



**EQUIPMENT
SERVICES, INC.®**

**Second Quarter 2009 Earnings
Conference**

August 5, 2009

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Chief Executive Officer

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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 their 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 equipment's residual value; (4) our indebtedness; (5) the risks associated with the expansion of our business; (6) our possible inability to effectively 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

- ▶ Second Quarter Overview
 - Q2 2009 Summary
 - Markets and Trends
 - Conclusion

- ▶ Financial Overview
 - Q2 2009 Results
 - Q2 2009 Capital Expenditures and Fleet Update
 - Current Capital Structure

- ▶ Q&A Session



Second Quarter 2009 Overview



Q2 2009 Summary

- ▶ Continued success in protecting balance sheet and maximizing cash generation in current operating environment.
 - Reduced cap-ex spending.
 - Cost control; reduced SG&A 21.2% versus year ago.
- ▶ Second quarter conditions were worse than first quarter.
- ▶ Revenue decreased 36.2% to \$180.2 million. Decrease of 3.2% from \$186.2 million in first quarter.
- ▶ EBITDA decreased \$30.0 million to \$34.6 million, a margin of 19.2%. Decrease of 9.2% from \$38.1 million in first quarter.
- ▶ Net income was \$300,000 compared to \$16.1 million; earnings per share decreased \$0.44 to \$0.01.

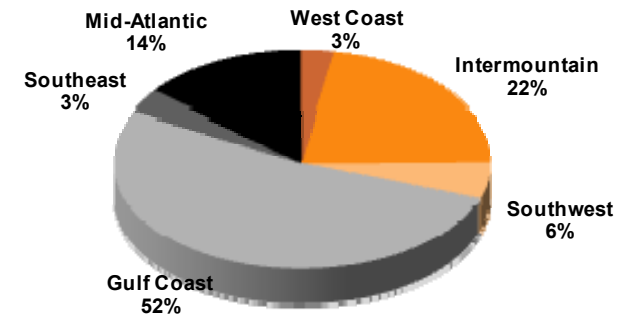


Market Advantages

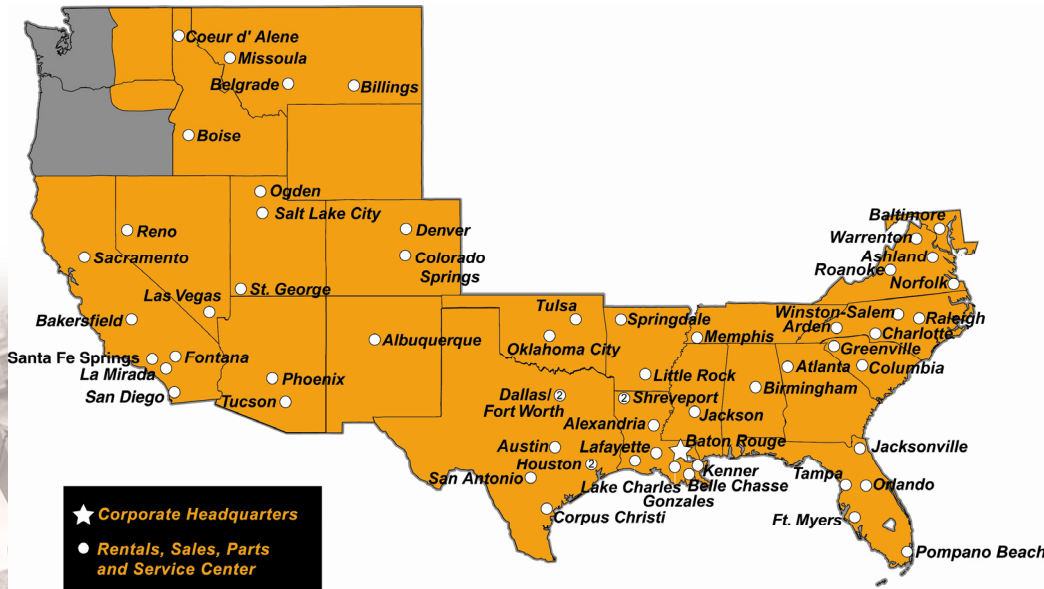
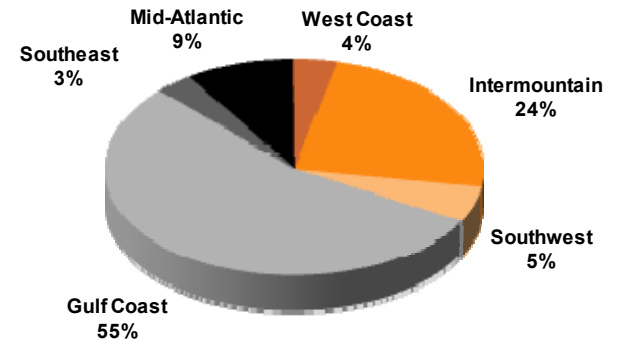
Key Market Advantages:

- ▶ Geographic diversity continues to benefit Company.
 - Demand remains stronger in Gulf Coast.
 - This region accounts 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 positive for our business.

Revenue by region



Gross Profit by region



Market Challenges and Trends

Current Challenges:

- ▶ Worldwide recession continued during the second quarter.
- ▶ 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 and industrial spending forecasted to decline in 2009.

Some Encouraging Signs:

- ▶ Banking system appears to have stabilized and credit markets have improved.
- ▶ Stimulus spending may accelerate the second half of this year.
- ▶ Economic conditions are showing signs of improvement.
- ▶ Fleet utilization is showing signs of stabilization.



Q2 2009 Conclusion

- ▶ Strong balance sheet and solid capital structure.
- ▶ Expect very challenging environment to continue this year.
 - 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 1.5x.
 - Reduced debt by \$23 million during second quarter.
 - Currently well capitalized with debt carrying a low interest rate and no near-term maturity dates.
 - Reducing rental fleet capital expenditures to adapt to current conditions.
 - Continued cost control.
- ▶ Remain very confident in our business and ability to adapt to current market conditions.
- ▶ Some encouraging signs on the horizon.

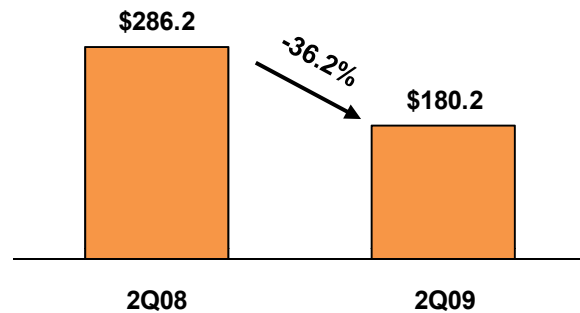


Second Quarter 2009 Financial Overview

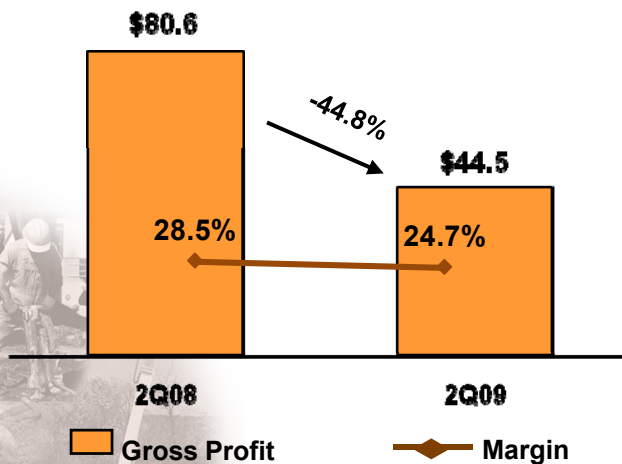


Q2 2009 Revenues and Gross Profit

Revenues (\$mm)



Gross Profit (\$mm)

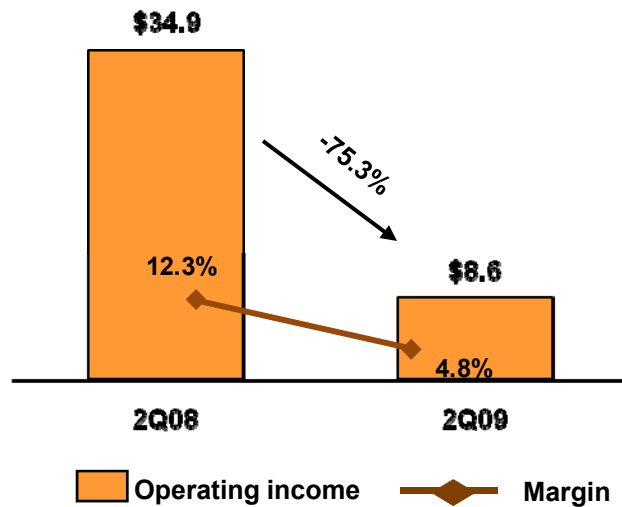


Key Takeaways

- ▶ Revenues decreased 36.2%.
 - Decline in all segments.
 - Parts & Service businesses continue to be more stable than other segments with low double-digit decline on combined basis.
- ▶ Gross profit decreased 44.8%.
 - Gross margin decreased to 24.7% from 28.5% largely due to lower gross margins from rentals and used equipment sales.
 - Rental margins declined to 32.5% vs. 49.3%.
 - 1260 bps decline in time utilization.
 - 15.8% decline in average year-over-year rental rates on new contracts.
 - Rental depreciation declined 12.1%; rental revenues declined 33.4%.
 - Used equipment margins declined to 18.3% vs. 22.7%.
 - Weak margins on certain used inventory transactions with margins at 3.7% vs. 11.3%.
 - Rental equipment margins less volatile with margins at 23.4% vs. 26.3%.

Q2 2009 Income From Operations

Income From Operations (\$mm)



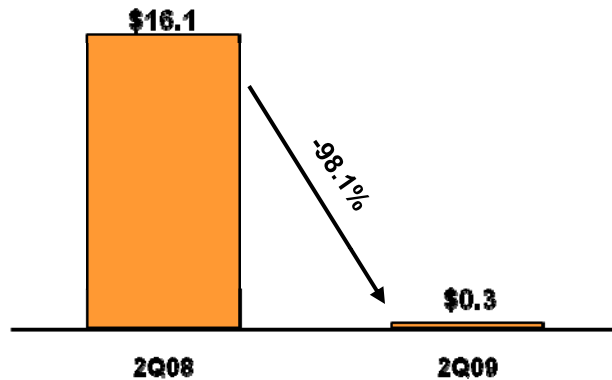
Key Takeaways

- ▶ Income from operations decreased 75.3%.
- ▶ 4.8% margin versus 12.3% margin due to:
 - Margin pressure continued into Q2 with revenues declining faster than costs.
 - Revenues declined 36.2%; SG&A costs declined 21.2%.
 - Also impacted by lower gross margins in 2Q09 as discussed on slide 10.



Q2 2009 Net Income, Earnings Per Share

Net Income (\$mm)



Earnings Per Share



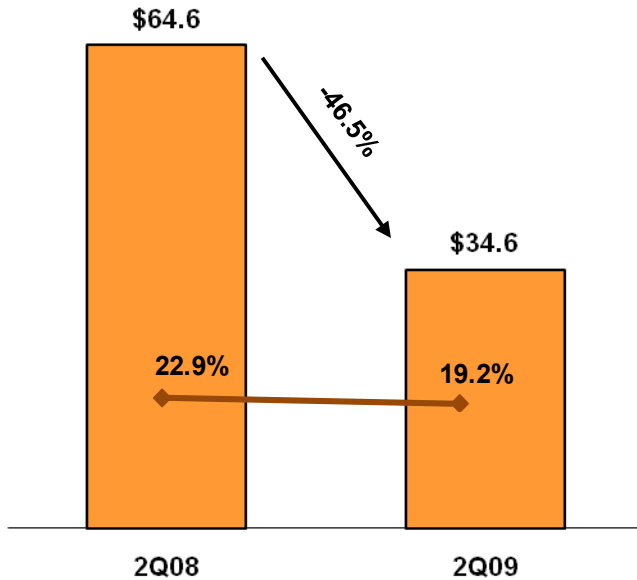
Key Takeaways

- ▶ Net income was \$300,000 vs. \$16.1 million.
 - Interest expense down due to lower rates, lower debt under senior secured credit facility and lower floor plan payables.
- ▶ Diluted earnings per share were \$0.01, down \$0.44.
- ▶ Effective tax rate of 65.1% in 2Q09 versus 37.0% in 2Q08.
 - Higher effective tax rate due to effect of permanent differences on lower pre-tax income.
- ▶ 2Q09 diluted weighted average share count of 34.6 million versus 36.0 million.
- ▶ Remain focused on generating cash and debt reduction.
 - Reduced debt by \$23 million in 2nd quarter.



Q2 2009 EBITDA

EBITDA (\$mm)



■ EBITDA ◆ Margin

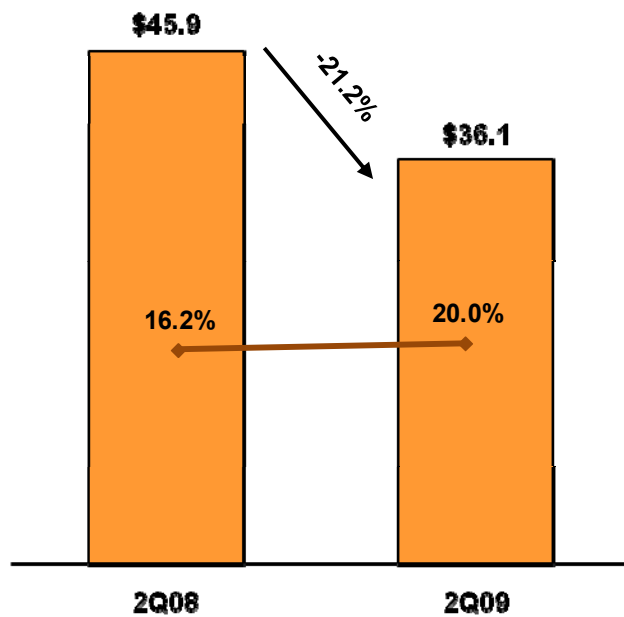
Key Takeaways

- ▶ EBITDA decreased 46.5%.
- ▶ EBITDA margin decreased to 19.2% from 22.9%
 - Margin pressure primarily due to lower rental margins, lower gross margins on used equipment sales and more rapid decline in revenues than SG&A.
 - See slide 10 for more discussion on gross margins.



Q2 2009 Selling, General & Administrative Expense

SG&A (\$mm)



■ SG&A ◆ % of Total Revenue

Key Takeaways

- ▶ \$9.7 million, or 21.2%, decrease.
- ▶ Continue to make progress on adjusting to current environment.
 - Wages, incentive pay, benefits and other employee related costs reduced by \$6.8 million in 2Q09 compared to 2Q08.
 - Nearly a 9% manpower reduction YTD 2009.
 - Reduced manpower by 10% in 2008.
 - Costs down as a percent of revenue from 1Q09.

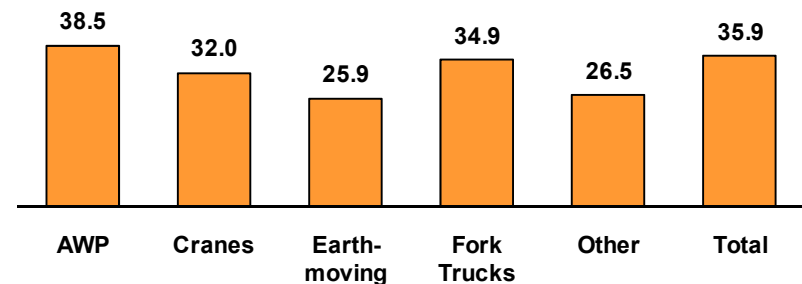


2009 Capital Expenditures Summary

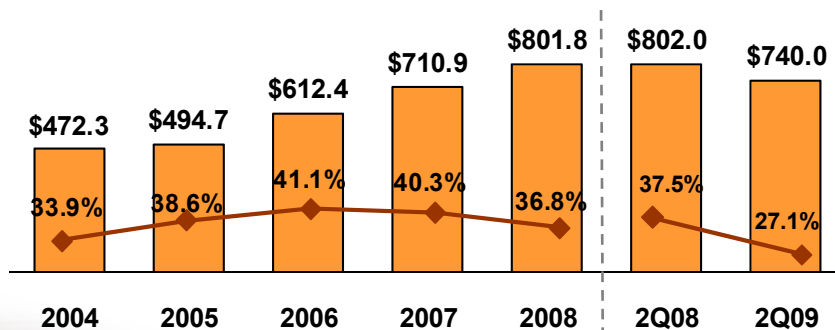
Rental Cap-Ex Summary

(\$ in millions)	2006	2007	2008	YTD 2009
Gross Rental CapEx ¹	\$221.0	\$258.1	\$168.4	\$11.4
Sale of Rental Equipment (\$105.7) (\$122.6) (\$123.1)				(\$28.4)
Net Rental CapEx	\$115.3	\$135.5	\$45.3	(\$ 17.0)

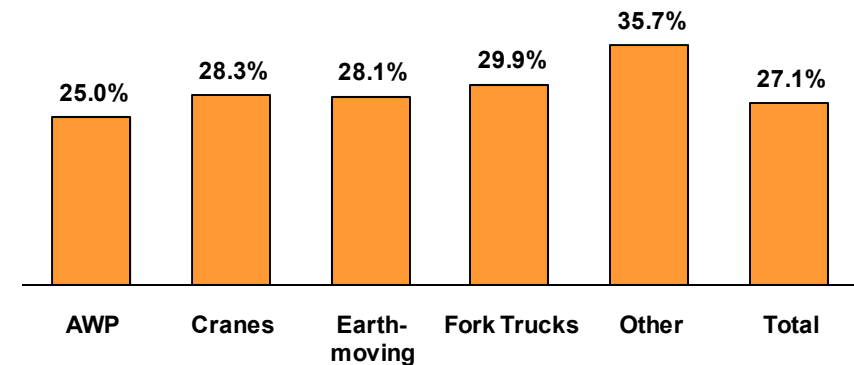
Fleet Age by Equipment Type (months)



Rental Fleet Statistics² (\$mm)



\$ Utilization by Equipment Type²



■ Average OEC
 ◆ Average \$ Utilization

Note: Fleet statistics as of June 30, 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.

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



Current Capital Structure

(\$mm)	6/30/09
Cash	\$ 8.9
Debt:	
Senior Secured Credit Facility due August 2011	45.0
8.375% Senior Unsecured Notes due 2016	250.0
Capital Lease Payable	2.2
Other Notes Payable	2.0
Total Debt	299.2
Shareholder's Equity	293.0
Total Book Capitalization	\$ 592.2

Credit Statistics

	12/31/06	12/31/07	12/31/08	LTM 6/30/09
Adj. EBITDA ¹ / Total Interest Exp.	5.7x	6.7x	6.5x	5.8x
Total Debt / Adj. EBITDA ¹	1.2x	1.5x	1.3x	1.5x
Debt / Total Capitalization	53.0%	56.6%	53.3%	50.5%

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 ONLY if excess availability < \$25 million.**
- **\$267 million of availability under \$320 million ABL at June 30th.**
- **Increased availability by \$23 million during 2nd quarter.**

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 June 30, 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 in the first quarter of 2006.

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), 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>6/30/2009</u>	<u>2Q08</u>	<u>2Q09</u>
Net income	\$ 28,160	\$ 32,714	\$ 64,626	\$ 43,296	\$ 19,410	\$ 16,118	\$ 263
Interest expense	41,822	37,684	36,771	38,255	34,749	9,531	8,011
Provision for income taxes	673	9,694	40,789	26,101	12,065	9,479	491
Depreciation	59,765	85,077	103,221	115,454	109,676	28,765	25,656
Amortization	94	46	1,060	2,223	1,052	754	148
EBITDA	\$ 130,514	\$ 165,215	\$ 246,467	\$ 225,329	\$176,952	\$ 64,647	\$ 34,569
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	\$199,673	\$ 64,647	\$ 34,569

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.

