

RSC Holdings Inc.  
Form SC 13G/A  
February 14, 2012

---

---

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

RSC HOLDINGS INC.  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

74972L 102  
(CUSIP Number)

December 31, 2011  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

<input type="radio"/>	Rule 13d-1(b)
<input type="radio"/>	Rule 13d-1(c)
<input checked="" type="radio"/>	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---



CUSIP No. 74972L

Page 2 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x(b) ☐ o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF -0-

SHARES

BENEFICIALLY

6 SHARED VOTING POWER

OWNED

23,910,939(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

23,910,939(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,910,939(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES☐ o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%(2)

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4 below.

(2)

Edgar Filing: RSC Holdings Inc. - Form SC 13G/A

Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.

---

CUSIP No. 74972L

Page 3 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

Oak Hill Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED

23,910,939(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

23,910,939(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,910,939(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%(2)

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.



CUSIP No. 74972L

Page 4 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCP GenPar II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED

34,755,329(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

34,755,329(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,755,329(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.3%(2)

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.





CUSIP No. 74972L

Page 5 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCP MGP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF -0-

SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

OWNED

34,755,329(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

34,755,329(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,755,329(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.3%(2)

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.



CUSIP No. 74972L

Page 6 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCMP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED

2,155,540(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

2,155,540(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,155,540(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.0%(2)

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.



CUSIP No. 74972L

Page 7 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

Oak Hill Capital Management Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF -0-

SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

OWNED

2,155,540(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

2,155,540(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,155,540(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.0%(2)

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.



CUSIP No. 74972L

Page 8 of 16 Pages

102

## SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCP II RSC COI, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED

8,688,850(1)

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

8,688,850(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,688,850(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.3%(2)

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4 below.

(2) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.





CUSIP No. 74972L

Page 9 of 16 Pages

102

## SCHEDULE 13G

ITEM(a)

Name of Issuer: RSC Holdings Inc. (the "Issuer")

1.

(b)

Address of Issuer's Principal  
Executive Offices:6929 E. Greenway Parkway  
Scottsdale, AZ 85254

ITEM(a)

Name of Person Filing:

2.

Name of Person Filing	Address	Citizenship
OHCP II RSC, LLC	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
Oak Hill Capital Partners II, L.P.	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
OHCP GenPar II, L.P.	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
OHCP MGP II, LLC	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
OHCMP II RSC, LLC	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
Oak Hill Capital Management Partners II, L.P.	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware
OHCP II RSC COI, LLC	201 Main Street, Suite 1018 Fort Worth, TX 76102	Delaware

OHCP II RSC, LLC, Oak Hill Capital Partners II, L.P., OHCP GenPar II, L.P., OHCP MGP II, LLC, OHCMP II RSC, LLC, Oak Hill Capital Management Partners II, L.P. and OHCP II RSC COI, LLC have entered into a Joint Filing Agreement, dated February 14, 2011, a copy of which is filed as Exhibit 1 to this Amendment No. 3 to the Schedule 13G, pursuant to which such reporting persons have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

(b) Address or Principal Business Office or, if None, Residence: See Item 2(a) above.

(c) Citizenship: See Item 2(a) above.

(d) Title of Class of Securities: Common Stock, no par value per share, of the Issuer ("Common Stock").

(e) CUSIP Number: 74972L 102

---

CUSIP No. 74972L

Page 10 of 16 Pages

102

## SCHEDULE 13G

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13D-2(b) OR (c), CHECK

3. WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) ☐ An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) ☐ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

N/A

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See below.
- (b) Percent of class: See below.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: See below.
  - (ii) Shared power to vote or to direct the vote: See below.
  - (iii) Sole power to dispose or to direct the disposition of: See below.
  - (iv) Shared power to dispose or to direct the disposition of: See below.

As of the date of this report, each of the Reporting Persons beneficially owned the number and percentage of issued and outstanding shares of common stock of the Issuer listed opposite its name:

Reporting Person	Amount Beneficially Owned	Percent of Class(a)
OHCP II RSC, LLC	23,910,939	22.9%
Oak Hill Capital Partners II, L.P.	0(b)	0%
OHCP GenPar II, L.P.	0(b)(c)(d)	0%
OHCP MGP II, LLC	0(b)(c)(d)	0%
OHCMP II RSC, LLC	2,155,540	2.0%
Oak Hill Capital Management Partners II, L.P.	0(c)	0%
OHCP II RSC COI, LLC	8,688,850	8.3%

- (a) Based on 104,363,681 shares outstanding as of January 20, 2012, as disclosed in the Issuer's Annual Report on Form 10-K filed on January 26, 2012.
- (b) 23,910,939 shares held by OHCP II RSC, LLC, whose sole member is Oak Hill Capital Partners II, L.P., whose general partner is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. Oak Hill Capital Partners II, L.P., OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCP II RSC, LLC, as well as the shares held by OHCMP II RSC, LLC and OHCP II RSC COI, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Kevin G. Levy, Denis J. Nayden and Ray Pinson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCP II RSC, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCP II RSC, LLC, as well as the shares held by OHCMP II RSC, LLC and OHCP II RSC COI, LLC.

CUSIP No. 74972L  
102

## SCHEDULE 13G

Page 11 of 16 Pages

- (c) 2,155,540 shares held by OHCMP II RSC, LLC, whose managing member is Oak Hill Capital Management Partners II, L.P., whose general partner is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. Oak Hill Capital Management Partners II, L.P., OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCMP II RSC, LLC, as well as the shares held by OHCP II RSC, LLC and OHCP II RSC COI, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Kevin G. Levy, Denis J. Nayden and Ray Pinson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCMP II RSC, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCMP II RSC, LLC, as well as the shares held by OHCP II RSC, LLC and OHCP II RSC COI, LLC.
- (d) 8,688,850 shares held by OHCP II RSC COI, LLC, whose managing member is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCP II RSC COI, LLC, as well as the shares held by OHCP II RSC, LLC and OHCMP II RSC, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Kevin G. Levy, Denis J. Nayden and Ray Pinson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCP II RSC COI, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCP II RSC COI, LLC, as well as the shares held by OHCP II RSC, LLC and OHCMP II RSC, LLC.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
N/A
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
See Item 4 above.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
N/A
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Each of OHCP II RSC, LLC, OHCMP II RSC, LLC and OHCP II RSC COI, LLC (collectively, the “Oak Hill Funds”) is a party to an Amended and Restated Stockholders Agreement, dated October 6, 2011 (the “Stockholders Agreement”), with the Issuer, pursuant to which the Oak Hill Funds currently have the right to nominate three members of the Issuer's board of directors. The aggregate amount of shares of Common Stock beneficially owned by the Oak Hill

Funds is approximately 34,755,329, which represents approximately 33.3% of the outstanding shares of Common Stock.

On December 15, 2011, the Issuer entered into a definitive merger agreement (the “Merger Agreement”) with United Rentals, Inc. (“URI”) pursuant to which the Issuer will be merged (the “Merger”) with and into URI, with URI continuing as the surviving corporation. Concurrently, with the entry into the Merger Agreement, the Oak Hill Funds entered into a voting agreement (the “Voting Agreement”) with URI in connection with the Merger. Pursuant to the Voting Agreement, the Oak Hill Funds have agreed to, among other things, vote (or cause to be voted) all of their shares of the Issuer’s common stock (a) in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby and (b) against, and otherwise not support, any other “acquisition proposal” (as defined in the merger agreement) or any other action, agreement or transaction submitted for approval of the Issuer’s stockholders that is intended, or would reasonably be expected, to materially impede, interfere or be inconsistent with, delay, postpone, discourage or materially and adversely affect consummation of the merger. The voting agreement will terminate upon the earliest to occur of: (a) the date of termination of the Merger Agreement in accordance with its terms; (b) the date of any amendment, modification, change or waiver to any provision of the Merger Agreement that reduces the amount or changes the form of the merger consideration to the Issuer’s stockholders (subject to adjustment in accordance with the terms of the merger agreement); and (c) the time when a certificate of merger is filed with the Secretary of State of the State of Delaware.

The foregoing descriptions are not complete and qualified in its entirety to the Stockholders Agreement and the Voting Agreement which are attached as Exhibits 2 and 3 to this Schedule 13G and incorporated herein by reference.

The stock ownership reported for each of the Oak Hill Funds and the other reporting persons does not include any shares owned by other parties to the Stockholders Agreement. Each of the Oak Hill Funds and the other reporting persons disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

---

CUSIP No. 74972L  
102

SCHEDULE 13G

Page 12 of 16 Pages

ITEM NOTICE OF DISSOLUTION OF GROUP  
9.

N/A

ITEM CERTIFICATIONS.  
10.

N/A

---

CUSIP No. 74972L  
102

SCHEDULE 13G

Page 13 of 16 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OHCP II RSC, LLC

By: Oak Hill Capital Partners II, L.P.  
its Sole Member

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL PARTNERS II, L.P.

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President



CUSIP No. 74972L  
102

SCHEDULE 13G

Page 14 of 16 Pages

OHCP GENPAR II, L.P.

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCP MGP II, LLC

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCMP II RSC, LLC

By: Oak Hill Capital Management Partners II, L.P.  
its Managing Member

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL MANAGEMENT  
PARTNERS II, L.P.

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC

Edgar Filing: RSC Holdings Inc. - Form SC 13G/A

its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

CUSIP No. 74972L  
102

SCHEDULE 13G

Page 15 of 16 Pages

OHCP II RSC COI, LLC

By: OHCP GenPar II, L.P.  
its Managing Member

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

---

CUSIP No. 74972L  
102

SCHEDULE 13G

Page 16 of 16 Pages

Exhibit Index

- |            |  |
|------------|--|
| Exhibit 1. | Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.  |
| Exhibit 2. | Second Amended and Restated Stockholders Agreement, dated as of October 6, 2011, by and among the Issuer and OHCP II RSC, LLC, OHCMP II RSC, LLC and OHCP II RSC COI, LLC (incorporated by reference to Exhibit 4.7.3 of the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 20, 2011). |
| Exhibit 3. | Voting Agreement dated as of December 15, 2011, by and among United Rentals, Inc. and OHCP II RSC LLC, OHCMP II RSC, LLC and OHCP II RSC COI, LLC (incorporated by reference to the Form S-4 filed by United Rentals, Inc. with the Securities and Exchange Commission on January 17, 2012).                                 |
-

JOINT FILING AGREEMENT

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G, as amended, to which this Exhibit is attached, and such Schedule 13G, as amended, is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

OHCP II RSC, LLC

By: Oak Hill Capital Partners II, L.P.  
its Sole Member

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL PARTNERS II, L.P.

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President



OHCP GENPAR II, L.P.

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCP MGP II, LLC

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCMP II RSC, LLC

By: Oak Hill Capital Management Partners II, L.P.  
its Managing Member

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL MANAGEMENT  
PARTNERS II, L.P.

By: OHCP GenPar II, L.P.  
its General Partner

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky

Title: Vice President

---



OHCP II RSC COI, LLC

By: OHCP GenPar II, L.P.  
its Managing Member

By: OHCP MGP II, LLC  
its General Partner

Date: February 14, 2012

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President