cost as of December 31, 2016. NES has annual revenues of approximately \$369. The proposed merger is subject to Hart-Scott-Rodino antitrust clearance and customary conditions. We expect the merger to close early in the second quarter of 2017.

SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

UNITED RENTALS, INC.

(In millions)

<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
Year ended December 31, 2016:				
Allowance for doubtful accounts	\$55	\$ 24	\$ 25(a)	\$54
Reserve for obsolescence and shrinkage	4	17	18(b)	3
Self-insurance reserve	90	108	104(c)	94
Year ended December 31, 2015:				
Allowance for doubtful accounts	\$43	\$ 32	\$ 20(a)	\$55
Reserve for obsolescence and shrinkage	3	18	17(b)	4
Self-insurance reserve	92	110	112(c)	90
Year ended December 31, 2014:				
Allowance for doubtful accounts	\$49	\$ 13	\$ 19(a)	\$43
Reserve for obsolescence and shrinkage	3	18	18(b)	3
Self-insurance reserve	94	105	107(c)	92

The above information reflects the continuing operations of the Company for the periods presented. Additionally, because the Company has retained certain self-insurance liabilities associated with the discontinued traffic control business, those amounts have been included as well.

- (a) Represents write-offs of accounts, net of recoveries.
- (b) Represents write-offs.
- (c) Represents payments.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

The Company's management carried out an evaluation, under the supervision and with participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of December 31, 2016. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2016.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision of our Chief Executive Officer and Chief Financial Officer, our management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth in *Internal Control—Integrated Framework* (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, our management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2016.

The Company's financial statements included in this annual report on Form 10-K have been audited by Ernst & Young LLP, independent registered public accounting firm, as indicated in the following report. Ernst & Young LLP has also provided an attestation report on the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of United Rentals, Inc.

We have audited United Rentals, Inc. internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), (the COSO criteria). United Rentals, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, United Rentals, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of United Rentals, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2016 and our report dated January 25, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Stamford, Connecticut
January 25, 2017

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2016 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item is incorporated by reference to the applicable information in our Proxy Statement related to the 2017 Annual Meeting of Stockholders (the “2017 Proxy Statement”), which is expected to be filed with the SEC on or before March 21, 2017.

Item 11. Executive Compensation

The information required by this Item is incorporated by reference to the applicable information in the 2017 Proxy Statement, which is expected to be filed with the SEC on or before March 21, 2017.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated by reference to the applicable information in the 2017 Proxy Statement, which is expected to be filed with the SEC on or before March 21, 2017.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference to the applicable information in the 2017 Proxy Statement, which is expected to be filed with the SEC on or before March 21, 2017.

Item 14. Principal Accountant Fees and Services

The information required by this Item is incorporated by reference to the applicable information in the 2017 Proxy Statement, which is expected to be filed with the SEC on or before March 21, 2017.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as a part of this report

(1) Consolidated financial statements:

Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements United Rentals, Inc. Consolidated Balance Sheets at December 31, 2016 and 2015

United Rentals, Inc. Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014

United Rentals, Inc. Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014

United Rentals, Inc. Consolidated Statements of Stockholders' Equity for the years ended December 2016, 2015 and 2014

United Rentals, Inc. Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014

Notes to consolidated financial statements

Report of Independent Registered Public Accounting Firm on Internal Controls over Financial Reporting

(2) Schedules to the financial statements:

Schedule II Valuation and Qualifying Accounts

Schedules other than those listed are omitted as they are not applicable or the required or equivalent information has been included in the financial statements or notes thereto.

(3) Exhibits: The exhibits to this report are listed in the exhibit index below.

(b) Description of exhibits

Exhibit Number	Description of Exhibit
2(a)	Agreement and Plan of Merger, dated as of December 15, 2011, by and between United Rentals, Inc. and RSC Holdings Inc. (incorporated by reference to Exhibit 2.1 of the United Rentals, Inc. Report on Form 8-K filed on December 21, 2011)
2(b)	Agreement and Plan of Merger, dated as of April 30, 2012, by and between United Rentals (North America), Inc. and UR Merger Sub Corporation (incorporated by reference to Exhibit 1.1 of the United Rentals, Inc. Report on Form 8-K filed on May 3, 2012)
2(c)	Asset Purchase Agreement, dated as of March 7, 2014, by and among United Rentals (North America), Inc. and United Rentals of Canada, Inc., on the one hand, and LD Services, LLC, National Pump & Compressor, Ltd., Canadian Pump & Compressor Ltd., GulfCo Industrial Equipment, L.P. (collectively, the "Sellers") and the general partner and limited partners, members, shareholders or other equity holders of each Seller, as the case may be, on the other hand (incorporated by reference to Exhibit 2.1 of the United Rentals, Inc. Report on Form 8-K filed on March 10, 2014)
3(a)	Restated Certificate of Incorporation of United Rentals, Inc., dated March 16, 2009 (incorporated by reference to Exhibit 3.1 of the United Rentals, Inc. Report on Form 8-K filed on March 17, 2009)
3(b)	By-laws of United Rentals, Inc., amended as of September 8, 2016 (incorporated by reference to Exhibit 3.1 of the United Rentals, Inc. Report on Form 8-K filed on September 14, 2016)
3(c)	Restated Certificate of Incorporation of United Rentals (North America), Inc., dated April 30, 2012 (incorporated by reference to Exhibit 3(c) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2013)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3(d)	By-laws of United Rentals (North America), Inc., dated May 8, 2013 (incorporated by reference to Exhibit 3(d) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2013)
4(a)	Form of Certificate representing United Rentals, Inc. Common Stock (incorporated by reference to Exhibit 4 of Amendment No. 2 to the United Rentals, Inc. Registration Statement on Form S-1, Registration No. 333-39117, filed on December 3, 1997)
4(b)	Indenture, dated as of March 9, 2012, relating to 7 5/8 percent Senior Notes due 2022, between UR Financing Escrow Corporation and Wells Fargo Bank, National Association, as Trustee (including the Form of Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on March 12, 2012)
4(c)	First Supplemental Indenture, dated as of April 30, 2012, relating to 7 5/8 percent Senior Notes due 2022, among UR Financing Escrow Corporation, UR Merger Sub Corporation, United Rentals, Inc., the subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on May 3, 2012)
4(d)	Indenture, dated as of October 30, 2012, relating to 6 1/8 percent Senior Notes due 2023, among United Rentals (North America), Inc., United Rentals, Inc., the subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (including the Form of Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on October 30, 2012)
4(e)	Indenture for the 5 3/4 percent Notes due 2024, dated as of March 26, 2014, among United Rentals (North America), Inc., United Rentals, Inc., United Rentals (North America), Inc.'s subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (including the Form of 2024 Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. and United Rentals (North America), Inc. Report on Form 8-K filed on March 26, 2014)
4(f)	Indenture for the 4 5/8 percent Notes due 2023, dated as of March 26, 2015, among United Rentals (North America), Inc. (the "Company"), United Rentals, Inc., the Company's subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee and Notes Collateral Agent (including the Form of 2023 Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on March 26, 2015)
4(g)	Indenture for the 5 1/2 percent Notes due 2025, dated as of March 26, 2015, among United Rentals (North America), Inc. (the "Company"), United Rentals, Inc., the Company's subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (including the Form of 2025 Note) (incorporated by reference to Exhibit 4.2 of the United Rentals, Inc. Report on Form 8-K filed on March 26, 2015)
4(h)	Indenture for the 5 7/8 percent Notes due 2026, dated as of May 13, 2016, among United Rentals (North America), Inc. (the "Company"), United Rentals, Inc., the Company's subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (including the Form of 2026 Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on May 13, 2016)
4(i)	Indenture for the 5 1/2 percent Notes due 2027, dated as of November 7, 2016, among United Rentals (North America), Inc. (the "Company"), United Rentals, Inc., the Company's subsidiaries named therein and Wells Fargo Bank, National Association, as Trustee (including the Form of 2027 Note) (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Report on Form 8-K filed on November 7, 2016)
10(a)	2001 Comprehensive Stock Plan of United Rentals, Inc. (formerly the 2001 Senior Stock Plan) (incorporated by reference to Exhibit 10(f) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2006, Commission File No. 001-14387)‡

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(b)	United Rentals, Inc. Deferred Compensation Plan, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on December 19, 2008)‡
10(c)	United Rentals, Inc. Deferred Compensation Plan for Directors, as amended and restated, effective January 1, 2013 (incorporated by reference to Exhibit 10(f) of the United Rentals, Inc. Report on Form 10-K for year ended December 31, 2012)‡
10(d)	United Rentals, Inc. Deferred Compensation Plan for Directors, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on December 19, 2008)‡
10(e)	Amendment Number One to the United Rentals, Inc. Deferred Compensation Plan for Directors, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10(h) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010)‡
10(f)	United Rentals, Inc. 2014 Annual Incentive Compensation Plan, (incorporated by reference to Appendix B of the United Rentals, Inc. Proxy Statement on Schedule 14A filed on March 26, 2014)‡
10(g)	United Rentals, Inc. Long-Term Incentive Plan, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10.5 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on December 19, 2008)‡
10(h)	United Rentals, Inc. Second Amended and Restated 2010 Long Term Incentive Plan (incorporated by reference to Appendix C of the United Rentals, Inc. Proxy Statement on Schedule 14A filed on March 26, 2014)‡
10(i)	Form of United Rentals, Inc. Restricted Stock Unit Agreement for Senior Management; effective for grants of awards beginning in 2015 (incorporated by reference to Exhibit 10(h) on Form 10-Q for the quarter ended March 31, 2015)‡
10(j)	Form of United Rentals, Inc. 2015 Performance-Based Restricted Stock Unit Agreement for Senior Management (incorporated by reference to Exhibit 10(i) on Form 10-Q for the quarter ended March 31, 2015)‡
10(k)	Form of United Rentals, Inc. 2010 Long-Term Incentive Plan Director Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10(b) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2010)‡
10(l)	Form of United Rentals, Inc. 2010 Long Term Incentive Plan Restricted Stock Unit Agreement (Performance-Based) (incorporated by reference to Exhibit 10(a) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2011)‡
10(m)	United Rentals, Inc. Restricted Stock Unit Deferral Plan, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10.3 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on December 19, 2008)‡
10(n)	Amendment Number One to the United Rentals, Inc. Restricted Stock Unit Deferral Plan, as amended and restated, effective December 16, 2008 (incorporated by reference to Exhibit 10(p) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010)‡
10(o)	Form of United Rentals, Inc. Restricted Stock Unit Agreement for Senior Management (incorporated by reference to Exhibit 10(b) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2006, Commission File No. 001-14387)‡

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(p)	Form of United Rentals, Inc., Restricted Stock Unit Agreement for Senior Management, effective for grants of awards beginning in 2010 (incorporated by reference to Exhibit 10(e) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2010)‡
10(q)	Form of United Rentals, Inc. Restricted Stock Unit Agreement for Non-Employee Directors (incorporated by reference to Exhibit 10(c) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2006, Commission File No. 001-14387)‡
10(r)	Form of United Rentals, Inc. Stock Option Agreement for Senior Management (incorporated by reference to Exhibit 10.4 of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2009)‡
10(s)	Form of United Rentals, Inc. Stock Option Agreement for Senior Management, effective for grants of awards beginning in 2010 (incorporated by reference to Exhibit 10(d) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2010)‡
10(t)	Form of Directors Option Agreement of United Rentals, Inc. (incorporated by reference to Exhibit 99.1 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on March 8, 2005)‡
10(u)	Form of United Rentals, Inc. 2012 Performance Award Agreement for Senior Management (incorporated by reference to Exhibit 10(j) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 2012)‡
10(v)	Board of Directors compensatory plans, as described under the caption “Director Compensation” in the United Rentals, Inc. definitive proxy statement to be filed with the Securities and Exchange Commission (in connection with the Annual Meeting of Stockholders) on or before March 21, 2016, are hereby incorporated by reference‡
10(w)	RSC Holdings Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 4.1 of the United Rentals, Inc. Registration Statement on Form S-8, No. 333-181084 filed on May 1, 2012)‡
10(x)	Employment Agreement, dated as of August 22, 2008, between United Rentals, Inc. and Michael J. Kneeland (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on August 25, 2008)‡
10(y)	First (renumbered Second) Amendment, dated January 15, 2009, to the Employment Agreement between United Rentals, Inc. and Michael J. Kneeland (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on January 15, 2009)‡
10(z)	Third Amendment, dated March 13, 2009, to the Employment Agreement between United Rentals, Inc. and Michael J. Kneeland (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on March 17, 2009)‡
10(aa)	Fourth Amendment, effective as of August 22, 2008, to the Employment Agreement between United Rentals, Inc. and Michael J. Kneeland (incorporated by reference to Exhibit 10(dd) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010) ‡
10(bb)	Fifth Amendment, effective October 22, 2012, to the Employment Agreement between United Rentals, Inc. and Michael J. Kneeland (incorporated by reference to Exhibit 10(gg) of the United Rentals, Inc. Report on Form 10-K for year ended December 31, 2012)‡
10(cc)	Form of 2001 Comprehensive Stock Plan Restricted Stock Unit Agreement with Michael J. Kneeland (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on August 25, 2008)‡

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(dd)	Employment Agreement, dated as of December 1, 2008, between United Rentals, Inc. and William B. Plummer (including Restricted Stock Unit Agreement) (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on November 25, 2008)‡
10(ee)	Second Amendment, effective as of December 1, 2008, to the Employment Agreement between United Rentals, Inc. and William B. Plummer (incorporated by reference to Exhibit 10(gg) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010)‡
10(ff)	Third Amendment, dated as of December 22, 2011, to the Employment Agreement between United Rentals, Inc. and William B. Plummer (incorporated by reference to Exhibit 10(hh) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2011)‡
10(gg)	Fourth Amendment, dated as of March 28, 2012, to the Employment Agreement between United Rentals, Inc. and William B. Plummer (incorporated by reference to Exhibit 10(g) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2012) ‡
10(hh)	Employment Agreement, dated August 30, 2006, between United Rentals, Inc. and John Fahey (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on September 1, 2006)‡
10(ii)	First Amendment, effective as of August 30, 2006, to the Employment Agreement between United Rentals, Inc. and John Fahey (incorporated by reference to Exhibit 10(ii) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010)‡
10(jj)	Employment Agreement, dated as of February 2, 2009, between United Rentals, Inc. and Jonathan Gottsegen (incorporated by reference to Exhibit 10(gg) of the United Rentals, Inc. Report on Form 10-K for the year ended December 31, 2008)‡
10(kk)	First Amendment, dated as of March 31, 2010, to the Employment Agreement between United Rentals, Inc. and Jonathan Gottsegen (incorporated by reference to Exhibit 10(c) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2010)‡
10(ll)	Second Amendment, effective as of February 2, 2009, to the Employment Agreement between United Rentals, Inc. and Jonathan Gottsegen (incorporated by reference to Exhibit 10(nn) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010) ‡
10(mm)	Third Amendment, dated as of March 28, 2012, to the Employment Agreement between United Rentals, Inc. and Jonathan M. Gottsegen (incorporated by reference to Exhibit 10(h) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2012) ‡
10(nn)	Employment Agreement, dated as of March 12, 2010, between United Rentals, Inc. and Matthew Flannery (incorporated by reference to Exhibit 10(b) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2010)‡
10(oo)	First Amendment, effective as of March 12, 2010, to the Employment Agreement between United Rentals, Inc. and Matthew Flannery (incorporated by reference to Exhibit 10(rr) of the United Rentals, Inc. Annual Report on Form 10-K for the year ended December 31, 2010)‡
10(pp)	First Amendment, dated April 28, 2008, to the Employment Agreement between United Rentals, Inc. and Dale Asplund (incorporated by reference to Exhibit 10(b) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2011) ‡
10(qq)	Second Amendment, effective as of April 3, 2013, to the Employment Agreement between United Rentals, Inc. and Dale Asplund (incorporated by reference to Exhibit 10(b) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended March 31, 2013) ‡

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(rr)	Employment Agreement, effective as of December 1, 2014 between United Rentals, Inc. and Jessica Graziano‡
10(ss)	Employment Agreement, effective as of January 20, 2016 between United Rentals, Inc. and Jeffrey Fenton‡
10(tt)	Employment Agreement, effective as of January 20, 2016 between United Rentals, Inc. and Craig Pintoff‡
10(uu)	Form of Indemnification Agreement for Executive Officers and Directors (incorporated by reference to Exhibit 10(a) of the United Rentals, Inc. Report on Form 10-Q for the quarter ended September 30, 2014)‡
10(vv)	Second Amended and Restated Credit Agreement, dated as of March 31, 2015, among United Rentals, Inc., United Rentals (North America), Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. referred to therein, United Rentals of Canada, Inc., United Rentals Financing Limited Partnership, Bank of America, N.A., and the other financial institutions referred to therein (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)
10(ww)	Amendment No.1 to Second Amended and Restated Credit Agreement, dated as of June 8, 2016, among United Rentals, Inc., United Rentals (North America) Inc., certain subsidiaries of United Rentals (North America), Inc. referred to therein, United Rentals of Canada, Inc., United Rentals Financing Limited Partnership, Bank of America, N.A., and the other financial institutions referred to therein (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on June 8, 2016)
10(xx)	Second Amended and Restated U.S. Security Agreement, dated as of March 31, 2015, among United Rentals, Inc., United Rentals (North America), Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. referred to therein and Bank of America, N.A., as agent (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)
10(yy)	Amended and Restated U.S. Intellectual Property Security Agreement, dated as of October 14, 2011, by and among United Rentals, Inc., United Rentals (North America), Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. and Bank of America, N.A., as agent (incorporated by reference to Exhibit 10.3 of the United Rentals, Inc. Report on Form 8-K filed on October 17, 2011)
10(zz)	Supplement to the Intellectual Property Security Agreement, dated as of April 30, 2012, among InfoManager, Inc., United Rentals Realty, LLC and Wynne Systems, Inc. (incorporated by reference to Exhibit 10.9 of the United Rentals, Inc. Report on Form 8-K filed on May 3, 2012)
10(aaa)	Second Amended and Restated U.S. Guarantee Agreement, dated as of March 31, 2015, among United Rentals, Inc., United Rentals (North America), Inc., and certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. referred to therein in favor of Bank of America, N.A., as agent (incorporated by reference to Exhibit 10.3 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)
10(bbb)	Second Amended and Restated Canadian Security Agreement, dated as of March 31, 2015, among United Rentals of Canada, Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. referred to therein and Bank of America, N.A., as agent (incorporated by reference to Exhibit 10.4 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(ccc)	Second Amended and Restated Canadian URFLP Guarantee Agreement, dated as of March 31, 2015, by United Rentals of Nova Scotia (No. 1), ULC and United Rentals of Nova Scotia (No. 2), ULC in favor of the U.S. secured parties referred to therein (incorporated by reference to Exhibit 10.5 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)
10(ddd)	Second Amended and Restated Canadian Guarantee Agreement, dated as of March 31, 2015, by United Rentals of Canada, Inc. and certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. referred to therein in favor of the Canadian secured parties referred to therein (incorporated by reference to Exhibit 10.6 of the United Rentals, Inc. Report on Form 8-K filed on April 1, 2015)
10(eee)	Amended and Restated Security Agreement, dated as of March 26, 2015, by and among United Rentals, Inc., United Rentals (North America), Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. and Wells Fargo Bank, N.A., as Note Trustee and Collateral Agent (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on March 26, 2015)
10(fff)	Intellectual Property Security Agreement, dated as of July 23, 2012, by and among United Rentals, Inc., United Rentals (North America), Inc., certain subsidiaries of United Rentals, Inc. and United Rentals (North America), Inc. and Wells Fargo Bank, N.A., as Collateral Agent (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K filed on July 23, 2012)
10(ggg)	Third Amended and Restated Receivables Purchase Agreement, dated as of September 24, 2012, by and among The Bank of Nova Scotia, PNC Bank, National Association, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, Liberty Street Funding LLC, Market Street Funding LLC, Gotham Funding Corporation, United Rentals Receivables LLC II and United Rentals, Inc. (without annexes) (incorporated by reference to Exhibit 10.2 of the United Rentals, Inc. Report on Form 8-K filed on September 25, 2012)
10(hhh)	Assignment and Acceptance Agreement and Amendment No. 1 to Third Amended and Restated Receivables Purchase Agreement, dated as of February 1, 2013, among United Rentals Receivables LLC II, United Rentals, Inc., Liberty Street Funding LLC, Market Street Funding LLC, Gotham Funding Corporation, The Bank of Nova Scotia, PNC Bank National Association, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch and Bank of America, N.A. (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on February 4, 2013)
10(iii)	Amendment No. 2 to the Third Amended and Restated Receivables Purchase Agreement and Amendment No. 1 to the Third Amended and Restated Purchase and Contribution Agreement, dated as of September 17, 2013, by and among United Rentals (North America), Inc., United Rentals Receivables LLC II, United Rentals, Inc., Liberty Street Funding LLC, Gotham Funding Corporation, Market Street Funding, LLC, The Bank of Nova Scotia, PNC Bank, National Association, Bank of America, National Association, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on September 23, 2013)
10(jjj)	Amendment No. 3 to the Third Amended and Restated Receivables Purchase Agreement, dated as of September 18, 2014, by and among United Rentals (North America), Inc., United Rentals Receivables LLC II, United Rentals, Inc., Liberty Street Funding LLC, Gotham Funding Corporation, The Bank of Nova Scotia, PNC Bank, National Association, SunTrust Bank and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on September 19, 2014)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10(kkk)	Assignment and Acceptance Agreement and Amendment No. 4 to the Third Amended and Restated Receivables Purchase Agreement and Amendment No. 2 to the Third Amended and Restated Purchase and Contribution Agreement, dated as of September 1, 2015, by and among United Rentals (North America), Inc., United Rentals Receivables LLC II, United Rentals, Inc., Liberty Street Funding LLC, Gotham Funding Corporation, The Bank of Nova Scotia, PNC Bank, National Association, SunTrust Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, and Bank of Montreal (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Form 8-K filed on September 2, 2015)
10(III)	Assignment and Acceptance Agreement and Amendment No. 5 to the Third Amended and Restated Receivables Purchase Agreement and Amendment No. 3 to Third Amended and Restated Purchase and Contribution Agreement, dated as of August 30, 2016, by and among United Rentals (North America), Inc., United Rentals Receivables LLC II, United Rentals, Inc., Liberty Street Funding LLC, Gotham Funding Corporation, Fairway Finance Company, LLC, The Bank of Nova Scotia, PNC Bank, National Association, SunTrust Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, and Bank of Montreal (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Form 8-K filed on August 30, 2016)
10(mmm)	Third Amended and Restated Purchase and Contribution Agreement, dated as of September 24, 2012, by and among United Rentals Receivables LLC II, United Rentals, Inc. and United Rentals (North America), Inc. (without annexes) (incorporated by reference to Exhibit 10.1 of the United Rentals, Inc. Report on Form 8-K filed on September 25, 2012)
10(nnn)	Amended and Restated Performance Undertaking, dated as of September 24, 2012, executed by United Rentals, Inc. in favor of United Rentals Receivables LLC II (incorporated by reference to Exhibit 10.3 of the United Rentals, Inc. Report on Form 8-K filed on September 25, 2012)
10(ooo)	Master Exchange Agreement, dated as of January 1, 2009, among United Rentals Exchange, LLC, IPX1031 LLC, United Rentals (North America), Inc. and United Rentals Northwest, Inc. (incorporated by reference to Exhibit 10.3 of the United Rentals, Inc. Report on Form 8-K, Commission File No. 001-14387, filed on January 7, 2009)
10(ppp)	Intercreditor Agreement, dated as of March 9, 2012 among Bank of America, N.A. as credit agreement agent and Wells Fargo Bank, National Association as notes trustee and second lien collateral agent, acknowledged by UR Merger Sub Corporation, the Company and certain other grantors (incorporated by reference to Exhibit 10.5 of the United Rentals, Inc. Report on Form 8-K filed on March 12, 2012)
12*	Computation of Ratio of Earnings to Fixed Charges
21*	Subsidiaries of United Rentals, Inc.
23*	Consent of Ernst & Young LLP
31(a)*	Rule 13a-14(a) Certification by Chief Executive Officer
31(b)*	Rule 13a-14(a) Certification by Chief Financial Officer
32(a)**	Section 1350 Certification by Chief Executive Officer
32(b)**	Section 1350 Certification by Chief Financial Officer

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
101	The following materials from the Annual Report on Form 10-K for the Company and URNA, for the year ended December 31, 2016, filed on January 25, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Stockholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) Notes to the Consolidated Financial Statements and (vii) Schedule to the Consolidated Financial Statements.

* Filed herewith.

** Furnished (and not filed) herewith pursuant to Item 601(b)(32)(ii) of Regulation S-K under the Exchange Act.

‡ This document is a management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 15(a) of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 25, 2017

UNITED RENTALS, INC.

By: /s/ MICHAEL J. KNEELAND _____

Michael J. Kneeland, Chief Executive Officer

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
/s/ JENNE K. BRITELL Jenne K. Britell	Chairman	January 25, 2017
/s/ JOSÉ B. ALVAREZ José B. Alvarez	Director	January 25, 2017
/s/ BOBBY J. GRIFFIN Bobby J. Griffin	Director	January 25, 2017
/s/ SINGLETON B. MCALLISTER Singleton B. McAllister	Director	January 25, 2017
/s/ BRIAN D. MCAULEY Brian D. McAuley	Director	January 25, 2017
/s/ JOHN S. MCKINNEY John S. McKinney	Director	January 25, 2017
/s/ JASON D. PAPASTAVROU Jason D. Papastavrou	Director	January 23, 2017
/s/ FILIPPO PASSERINI Filippo Passerini	Director	January 25, 2017
/s/ DONALD C. ROOF Donald C. Roof	Director	January 25, 2017
/s/ L. "KEITH" WIMBUSH L. "Keith" Wimbush	Director	January 25, 2017
/s/ MICHAEL J. KNEELAND Michael J. Kneeland	Director and Chief Executive Officer (Principal Executive Officer)	January 25, 2017
/s/ WILLIAM B. PLUMMER William B. Plummer	Chief Financial Officer (Principal Financial Officer)	January 25, 2017
/s/ JESSICA T. GRAZIANO Jessica T. Graziano	Vice President, Controller (Principal Accounting Officer)	January 25, 2017

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CORPORATE INFORMATION

INVESTOR INFORMATION

For investor information, including our 2016 Form 10-K, our quarterly earnings releases and our other Securities Exchange Act reports, please visit our website:

unitedrentals.com

Investment professionals may contact:

Ted Grace
(203) 618-7122
tgrace@ur.com

2017 ANNUAL MEETING

Thursday, May 4, 2017
at 9:00 am Eastern Time.

Boston Marriott Cambridge
50 Broadway
Cambridge, MA 02142

STOCKHOLDER INFORMATION

For stockholder services 24 hours a day:
Call toll-free
(800) 937-5449
in the United States
and Canada, or
(718) 921-8200.

E-mail:
investors@unitedrentals.com

To speak to a stockholder services representative, please call between 9:00 am and 5:00 pm Eastern Time, Monday through Friday.

- Account information
- Transfer requirements
- Lost certificates
- Change of address
- Tax forms

Write:
American Stock Transfer
& Trust Company
6201 15th Avenue
Brooklyn, NY 11219

www.amstock.com

URI LISTED NYSE

UNITED RENTALS STOCK LISTING

United Rentals common stock is listed on the New York Stock Exchange under the symbol "URI." The common stock is included in the Standard & Poor's 500 Index and the Russell 3000 Index®.

The following table sets forth, for the periods indicated, the intra-day high and low sale prices and close prices for our common stock, as reported by the New York Stock Exchange.

UNITED RENTALS COMMON STOCK PRICES

	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.
2016				
High	\$71.51	\$76.04	\$84.63	\$109.90
Low	41.90	56.01	61.92	70.58
Close	62.19	67.10	78.49	105.58
2015				
High	\$103.85	\$105.83	\$87.99	\$80.18
Low	81.25	86.88	56.66	57.41
Close	91.16	87.62	60.05	72.54
2014				
High	\$96.51	\$108.46	\$119.83	\$119.35
Low	74.32	85.01	103.60	88.34
Close	94.94	104.73	111.10	102.01

As of January 1, 2017, there were approximately 72 holders of record of our common stock. We believe that the number of beneficial owners is substantially greater than the number of record holders because a large portion of our common stock is held of record in "street name."

We have not paid dividends on our common stock since inception. However, the payment of any future dividends will be determined by our Board of Directors in light of conditions then existing. The terms of certain of our indebtedness contain certain limitations on our ability to pay dividends.

CORPORATE HEADQUARTERS

United Rentals, Inc.
100 First Stamford Place, Suite 700
Stamford, CT 06902
Phone: (203) 622-3131
Fax: (203) 622-6080
unitedrentals.com

INDEPENDENT AUDITORS

Ernst & Young LLP
5 Times Square
New York, NY 10036
(212) 773-3000



Donald C. Roof

Bobby J. Griffin

Filippo Passerini

Jenne K. Britell

Michael J. Kneeland

L. Keith Wimbush

José B. Alvarez

Singleton B. McAllister

John S. McKinney

Jason D. Papastavrou

Brian D. McAuley

DIRECTORS AND OFFICERS

Board of Directors

Jenne K. Britell, Ph.D.
Chairman

José B. Alvarez ^(3,4)
Senior Lecturer
Harvard Business School

Bobby J. Griffin ^(1,3,4)
Director

Michael J. Kneeland ⁽⁴⁾
President and
Chief Executive Officer
United Rentals, Inc.

Singleton B. McAllister ^(2,4)
Of Counsel
Husch Blackwell

Brian D. McAuley ⁽³⁾
Chairman
Pacific DataVision, Inc.

John S. McKinney ^(1,3)
Director

Jason D. Papastavrou, Ph.D. ⁽¹⁾
Founder and
Chief Executive Officer
ARIS Capital Management

Filippo Passerini ^(1,2)
Operating Executive –
U.S. Buyouts,
The Carlyle Group

Donald C. Roof ^(1,2,3)
Director

L. Keith Wimbush ^(2,3)
Director

Executive Officers

Michael J. Kneeland
President and
Chief Executive Officer

William B. Plummer
Executive Vice President
and Chief Financial Officer

Matthew J. Flannery
Executive Vice President and
Chief Operating Officer

Dale A. Asplund
Executive Vice President –
Business Services and
Chief Information Officer

Craig A. Pintoff
Executive Vice President –
Chief Administrative and
Legal Officer

Jeffrey J. Fenton
Senior Vice President –
Business Development

Jessica T. Graziano
Senior Vice President –
Controller and Principal
Accounting Officer

Senior Vice Presidents

Michael D. Durand
Senior Vice President –
Operations

Joli L. Gross
Senior Vice President –
Deputy General Counsel
and Corporate Secretary

David A. Hobbs
Senior Vice President –
Operations

Christopher K. Hummel
Senior Vice President –
Chief Marketing Officer

Paul I. McDonnell
Senior Vice President –
Sales and Speciality
Operations

Kenneth B. Mettel
Senior Vice President –
Performance Analytics

Irene Moshouris
Senior Vice President –
Treasurer

Kevin C. Parr
Senior Vice President –
Operations

Corporate Vice Presidents

Raymond J. Alletto
Vice President –
Risk Management

Fred B. Bratman
Vice President

Gregg L. Christensen
Vice President –
National Accounts

James A. Dorris
Vice President –
Environmental, Health
and Safety

John J. Fahey
Vice President –
Internal Audit

William “Ted” Grace
Vice President –
Investor Relations

Homer “Ned” Graham
Vice President –
Operations Excellence

Daniel T. Higgins
Vice President –
Technology and Operations

Helge Jacobsen
Vice President –
Operations Excellence

Thomas P. Jones
Vice President –
Field Sales

Brent R. Kuchynka
Vice President –
Corporate Fleet
Management

Anthony S. Leopold
Vice President –
Strategy and Business
Development

Gordon McDonald
Vice President –
Managed Services

Joseph W. Pledger
Vice President –
Finance Operations

Timothy S. Rule
Vice President –
Market Development

Daniel C. Sparks
Vice President –
Sales Operations and Support

Regional Vice Presidents

Robert C. Bower
Vice President –
Pacific West Region

Chris A. Burlog
Vice President –
Midwest Region

Michael G. Cloer
Vice President –
Southeast Region

John “Scott” Fisher
Vice President –
Western Canada Region

Joshuah P. Flores
Vice President –
Tools and Industrial
Solutions

Todd M. Hayes
Vice President –
Trench Safety Region

John J. Humphrey
Vice President –
Mid-Atlantic Region

William A. Kiker
Vice President –
Pump Solutions

Donald “Chad” Matter
Vice President –
Industrial Region

Jeffrey S. McGinnis
Vice President –
South Region

Kevin M. O’Brien
Vice President –
South-Central Region

Craig A. Schmidt
Vice President –
Northeast Region

David C. Scott
Vice President –
Power & HVAC Region

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Committees of the Board

- (1) Audit Committee, Jason D. Papastavrou, Chair
- (2) Compensation Committee, Donald C. Roof, Chair
- (3) Nominating and Corporate Governance Committee, José B. Alvarez, Chair
- (4) Strategy Committee, Bobby J. Griffin, Chair



The covers and narrative portions of this annual report are printed on papers containing 10% post-consumer fiber.

The 10K is printed on paper containing 10% post-consumer recycled fiber.

UNITED RENTALS, INC.
100 First Stamford Place, Suite 700
Stamford, CT 06902
unitedrentals.com



The equipment rental leader

Total 2016 revenues: **\$5.76 billion**

Market coverage: **887 rental branches,
U.S. and Canada**

Customers: **Primarily industrial and
construction companies and utilities**

Employees: **Approximately 12,500**

Rental fleet original cost: **\$8.99 billion**

Rental range: **Approximately 3,200
equipment classes**

