

KERR WILLIAM T
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KERR WILLIAM T

(Last) (First) (Middle)
9705 PATUXENT WOODS DRIVE
(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARBITRON INC [ARB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Derivative Security	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			(A)	(D)						
Deferred Stock Units	(1)			12/31/2009		(2)	(2)	Common Stock	544	\$ 23.4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERR WILLIAM T 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046			X	

Signatures

/s/ Timothy T. Smith, Attorney in Fact for William T. Kerr
Date: 01/05/2010

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These Deferred Stock Units convert on a one for one basis.
- (2) These Deferred Stock Units are payable following retirement of the reporting person from the Board of Directors.
- (3) Includes an aggregate of 66.5939 Deferred Stock Units acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 2001, are presented. The condensed consolidating financial information of the Company and its subsidiaries are as follows: CONDENSED CONSOLIDATING BALANCE SHEET December 30, 2001

Guarantor	Non-Guarantor	Other	Consolidated Parent	URI	Subsidiaries	Subsidiaries	Eliminations	Total
----- (In thousands) ASSETS								
19,798	\$ 1,143	\$ 27,326	Accounts receivable, net.....	7,142	418,260	24,871	450,273	Intercompany receivable (payable).....
	89,612	39,548	(129,160)	Inventory.....	36,335	46,410	3,019	85,764
				Prepaid expenses and other assets.....	57,764	64,699	1,935	8,819
				133,217	Rental equipment, net.....			885,442
					26,793	135,240	231,508	16,512
								410,053
								Investment in subsidiaries.....
								1,904,000
								2,414,710
								(4,318,710)
								Intangible assets, net.....
								855,360
								1,231,121
								121,220
								2,207,701

								\$1,930,793
								\$4,487,990
								\$2,796,313
								\$ 156,311
								\$(4,309,891)
								LIABILITIES
								AND STOCKHOLDERS' EQUITY
								Liabilities: Accounts payable.....
								\$ 38,436
								\$ 155,029
								\$ 11,308
								\$ 204,773
								Debt.....
								\$ 300,000
								2,193,380
								203,896
								62,246
								\$(300,000)
								2,459,522
								Deferred income taxes.....

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296,974	50	297,024	Accrued expenses and other liabilities.....	5,283	57,108	96,793	12,253	3,250	174,687
			Total liabilities.....	305,283	2,585,898	455,768	85,807		
(296,750)	3,136,006	Commitments and contingencies Company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust.....		300,000	300,000	Stockholders' equity: Preferred stock.....		5	5
			Common stock.....	734	734	Additional paid-in capital.....		1,243,586	1,498,655
			1,243,586	Deferred compensation.....	(55,794)	(55,794)	Retained earnings.....		467,106
			27,618	(938,039)	467,106	Accumulated other comprehensive loss.....		(30,127)	(7,043)
							Total stockholders' equity.....		1,625,510
									\$1,930,793
									\$4,487,990
									\$2,796,313
									\$156,311
									\$(4,309,891)
									\$5,061,516

===== F-32 UNITED RENTALS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING BALANCE SHEET December 31, 2000 Guarantor Non-Guarantor Other and Consolidated Parent URI Subsidiaries Subsidiaries Eliminations Total -----

(In thousands) ASSETS Cash and cash equivalents.....										\$ 29,733	\$ 4,651	\$				
34,384	Accounts receivable, net.....	\$ 216,444	143,295	109,855	469,594	Intercompany receivable (payable).....	319,423	(55,187)	(264,236)	Inventory.....	54,022	73,979	5,379	133,380		
Prepaid expenses and other assets.....										28,263	75,633	597	104,493	Rental equipment, net.....	837,972	766,219
128,644	1,732,835	Property and equipment, net....		\$ 34,807	139,871	231,195	16,366	422,239	Investment in subsidiaries.....	1,839,952	2,257,692	\$(4,097,644)	Intangible assets, net.....	960,444		
										\$1,874,759	\$4,814,131	\$2,397,305	\$ 135,382	\$(4,097,644)		

===== LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities: Accounts payable.....										\$ 78,623	\$ 165,677	\$ 15,855	\$ 260,155								
Debt.....										\$ 300,000	2,647,144	3,484	24,739	\$(300,000)	2,675,367	Deferred taxes.....	186,091	20,702			
(550)	206,243	Accrued expenses and other liabilities.....		28,816	86,560	18,862	13,750	(11,763)	136,225			Total liabilities.....	328,816	2,998,418	208,725	53,794	(311,763)				
3,277,990										Commitments and contingencies Company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust.....		300,000	300,000	Series A and B preferred stock.		430,800	430,800				
Stockholder's equity: Common stock.....										711	711	Additional paid-in capital..		765,529	1,488,238	1,830,500					
65,657										(3,384,395)	765,529	Retained earnings.....		355,850	327,475	358,080	22,878	(708,433)	355,850		
Accumulated other comprehensive loss.....										(6,947)	(6,947)	6,947	(6,947)			Total stockholder's equity.....	1,115,143	1,815,713	2,188,580	81,588	\$(4,085,881)
1,115,143																\$1,874,759	\$4,814,131	\$2,397,305	\$ 135,382		
\$(4,097,644)										\$5,123,933											

===== F-33 UNITED RENTALS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS For the Year Ended December 31, 2001 Non-Guarantor Guarantor Other and Consolidated Parent URI Subsidiaries Subsidiaries Eliminations Total -----

(In thousands) Revenues: Equipment rentals.....										\$ 907,070	\$1,201,439	\$104,391	\$2,212,900	Sales of rental equipment.....		63,612	70,331	13,158	147,101			
Sales of equipment and merchandise and other revenues.....										244,020	254,222	28,362	526,604			Total revenues.....	1,214,702	1,525,992	145,911	2,886,605		
Cost of revenues: Cost of equipment rentals, excluding depreciation.....										376,634	626,867	50,134	1,053,635	Depreciation of rental equipment.....		150,619	149,868	20,476	320,963			
Cost of rental equipment sales..										38,702	42,088	7,952	88,742	Cost of equipment and merchandise sales and other operating costs.....		177,659	185,223	20,913	383,795			
										743,614	1,004,046	99,475	1,847,135			Total cost of revenues.....	1,214,702	1,525,992	145,911	2,886,605		
										471,088	521,946	46,436	1,039,470			Gross profit.....	1,115,143	1,815,713	2,188,580	81,588	\$(4,085,881)	
Selling, general and administrative expenses.....										192,640	224,707	24,404	441,751	Restructuring charge.....		8,877	17,096	2,949	28,922			
Non-rental depreciation and amortization.....										\$ 7,862	42,012	51,014	5,875			106,763			Operating income (loss).....	(7,862)	227,559	229,129
13,208										462,034	Interest expense.....		19,500	211,220	7,834	2,509	\$(19,500)	221,563	Preferred dividends of a subsidiary trust.....		19,500	19,500
										25,586	(21,202)	2,037	6,421			Income (loss) before provision (benefit) for income taxes and extraordinary						

item.....	(27,362)	(9,247)	242,497	8,662	214,550	Provision (benefit) for income taxes.....	(11,355)
(1,226)	100,636	3,922	91,977	----- Income (loss) before extraordinary			
item and equity in net earnings of subsidiaries.....	(16,007)	(8,021)	141,861	4,740	122,573	Extraordinary	
item.....	11,317	11,317	----- Income (loss) before equity in net				
earnings of subsidiaries.....	(16,007)	(19,338)	141,861	4,740	111,256	Equity in net earnings of	
subsidiaries.....	127,263	146,601	(273,864)	----- Net			
income.....	\$111,256	\$ 127,263	\$ 141,861	\$ 4,740	\$(273,864)	\$ 111,256	=====

===== F-34 UNITED RENTALS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS For the Year Ended December 31, 2000 Guarantor Non-Guarantor Other and Consolidated Parent

URI Subsidiaries	Subsidiaries	Eliminations	Total	----- (In thousands)			
Revenues: Equipment rentals.....	\$ 851,541	\$1,094,613	\$ 110,529	\$2,056,683	Sales of rental		
equipment.....	145,519	178,576	23,583	347,678	Sales of equipment and merchandise and other		
revenues.....	253,798	229,219	31,483	514,500	----- Total		
revenues.....	1,250,858	1,502,408	165,595	2,918,861	Cost of revenues: Cost of equipment rentals, excluding		
depreciation.....	364,047	494,350	49,080	907,477	Depreciation of rental equipment.....	152,640	155,239
20,252	328,131	Cost of rental equipment sales..	87,161	106,617	14,404	208,182	Cost of equipment and merchandise
sales and other operating costs.....	197,190	164,186	25,125	386,501	-----		
----- Total cost of revenues.....	801,038	920,392	108,861	1,830,291	-----		
----- Gross profit.....	449,820	582,016	56,734	1,088,570	Selling, general and administrative		
expenses.....	184,135	245,431	24,764	454,330	Non-rental depreciation and amortization.....	\$ 7,718	
33,692	39,618	5,273	86,301	----- Operating income (loss).....			
(7,718)	231,993	296,967	26,697	547,939	Interest expense.....	19,500	217,904
135	10,740	\$(19,500)	228,779	Preferred dividends of a subsidiary trust.....	19,500	19,500	Other (income) expense, net.....
(1,836)	----- Income (loss) before provision (benefit) for income			2,129	(4,285)	320	
taxes.....	(27,218)	11,960	301,117	15,637	301,496	Provision (benefit) for income	
4,908	124,964	6,544	125,121	----- Income (loss) before equity in net			
earnings of subsidiaries.....	(15,923)	7,052	176,153	9,093	176,375	Equity in net earnings of	
subsidiaries.....	192,298	185,246	\$(377,544)	----- Net			
income.....	\$176,375	\$ 192,298	\$ 176,153	\$ 9,093	\$(377,544)	\$ 176,375	=====

===== F-35 UNITED RENTALS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS For the Year Ended December 31, 1999 Guarantor Non-Guarantor Other and Consolidated Parent

URI Subsidiaries	Subsidiaries	Eliminations	Total	----- (In thousands)			
Revenues: Equipment rentals.....	\$600,431	\$ 880,182	\$100,413	\$1,581,026	Sales of rental		
equipment.....	113,982	106,737	14,959	235,678	Sales of equipment and merchandise and other		
revenues.....	195,647	189,829	31,448	416,924	----- Total		
revenues.....	910,060	1,176,748	146,820	2,233,628	Cost of revenues: Cost of equipment rentals, excluding		
depreciation.....	250,959	381,718	44,295	676,972	Depreciation of rental equipment.....	116,385	
146,622	17,634	280,641	Cost of rental equipment sales.....	62,972	64,945	8,761	136,678
Cost of equipment and merchandise			161,902	128,328	24,189	314,419	-----
----- Total cost of revenues.....	592,218	721,613	94,879	1,408,710	-----		
----- Gross profit.....	317,842	455,135	51,941	824,918	Selling, general and administrative		
expenses.....	\$ 8,267	144,341	177,456	22,531	352,595	Non-rental depreciation and	
amortization.....	4,926	29,667	24,617	3,657	62,867	-----	
Operating income (loss).....	(13,193)	143,834	253,062	25,753	409,456	Interest expense.....	19,500
132,929	1,428	5,471	\$(19,500)	139,828	Preferred dividends of a subsidiary trust.....	19,500	19,500
Other (income) expense, net.....	9,689	(1,549)	(524)	427	278	8,321	-----
----- Income (loss) before provision (benefit) for income	(42,382)	12,454	252,158	19,855			
taxes.....	(278)	241,807	Provision (benefit) for income taxes....	(17,487)	3,039	105,531	8,058
99,141	----- Income (loss) before equity in net earnings of subsidiaries.....			(24,895)	9,415	146,627	

11,797 (278) 142,666 Equity in net earnings of subsidiaries.. 167,561 158,424 (325,985) -----
 ----- Net income..... \$142,666 \$167,839 \$ 146,627 \$ 11,797 \$(326,263) \$ 142,666

===== F-36 UNITED RENTALS, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING
 CASH FLOW INFORMATION For the Year Ended December 31, 2001 Non- Guarantor Guarantor Other and Parent
 URI Subsidiaries Subsidiaries Eliminations Consolidated -----
 (In thousands) Net cash provided by (used in) operating activities..... \$(16,826) \$ 622,289 \$
 97,695 \$ (8,933) \$ 2,485 \$ 696,710 Cash flows from investing activities: Purchases of rental equipment.....
 (277,032) (148,125) (24,613) (449,770) Purchases of property and equipment..... (2,674) (13,159) (28,214) (3,501)
 (47,548) Proceeds from sales of rental equipment..... 63,612 70,331 13,158 147,101 Capital contributed to
 subsidiary..... (10,417) 10,417 Purchases of other companies..... (53,565) (1,273) (54,838) Payments of
 contingent purchase price..... (2,103) (2,103) In-process acquisition costs..... (2,485) (2,485) -----
 ----- Net cash used in investing activities..... (13,091) (282,247) (106,008) (16,229) 7,932
 (409,643) Cash flows from financing activities: Proceeds from debt..... 2,008,644 65 44,758 2,053,467
 Payments of debt..... (2,292,186) (1,687) (6,634) (2,300,507) Proceeds from sale-leaseback.....
 12,435 12,435 Payments of financing costs..... (28,709) (333) (29,042) Capital contributions by
 parent..... 10,417 (10,417) Dividend distributions to parent..... (44,258) 44,258 Shares repurchased and
 retired..... (24,758) (24,758) Proceeds from the exercise of common stock options..... 10,417
 10,417 Proceeds from dividends from subsidiary..... 44,258 (44,258) -----
 Net cash provided by (used in) financing activities..... 29,917 (333,657) (1,622) 37,791 (10,417) (277,988)
 Effect of foreign exchange rates..... (16,137) (16,137) ----- Net
 increase (decrease) in cash and cash equivalents..... 6,385 (9,935) (3,508) (7,058) Cash and cash
 equivalents at beginning of period 29,733 4,651 34,384 ----- Cash and
 cash equivalents at end of period..... \$ 6,385 \$ 19,798 \$ 1,143 \$ 27,326 =====

===== Supplemental disclosure of cash flow information: Cash paid for
 interest..... \$ 19,500 \$ 197,315 \$ 10,561 \$ 3,009 \$ 230,385 Cash paid for income taxes, net of
 refunds..... \$ (31,122) \$ 323 \$ (30,799) Supplemental disclosure of non-cash investing and
 financing activities: The Company acquired the net assets and assumed certain liabilities of other companies as
 follows: Assets, net of cash acquired..... \$ 20,264 \$ 1,201 \$ 21,465 Liabilities assumed..... (4,468)
 (144) (4,612) Less: Amounts paid through issuance of debt..... (600) (600) -----
 ----- 15,196 1,057 16,253 Due to seller and other payments..... 38,369 216 38,585
 ----- Net cash paid..... \$ 53,565 \$ 1,273 \$ 54,838

===== F-37 UNITED RENTALS, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued) CONDENSED CONSOLIDATING
 CASH FLOW INFORMATION For the Year Ended December 31, 2000 Guarantor Non-Guarantor Other and
 Consolidated Parent URI Subsidiaries Subsidiaries Eliminations Total -----
 ----- (In thousands) Net cash provided by (used in) operating activities..... \$ (6,429) \$ 243,759 \$
 227,855 \$ 43,066 \$ 4,470 \$ 512,721 Cash flows from investing activities: Purchases of rental equipment.....
 (489,259) (283,488) (35,457) (808,204) Purchases of property and equipment..... (13,071) (34,477) (102,510) (3,712)
 (153,770) Proceeds from sales of rental equipment..... 145,519 178,576 23,583 347,678 Proceeds from
 sale of businesses..... 16,246 3,000 19,246 Payments of contingent purchase price..... (3,030)
 (13,236) (16,266) Purchases of other companies..... (337,257) (10,080) (347,337) Capital contributed to
 subsidiary..... (331) 331 In-process acquisition costs..... (4,285) (4,285) -----
 ----- Net cash used in investing activities..... (13,402) (702,258) (217,658) (25,666) (3,954) (962,938)
 Cash flows from financing activities: Shares repurchased and retired..... (30,950) (30,950) Dividend distributions to
 parent..... (50,450) 50,450 Proceeds from debt..... 452,912 3,290 456,202 Repayments of
 debt..... (125,238) (168) (9,193) (134,599) Proceeds from sale-leaseback..... 193,478 193,478 Payments
 of financing costs..... (16,223) (185) (16,408) Capital contributions by parent..... 331 (331) Proceeds from the
 exercise of stock options..... 331 331 Proceeds from dividends from subsidiary.....
 50,450 (50,450) ----- Net cash provided by (used in) financing
 activities..... 19,831 454,810 3,122 (9,193) (516) 468,054 Effect of foreign exchange rates..... (7,264) (7,264)

liability of directors, the liability of a director of the Company will be eliminated or limited to the fullest extent permitted by the Delaware Law as amended. The Registrant, as a Delaware corporation, is empowered by Section 145 of the Delaware Law, subject to the procedures and limitation stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding in which such person is made a party by reason of his being or having been a director, officer, employee or agent of the Registrant. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise. The Company has entered into indemnification agreements with its directors and officers. In general, these agreements require the Company to indemnify each of such persons against expenses, judgments, fines, settlements and other liabilities incurred in connection with any proceeding (including a derivative action) to which such person may be made a party by reason of the fact that such person is or was a director, officer or employee of the Company or guaranteed any obligations of the Company, provided that the right of an indemnitee to receive indemnification is subject to the following limitations: (i) an indemnitee is not entitled to indemnification unless he acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful and (ii) in the case of a derivative action, an indemnitee is not entitled to indemnification in the event that he is judged in a final non-appealable decision of a court of competent jurisdiction to be liable to the Company due to willful misconduct in the performance of his duties to the Company (unless and only to the extent that the court determines that the indemnitee is fairly and reasonably entitled to indemnification). Pursuant to Section 145 of the Delaware Law, the Registrant has purchased insurance on behalf of its present and former directors and officers against any liability asserted against or incurred by them in such capacity or arising out of their status as such. II-1 Item 21. Exhibits. 5.1 Opinion of Ehrenreich Eilenberg & Krause LLP** 23.1 Consent of Ehrenreich Eilenberg & Krause LLP (included in Exhibit 5.1) 23.2 Consent of Ernst & Young LLP* 24.1 Power of Attorney** * Filed herewith ** Previously filed

Item 22. Undertakings. (a) The undersigned Registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement. (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. II-2 (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities and Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (c) The undersigned Registrant hereby undertakes that: (1) prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement by any person

or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form. (2) every prospectus (i) that is filed pursuant to paragraph (c)(1) immediately preceding, or (ii) that purports to meet the requirements of section 10(a)(3) of the Securities Act of 1933 and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. (e) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This II-3 includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request. (f) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective. II-4 SIGNATURES Pursuant to the requirements of Securities Act of 1933, the Registrant has duly caused this Amendment No. 2 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwich, Connecticut, on the 29th day of May, 2002. United Rentals, Inc. By: /s/ Michael J. Nolan ----- Michael J. Nolan Chief Financial Officer Bradley S. Jacobs /s/ Bradley S. Jacobs ----- Bradley S. Jacobs Chairman, Chief Executive Officer and Director (Principal Executive Officer) May 29, 2002 Wayland R. Hicks * ----- Wayland R. Hicks, Director May 29, 2002 John N. Milne * ----- John N. Milne, Director May 29, 2002 John S. McKinney ----- John S. McKinney, Director May , 2002 Leon D. Black ----- Leon D. Black, Director May , 2002 Richard D. Colburn * ----- Richard D. Colburn, Director May 29, 2002 Ronald M. DeFeo * ----- Ronald M. DeFeo, Director May 29, 2002 Michael S. Gross ----- Michael S. Gross, Director May , 2002 Timothy J. Tully * ----- Timothy J. Tully, Director May 29, 2002 Christian M. Weyer * ----- Christian M. Weyer, Director May 29, 2002 Michael J. Nolan /s/ Michael J. Nolan ----- Michael J. Nolan, Chief Financial Officer (Principal Financial Officer) May 29, 2002 Joseph B. Sherk /s/ Joseph B. Sherk ----- Joseph B. Sherk, Vice President, Corporate Controller (Principal Accounting Officer) May 29, 2002 *By Michael J. Nolan, attorney-in-fact /s/Michael J. Nolan ----- May 29, 2002