

Nominating and Corporate Governance Committee Charter

Set forth below is the charter for the Nominating and Corporate Governance Committee (the "Committee") of the board of directors (the "board") of United Rentals, Inc. (the "Company").

1. General Purpose. The general purpose of the Committee is to discharge the responsibilities described below relating to (i) board composition, (ii) corporate governance and (iii) performance evaluation of the board and management.
2. Responsibilities Relating to Board Composition
 - 2.1. The Committee's responsibilities shall be to:
 - develop criteria for evaluating prospective candidates to the board;
 - identify individuals qualified to become board members; and
 - recommend to the board those individuals that should be nominees for election or re-election to the board or otherwise appointed to the board (with authority for final approval remaining with the board).
 - 2.2. The Committee shall have sole authority to (i) retain and terminate any search firm to be used to identify director candidates and (ii) approve the search firm's fees and other retention terms.
 - 2.3. The recommendation of the Committee shall not be required for directors that are elected by holders of the Company's preferred stock voting as a separate class, and nothing in this Charter shall limit any rights that holders of any class of preferred stock may have to designate or elect directors voting as a separate class.
3. Responsibilities Relating to Corporate Governance
 - 3.1. The Committee shall be responsible for taking a leadership role in shaping the corporate governance of the Company. As part of this responsibility, the Committee shall develop, and recommend to the board, corporate governance guidelines for the Company.
 - 3.2. The corporate governance guidelines should, at a minimum, address, (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession, (vii) annual self evaluation of the board, (viii) evaluation of management and (ix) such other matters as may be required by the rules of the New York Stock Exchange.
4. Responsibilities Relating to Board and Management Evaluation. The Committee shall oversee the evaluation processes for the board and management that are required by the Company's corporate governance guidelines.
5. Composition and Operation of the Committee
 - 5.1. The Committee shall be comprised of two or more directors appointed by the board. Each member of the Committee must be "independent" within the

meaning of the rules of the New York Stock Exchange. The board may appoint one member of the Committee to serve as Chairman of the Committee.

- 5.2. Any member of the Committee may be removed by the board, with or without cause, at any time.
- 5.3. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 5.4. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent as provided in the Company's by-laws.
- 5.5. The Committee may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Committee may be held without notice at such time and at such place as may from time to time be determined by the Committee. Special meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for Committee meetings, when required, shall be given in the same manner as notice for a board meeting.
- 5.6. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the meeting.
- 5.7. The Committee shall conduct a self-evaluation at least annually to determine whether (i) it is functioning effectively in accordance with this Charter and (ii) whether any amendments to this Charter should be proposed to the board.
- 5.8. The Committee shall record minutes of each of its meetings.
- 5.9. The Committee shall make regular reports to the board on its activities. These reports may be made orally or in writing or by providing copies of relevant minutes.
- 5.10. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.