



**EQUIPMENT
SERVICES, INC.®**

**First Quarter 2009 Earnings
Conference**

May 6, 2009

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Chief Executive Officer**

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Chief Financial Officer**



Legal Disclaimers

FORWARD-LOOKING INFORMATION

This presentation contains "forward-looking statements" within the meaning of the federal securities laws. Statements about our beliefs and expectations and statements containing the words "may," "could," "would," "should," "believe," "expect," "anticipate," "plan," "estimate," "target," "project," "intend," "foresee" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results that differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) general economic conditions and construction and industrial activity in the markets where we operate in North America, as well as the impact of the current macroeconomic downturn and current conditions in the global credit markets and its effect on construction activity and the economy in general; (2) relationships with new equipment suppliers; (3) increased maintenance and repair costs as we age our fleet and decreases in our equipments' residual value; (4) our indebtedness; (5) the risks associated with the expansion of our business; (6) our possible inability to integrate any businesses we acquire; (7) competitive pressures; (8) compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and (9) other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K. Investors, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we are under no obligation to publicly update or revise any forward-looking statements after the date of this presentation.

NON-GAAP FINANCIAL MEASURES

This presentation contains certain Non-GAAP measures (EBITDA and Adjusted EBITDA). Please refer to Appendix A of this presentation for a description of our use of these measures. These Non-GAAP measures, as calculated by the Company, are not necessarily comparable to similarly titled measures reported by other companies. Additionally, these Non-GAAP measures are not a measurement of financial performance or liquidity under GAAP and should not be considered an alternative to the Company's other financial information determined under GAAP. See Appendix A for a reconciliation of these Non-GAAP measures.

Agenda

- ▶ **First Quarter Overview**
 - Q1 2009 Summary
 - Markets and Trends
 - Conclusion

- ▶ **Financial Overview**
 - Q1 2009 Results
 - Q1 2009 Capital Expenditures and Fleet Update
 - Current Capital Structure

- ▶ **Q&A Session**



First Quarter 2009 Overview



Q1 2009 Summary

- ▶ Profitable performance despite a continuing worldwide credit crisis and ongoing weak economic conditions which are impacting the non-residential construction and industrial markets.
- ▶ First quarter is historically softest quarter of year due to weather.
- ▶ Revenue decreased 24.2% to \$186.2 million.
- ▶ EBITDA decreased \$18.3 million to \$38.1 million; margin was 20.4%.
- ▶ Net income decreased \$8.0 million to \$2.2 million; earnings per share decreased \$0.22 to \$0.06.
- ▶ Continued efforts to protect balance sheet and maximize cash generation in current operating environment.
 - Reduced cap-ex spending.
 - Cost control; reduced SG&A 16.1% versus year ago.



Market Advantages and Challenges

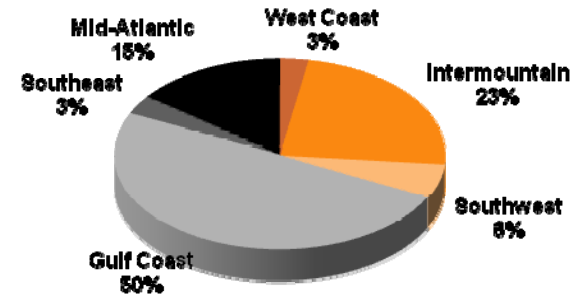
Key Market Advantages:

- ▶ Geographic diversity continues to benefit Company.
 - Demand remains stronger in Gulf Coast markets.
 - These regions account for half of our LTM revenue and gross profit.
- ▶ Strength of integrated business model provides flexibility to manage assets and generate strong cash flow in an economic downturn.
- ▶ Increased governmental infrastructure spending could prove to be a positive for our business.

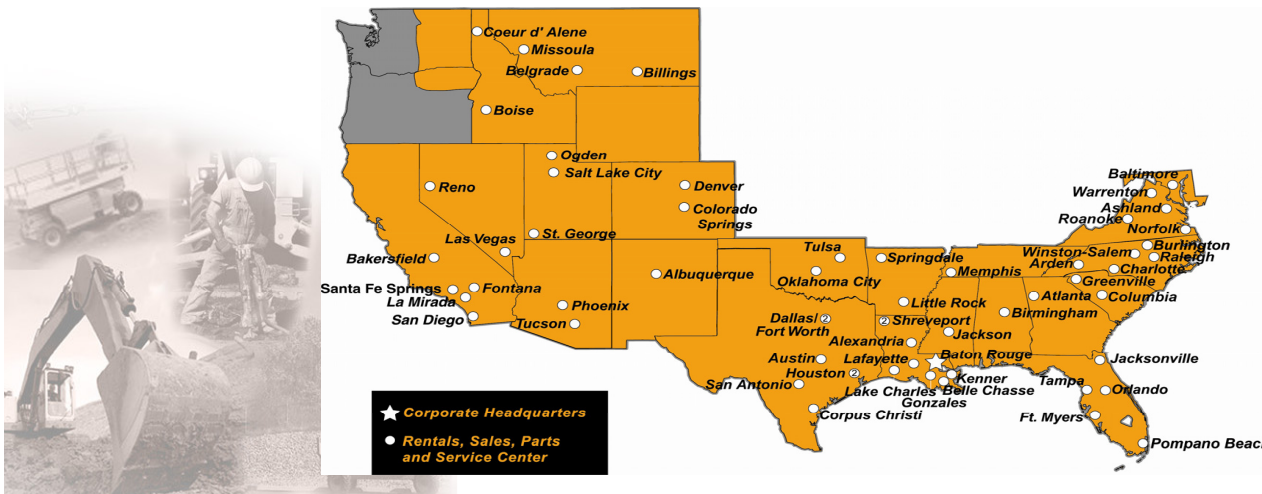
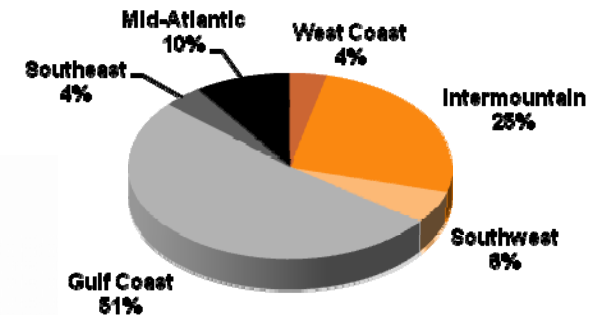
Current Challenges:

- ▶ End users' inability to access lending resulting in project delays and cancellations.
- ▶ Excess equipment in marketplace affecting pricing/utilization.
- ▶ Economy remains weak.
- ▶ U.S. non-residential construction spending forecasted to decline in 2009.
- ▶ Current conditions still provide limited visibility into market conditions during 2009.

Revenue by region



Gross Profit by region



Q1 2009 Conclusion

- ▶ Profitable quarter despite economic impacts on non-residential construction and industrial markets and traditionally soft period due to weather.
- ▶ Expect very challenging environment to continue.
 - Strong ties to industrial sector will help offset the impact of weaker end markets, but all customers being impacted.
- ▶ Continue to take proactive steps to protect performance with expected declines in the non-residential construction markets.
 - Focused on maintaining strong balance sheet and cash generation. Leverage (Debt/LTM Adjusted EBITDA) is only 1.4x.
 - Currently well capitalized with debt carrying a low interest rate and maturity dates well into future. (Senior credit facility due mid-2011 and senior unsecured debt due mid-2016.)
 - Reducing rental fleet capital expenditures to adapt to current conditions.
 - Workforce reductions continue (another 3% in Q109).
 - Freezing management incentive compensation; reduced SG&A expenses.
- ▶ Remain very confident in our business and ability to adapt to current market conditions.

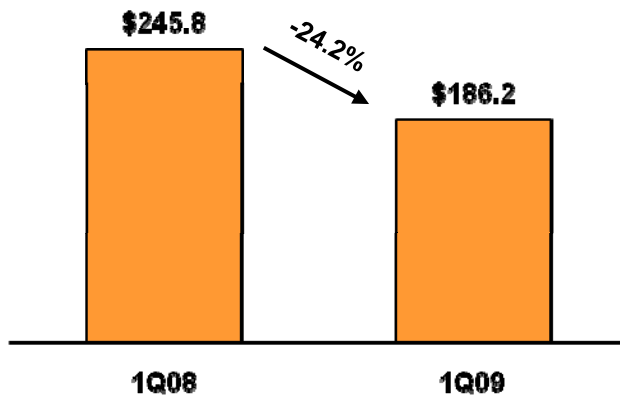


First Quarter 2009 Financial Overview

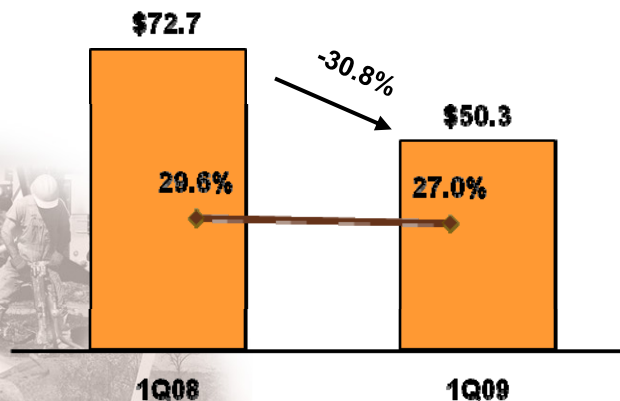


Q1 2009 Revenues and Gross Profit

Revenues (\$mm)



Gross Profit (\$mm)



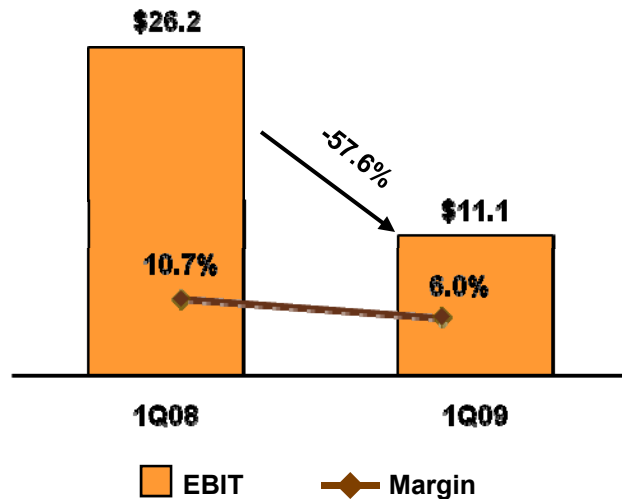
Key Takeaways

- ▶ Revenues decreased \$59.6 million.
 - Decline in sales in all segments with most significant decline in used equipment sales of \$25.3 million, or 61.1%.
- ▶ Gross profit decreased \$22.4 million.
 - Gross margin decreased to 27.0% from 29.6% largely due to lower gross margins from rentals and used equipment sales.
 - Rental margins declined to 36.7% vs. 46.3% primarily due to an 840 bps decline in time utilization and a 990 bps decline in average rental rates.
 - Used equipment margins are lower primarily due to weaker demand.



Q1 2009 Income From Operations

Income From Operations (\$mm)



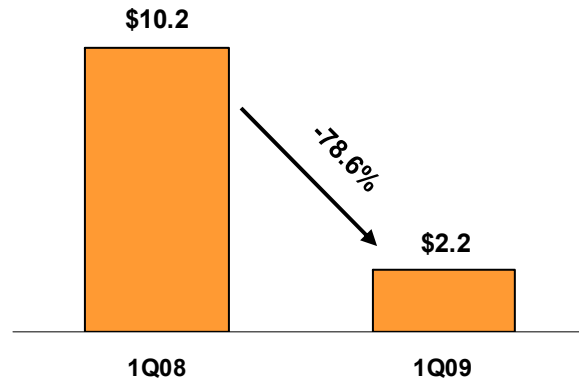
Key Takeaways

- ▶ \$15.1 million decrease.
- ▶ 6.0% margin versus 10.7% margin due to:
 - Margin pressure as revenues decline faster than costs due to weaker demand.
 - Revenues declined 24%; SG&A costs declined 16%.
 - Also impacted by lower gross margins in 1Q09 as discussed on slide 9.

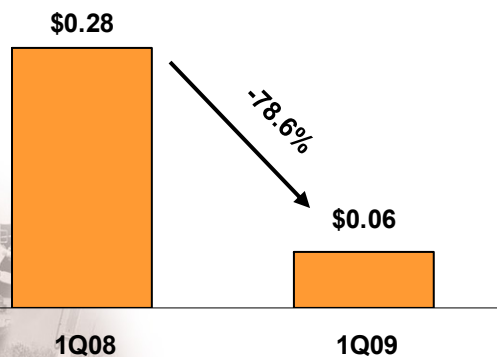


Q1 2009 Net Income, Earnings Per Share

Net Income (Loss) (\$mm)



Earnings Per Share



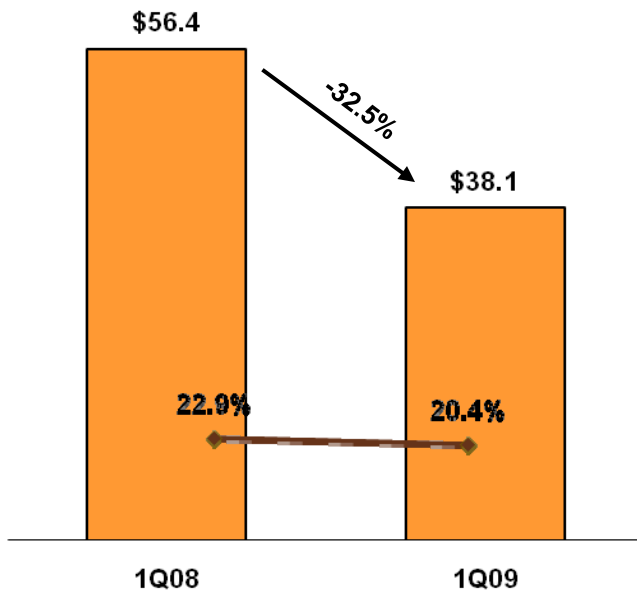
Key Takeaways

- ▶ Net income down \$8.0 million.
 - Lower interest expense as a result of lower rates, debt under senior secured credit facility and floor plan payables.
- ▶ Diluted earnings per share down \$0.22.
- ▶ Effective tax rate of 30.8% in 1Q09 versus 37.1% in 1Q08.
- ▶ 1Q09 diluted weighted average share count of 34.6 million versus 36.7 million due to previous stock repurchases.
- ▶ Focused on generating cash and debt reduction.



Q1 2009 EBITDA

EBITDA (\$mm)



■ EBITDA ◆ Margin

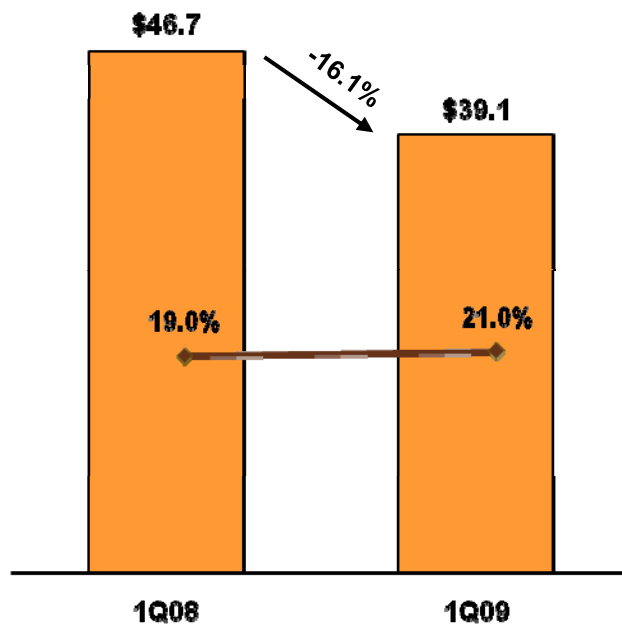
Key Takeaways

- ▶ EBITDA decreased \$18.3 million.
- ▶ EBITDA margin decreased to 20.4% from 22.9%
 - Margin pressure primarily due to lower rental and used equipment sales gross margins and more rapid decline in revenues than SG&A.



Q1 2009 Selling, General & Administrative Expense

SG&A (\$mm)



■ SG&A ◆ % of Total Revenue

Key Takeaways

- ▶ \$7.6 million decrease.
 - Wages, incentive pay, benefits and other employee related costs reduced by \$6.7 million in 1Q09 compared to 1Q08.
 - Primarily a result of workforce reductions.
 - Approximately 10% in 2008.
 - Approximately 3% in 1Q09.
 - Continue workforce reductions.
 - Approximately 3% in beginning of 2Q09.

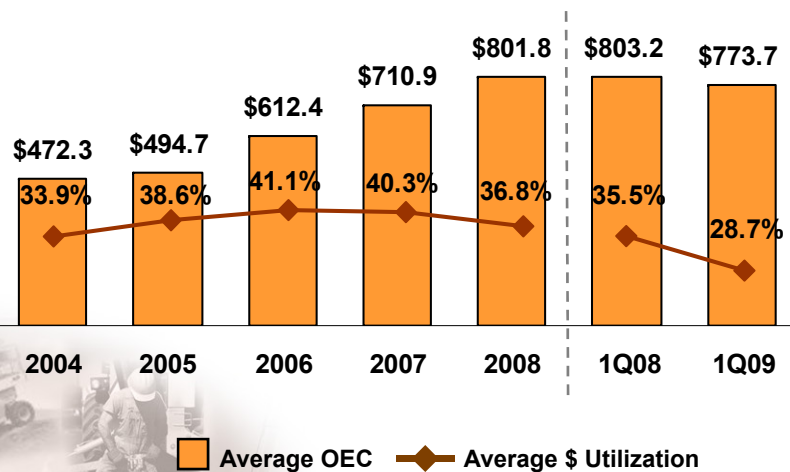


2009 Capital Expenditures Summary

Rental Cap-Ex Summary

(\$ in millions)	2006	2007	2008	YTD 2009
Gross Rental CapEx ¹	\$221.0	\$258.1	\$168.4	\$ 5.7
Sale of Rental Equipment (\$105.7)	(\$122.6)	(\$123.1)	(\$13.3)	
Net Rental CapEx	\$115.3	\$135.5	\$45.3	(\$ 7.6)

Rental Fleet Statistics² (\$mm)

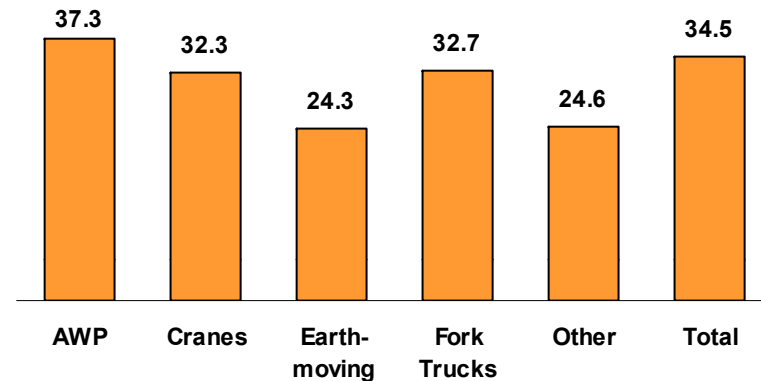


Note: Fleet statistics as of March 31, 2009

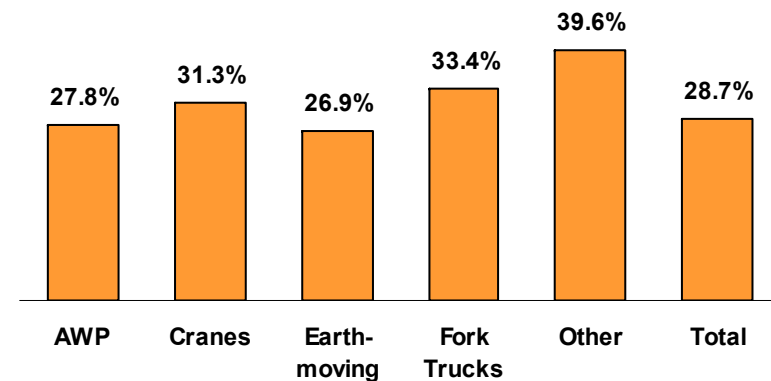
¹ Gross rental cap-ex includes amounts transferred from new and used inventory. Gross cap-ex for 2006 excludes February and March purchases of equipment previously held under operating leases.

² Represents rental revenues annualized divided by the average original equipment cost.

Fleet Age by Equipment Type (months)



\$ Utilization by Equipment Type²



Current Capital Structure...No Near-Term Debt Maturities or Covenant Concerns, Abundant Liquidity and Strong Credit Statistics



Current Capital Structure

(\$mm)	3/31/09
Cash	\$ 10.8
Debt:	
Senior Secured Credit Facility due August 2011	67.9
8.375% Senior Unsecured Notes due 2016	250.0
Capital Lease Payable	2.3
Other Notes Payable	2.0
Total Debt	322.2
Shareholder's Equity	292.6
Total Book Capitalization	\$ 614.8

Credit Statistics

	12/31/06	12/31/07	12/31/08	LTM 3/31/09
Adj. EBITDA ¹ / Total Interest Exp.	5.7x	6.7x	6.5x	6.3x
Total Debt / Adj. EBITDA ¹	1.2x	1.5x	1.3x	1.4x
Debt / Total Capitalization	53.0%	56.6%	53.3%	52.4%

Current Ratings

Moody's
(Ratings **AFFIRMED 3/12/09**)

S&P

Outlook = Stable
Corporate Family Rating = B1
Senior Unsecured Notes = B3

Outlook = Stable
Credit Rating = BB-
Senior Unsecured Notes = BB-

Sr. Secured Credit Facility (ABL) Financial Covenant²

Springing Minimum Fixed Charge Coverage Ratio \geq 1.1 to 1.0.

Covenant triggered if excess availability < \$25 million.

Currently, \$244.1 million of excess availability under \$320 million ABL.

¹ Excludes the impact of (i) the \$8.0 million termination fee paid in conjunction with the termination of a management services agreement in the first quarter of 2006; (ii) the \$40.8 million loss on early extinguishment of debt recorded in the third quarter of 2006; (iii) the \$0.3 million loss on early extinguishment of debt recorded in the third quarter of 2007; and (iv) the fourth quarter 2008 non-cash goodwill and intangible asset impairment charges of \$22.7 million that were identified in connection with the Company's annual fourth quarter goodwill impairment test and preparation, review and audit of the year-end financial statements. See Appendix A for a reconciliation of Non-GAAP measures.

² Other exceptions exist in the credit agreement including, among other things, certain requirements, restrictions and negative covenants.

Appendix A—Unaudited Reconciliation of Non-GAAP Financial Measures



Unaudited Reconciliation of Non-GAAP Financial Measures

We define EBITDA as net income (loss) before interest expense, income taxes, depreciation and amortization. We define Adjusted EBITDA for the year ended December 31, 2008 and trailing twelve months ended March 31, 2009 as EBITDA adjusted for the \$22.7 million goodwill and intangible asset impairment charges recorded in the fourth quarter of 2008. We define Adjusted EBITDA for the year ended December 31, 2007 as EBITDA adjusted for the \$0.3 million loss on early extinguishment of debt recorded in the third quarter of 2007, related to the Company's debt restructuring. We define Adjusted EBITDA for the year ended December 31, 2006 as EBITDA adjusted for the \$40.8 million loss on early extinguishment of debt recorded in the third quarter of 2006, related to the Company's debt restructuring, and the \$8.0 million fees paid in connection with the termination of a management services agreement.

We use EBITDA and Adjusted EBITDA in our business operations to, among other things, evaluate the performance of our business, develop budgets and measure our performance against those budgets. We also believe that analysts and investors use EBITDA and Adjusted EBITDA as supplemental measures to evaluate a company's overall operating performance. However, EBITDA and Adjusted EBITDA have material limitations as analytical tools and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. We consider them useful tools to assist us in evaluating performance because they eliminate items related to capital structure, taxes and non-cash charges. The items that we have eliminated in determining EBITDA are interest expense, income taxes, depreciation of fixed assets (which includes rental equipment and property and equipment) and amortization of intangible assets and, in the case of Adjusted EBITDA, any goodwill and intangible asset impairment charges. However, some of these eliminated items are significant to our business. For example, (i) interest expense is a necessary element of our costs and ability to generate revenue because we incur a significant amount of interest expense related to our outstanding indebtedness; (ii) payment of income taxes is a necessary element of our costs; and (iii) depreciation is a necessary element of our costs and ability to generate revenue because rental equipment is the single largest component of our total assets and we recognize a significant amount of depreciation expense over the estimated useful life of this equipment. Any measure that eliminates components of our capital structure and costs associated with carrying significant amounts of fixed assets on our balance sheet has material limitations as a performance measure. In light of the foregoing limitations, we do not rely solely on EBITDA and Adjusted EBITDA as performance measures and also consider our GAAP results. EBITDA and Adjusted EBITDA are not measurements of our financial performance under GAAP and should not be considered alternatives to net income, operating income or any other measures derived in accordance with GAAP. Because EBITDA and Adjusted EBITDA are not calculated in the same manner by all companies, they may not be comparable to other similarly titled measures used by other companies.



Unaudited Reconciliation of Non-GAAP Financial Measures



(Amounts in thousands)

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>LTM</u> <u>3/31/2009</u>	<u>1Q08</u>	<u>1Q09</u>
Net income	\$ 28,160	\$ 32,714	\$ 64,626	\$ 43,296	\$ 35,265	\$ 10,209	\$ 2,178
Interest expense	41,822	37,684	36,771	38,255	36,269	10,167	8,181
Provision for income taxes	673	9,694	40,789	26,101	21,053	6,019	971
Depreciation	59,765	85,077	103,221	115,454	112,785	29,249	26,580
Amortization	94	46	1,060	2,223	1,658	713	148
EBITDA	\$ 130,514	\$ 165,215	\$ 246,467	\$ 225,329	\$207,030	\$ 56,357	\$ 38,058
Loss on early extinguishment of debt ¹	—	40,771	320	—	—	—	—
Management services agreement termination fee ²	—	8,000	—	—	—	—	—
Impairment of goodwill and intangible asset ³	—	—	—	22,721	22,721	—	—
Adjusted EBITDA	\$ 130,514	\$ 213,986	\$ 246,787	\$248,050	\$229,751	\$ 56,357	\$ 38,058

¹ Adjustments relate to a loss on early extinguishment of the Company's Senior Secured and Senior Subordinated Notes.

² Adjustment relates to \$8.0 million of fees paid in connection with the termination of a management services agreement.

³ Adjustment relates to non-cash goodwill and intangible asset impairment charges of \$22.7 million.

