

RSC HOLDINGS INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of RSC Holdings Inc., a Delaware corporation (the “Company”), has adopted the following guidelines in furtherance of its continuing effort to enhance its corporate governance. The Board will review and amend these guidelines as it deems necessary and appropriate.

1. Composition of the Board and Board Membership Criteria; Director Qualifications. Subject to the requirements of the Amended and Restated Stockholders Agreement of the Company with certain of its stockholders, dated as of May 29, 2007, as it may be amended from time to time (the “Stockholders Agreement”), directors may be nominated by the Board or by the stockholders of the Company in accordance with the By-Laws. The Nominating and Corporate Governance Committee will recommend to the Board criteria for Board membership, which will include the criteria set forth in these Corporate Governance Guidelines and, as and when requested by the Board, will recommend individuals for membership on the Company’s Board of Directors. In making its recommendations to the Board, the Nominating and Corporate Governance Committee will:

- Review candidates’ qualifications for membership on the Board (including, when applicable, making a specific determination as to the independence of the candidates) based on the criteria approved by the Board and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee membership purposes;
- In evaluating current directors for re-nomination to the Board, assess the performance of such directors; and
- Periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

Independence

Pursuant to the exemption provided to “controlled companies” by Section 303A of the rules of the New York Stock Exchange, for such time that the Company qualifies as a “controlled company” the Company will not be required to have a majority of “independent” directors. Once the Company ceases to qualify as a “controlled company,” and after any permissible phase-in period, the Board will have a majority of “independent” directors. No director will be deemed independent unless the Board affirmatively determines that the director has no material relationship with the Company, directly or as an officer, shareholder or partner of an organization that has a relationship with the Company.

Term Limits; Mandatory Retirement Age

There are no established term limits for service on the Board. It is the policy of the Board that no non-management director should serve beyond the age of 72, except that, where that policy would result in multiple retirements in any 12-month period, the Board may request that a director who would otherwise be due to retire serve up to an additional 12 months.

Simultaneous Service on Other Public Boards

The Board does not have limits on the number of other public company boards of directors upon which a director may sit that would limit the ability of a director to be nominated for re-election. However, to ensure that the Board remains composed of high functioning members able to keep their commitments to Board service, the Nominating and Corporate Governance Committee will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.

Changes in Primary Employment, Etc.

Any director (including management directors) whose affiliation or position of principal employment changes substantially after election to the Board or any independent director who ceases to qualify as independent after election to the Board will be expected to submit a resignation as a director promptly for consideration by the Board of the effect of such change upon the interests of the Company.

2. Director Responsibilities. The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment. Directors will also, as appropriate, take into consideration the interests of other stakeholders, including employees and the members of the communities in which the Company operates.

Each director will, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company's officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such others person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Participation at and Preparation for Board and Stockholder Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Board meetings will be run by the Chairman of the Board and will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues. Directors are expected to make every effort to attend all meetings of the Board and of the committees on which they serve. Directors should devote the time and effort necessary to fulfill their responsibilities. Directors are invited and it is anticipated that they will attend the Annual Meeting of Stockholders, in any manner permitted by Delaware General Corporate Law.

Board Agenda/Materials

The Chairman of the Board, in consultation with the President and Chief Executive Officer (“CEO”) and the Company’s lead director (see below), if any, will determine the frequency and length of Board meetings and will set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. Committee agendas will be prepared based on the responsibilities and duties set forth in the charter of each respective committee, expressions of interest by committee members and recommendations of management.

Information and data that are important to the Board’s understanding of the business to be conducted at a Board or Committee meeting are, to the extent practical, to be distributed to directors sufficiently in advance of the meeting and directors should review those materials prior to the meeting. The Board acknowledges that certain materials are of an extremely sensitive nature and the distribution of materials on these matters prior to the Board or Committee meetings may not be appropriate.

Company Performance and Corporate Strategy

The Board reviews the Company’s financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company’s long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company during at least one Board meeting each year.

Meetings of Non-Management Directors

The Company’s non-management directors will meet at regularly scheduled executive sessions in which management does not participate. The Board may select a non-management director as the Company’s “lead director” to set the agenda for, and chair, its executive sessions. If no lead director has been selected, the non-management directors present at each executive session shall select one non-management director to preside at that session. Such meetings will normally occur immediately prior to and following regularly scheduled Board meetings. The independent directors will meet at least once a year in executive session without management.

Lead Independent Director

The Lead Independent Director shall have duties generally including: (i) coordinating consideration of, and represent the Board with respect to, any particular issues identified by the Board; (ii) coordinating activities of other independent directors, as necessary; and (iii) performing such other duties as may be established or delegated by the Board.

3. Board Size. The Board presently has 8 members. Subject to the Company’s By-Laws and the Stockholders Agreement, the Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board.

4. Chairman of the Board and CEO. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

5. Board Committees. The Board currently has four standing committees: Audit and Risk, Compensation, Nominating and Corporate Governance, and Executive. The Board may establish additional committees as necessary or appropriate. Subject to any changes that the Board may make from time to time:

- The Executive Committee will perform all the duties and may exercise all the powers of the Board in the management of the Company, except for such duties and powers as are by law, the Certificate of Incorporation or the By-Laws of the Company reserved to the Board and except as provided in the charter of the Executive Committee.
- The Audit and Risk Committee will generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements. The Audit and Risk Committee shall review the policies, plans and programs of the Corporation relating to risk management, periodically monitor the effectiveness of its risk management programs, identify, analyze and evaluate its risk exposure and the steps taken to monitor and control such exposure, and review potential future risks and review proactive plans for addressing these risks as appropriate.
- The Compensation Committee shall generally be responsible for overseeing the Company's compensation and benefits policies, evaluating the performance and compensation of the CEO and his or her direct reports.
- The Nominating and Corporate Governance Committee will generally be responsible, as and when requested by the Board, for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, in each case, in accordance with the requirements of the Stockholders Agreement, recommending director compensation, as well as evaluating Board performance. The Nominating and Corporate Governance Committee will also be generally responsible for overseeing the Company's code(s) of business conduct and ethics and these corporate governance guidelines. The Nominating and Corporate Governance Committee shall develop and reassess the Company's management succession plans, oversee Director orientation and continuing education programs, and periodically review the Company's corporate objectives and policies relating to social responsibility.

The Audit and Risk Committee must have at least three members, and only independent directors may serve on the Audit and Risk Committee, subject to the phase-in rules for companies listing securities on the New York Stock Exchange.

In addition, no director may serve on the Audit and Risk Committee unless such director also satisfies the independence criteria set forth in Rule 10A-3 of the Securities Exchange Act of 1934, as amended. In addition, all audit committee members must be financially literate and one member must qualify as an “audit committee financial expert” (as such term is defined under Item 401(h) of Regulation S-K promulgated under the Securities Act of 1933, as amended). The Company will identify the “audit committee financial expert” in its Annual Report on Form 10-K.

Each of the standing committees will have its own charter. Each charter will set forth the responsibilities of the committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each committee will conduct a self-evaluation annually, which shall be presented to the Board.

The Chairman of each committee will determine the frequency of committee meetings, consistent with the committee’s charter and the Company’s needs.

6. Officer Stock Ownership Guidelines. The Board of Directors adopted formal stock ownership requirements for the Officers listed below.

<u>Position</u>	<u>Minimum Ownership Requirements</u> <u>(Dollar Value of Shares)</u>
Chief Executive Officer	6 x Annual Base Salary
Senior Vice Presidents	3 x Annual Base Salary
Vice Presidents	1 x Annual Base Salary

Each executive has five years from the later of (i) the date of hire; (ii) the date of promotion; or (iii) the date of the approval of ownership guidelines by the RSC Board of Directors within which to attain the ownership guidelines set for his or her position. Once the target multiple is achieved, the CEO and SVP’s are required to retain 25% of the net shares obtained when restricted stock awards or restricted stock units vest. The required retention period is one year following the vesting date. Stock options are not subject to this requirement. This requirement does not apply to VP level employees. Shares of RSC’s common stock owned outright, shares of vested and unvested restricted stock and restricted stock units are eligible to be included for purposes of the guidelines. Vested but unexercised stock options are eligible to be included for VP level executives but are not included for the CEO and SVPs. The Officer Stock Ownership Guidelines are subject to modifications from time to time.

7. Related Party Transactions. The Audit and Risk Committee is responsible for the review, approval, or ratification of “related-person transactions” between us and our related persons. Under SEC rules, a related person is a director, officer, nominee for director, or 5% stockholder of RSC Holdings since the beginning of the last fiscal year and their immediate family members. Transactions involving related persons are reviewed by the Audit and Risk Committee. The internal disclosure committee determines whether a related person could have a significant interest in such a transaction, and any such transaction is forwarded to the Audit and Risk Committee for review. The Audit and Risk Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind, or take other action with respect to the transaction in its discretion.

8. Director Conflict of Interest. Any member of our Board who believes he or she has an actual or potential conflict of interest with us is obligated to notify the Office of the General Counsel and the Nominating and Corporate Governance Committee as promptly as practicable. That director should not participate in any decision by our Board, or any committee of our Board, that in any way relates to the matter that gives rise to the conflict of potential conflict of interest until the issue has been resolved to the satisfaction of the Chairman of the Nominating and Corporate Governance Committee of the Board.

9. Director Access to Management and Independent Advisors. Directors are entitled to direct access to the management and employees of the Company as well as its outside counsel and auditor, and, as necessary and appropriate, independent legal, financial or other advisors.

Any meetings or contacts that a director wishes to initiate with management or employees should ordinarily be coordinated through the lead director or, if no lead director has been appointed, the Chairman to ensure that any such contact is not disruptive to the business operations of the Company.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

10. Director Orientation and Continuing Education. The Company will make available director orientation materials for all newly elected directors to familiarize them with the Company and its business which may be customized as appropriate to the needs and prior experience of each new Board member. As appropriate, management will prepare additional educational sessions for directors on matters relevant to the Company and its business.

11. Management Evaluation. The Compensation Committee will evaluate the performance of the CEO as it relates to all elements of compensation. The Board will review the recommendations of the Compensation Committee and evaluate the CEO's performance at least annually to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short term.

12. Management Succession. The Nominating and Corporate Governance Committee will review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The Compensation Committee, in alignment with the Nominating and Corporate Governance Committee's recommendations on succession planning, will evaluate and implement long-term compensation strategies designed to retain the individuals identified in the Company's succession planning. The CEO will also provide to the Board, on an ongoing basis, his recommendations on succession planning.

13. Annual Board Performance Evaluation. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. During the year, the Nominating and Corporate Governance Committee will receive input on the Board's performance from directors and, through its Chairman, will discuss the input with the full Board and oversee the full Board's review of its performance. The assessment will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or

management believes that the Board or any of its committees could improve. This process will also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter.

14. Director Compensation. The form and amount of director compensation will be determined by the Nominating and Corporate Governance Committee and then recommended to the full Board for action in accordance with the committee charter. Only non-employee directors will receive compensation for serving on the Board. In determining compensation, the Nominating and Corporate Governance Committee will take into consideration the responsibilities of the directors and fees being paid by other companies comparable to the Company.

15. Stockholder Communication. Stockholders and other parties interested in communicating with our Board of Directors may do so by writing to the Board of Directors, Attention: Corporate Secretary, RSC Holdings Inc., 6929 East Greenway Parkway, Scottsdale, Arizona 85254. The Corporate Secretary of RSC Holdings is responsible for reviewing, summarizing, or sending a copy to the Board, the Chairman of the Board, or Committee Chairman, whichever is applicable, any correspondence that deals with the functions of the Board or committees, ethical issues, or general matters that would be of interest to the Board. Any stockholder correspondence that deals with accounting, internal controls, or auditing matters will be sent immediately to the Chairman of the Board and to the Chair of the Audit and Risk Committee. Directors may at any time review a log of all relevant correspondence received by RSC Holdings that is addressed to non-employee members of the Board of Directors and obtain copies of any such correspondence. With respect to other correspondence received by RSC Holdings that is addressed to one or more Directors, the Board has requested that the following items not be distributed to Directors, because they generally fall into the purview of management, rather than the Board: junk mail and mass mailings, product and services complaints, product and services inquiries, resumes and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations, and advertisements.