

GENERAC®

POWERING AHEAD

Investor Presentation

Goldman Sachs Industrial Conference
November 13, 2012



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Forward Looking Statements

GENERAC

Certain statements contained in this presentation, as well as other information provided from time to time by Generac Holdings Inc. or its employees, may contain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements.

Forward-looking statements give Generac's current expectations and projections relating to the Company's financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "confident," "may," "should," "can have," "likely," "future" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

Any such forward-looking statements are not guarantees of performance or results, and involve risks, uncertainties (some of which are beyond the Company's control) and assumptions. Although Generac believes any forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect Generac's actual financial results and cause them to differ materially from those anticipated in any forward-looking statements, including: demand for Generac products; frequency and duration of major power outages; availability and cost of quality raw materials and key components used in producing Generac products; impact on our results of the substantial increases in our outstanding indebtedness and related interest expense due to the dividend recapitalization completed in May 2012; the possibility that the expected synergies, efficiencies and cost savings of the acquisition of the Magnum Products business will not be realized, or will not be realized within the expected time period; the risk that the Magnum Products business will not be integrated successfully; competitive factors in the industry in which Generac operates; Generac's dependence on the Company's distribution network; Generac's ability to invest in, develop or adapt to changing technologies and manufacturing techniques; loss of key management and employees; increase in product and other liability claims; and changes in environmental, health and safety laws and regulations.

Should one or more of these risks or uncertainties materialize, Generac's actual results may vary in material respects from those projected in any forward-looking statements. A detailed discussion of these and other factors that may affect future results is contained in Generac's filings with the Securities and Exchange Commission. Any forward-looking statement made by Generac in this presentation speaks only as of the date on which it is made. Generac undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

- **Best in class organic revenue growth**
- **Market leader with significant barriers to entry**
- **Superior financial profile**
- **Strong product, market and geographic expansion opportunities**

Leading “Industrial Technology” Company

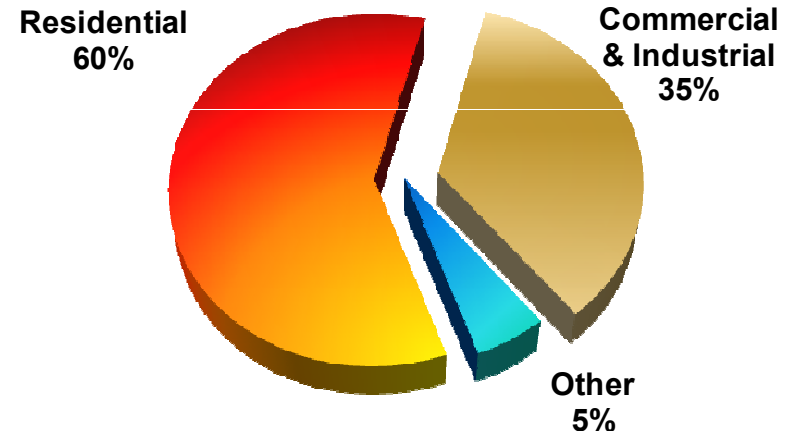
Generac Business Overview

GENERAC

About Generac –

- Founded in **1959**.
- A leading designer and manufacturer of a wide range of **generators** and **other engine powered products** serving residential, light commercial, industrial and construction markets.
- Products are **available through a broad network** of independent dealers, retailers, wholesalers and equipment rental companies.
- Products marketed and distributed primarily under the **Generac** and **Magnum** brand names.
- Approx **2,200 employees** at 12/31/2011, including Magnum.
- Over **1.4 million ft²** of manufacturing and distribution capacity located in **Wisconsin**.

9/30/12 LTM Sales:
\$1.102 billion



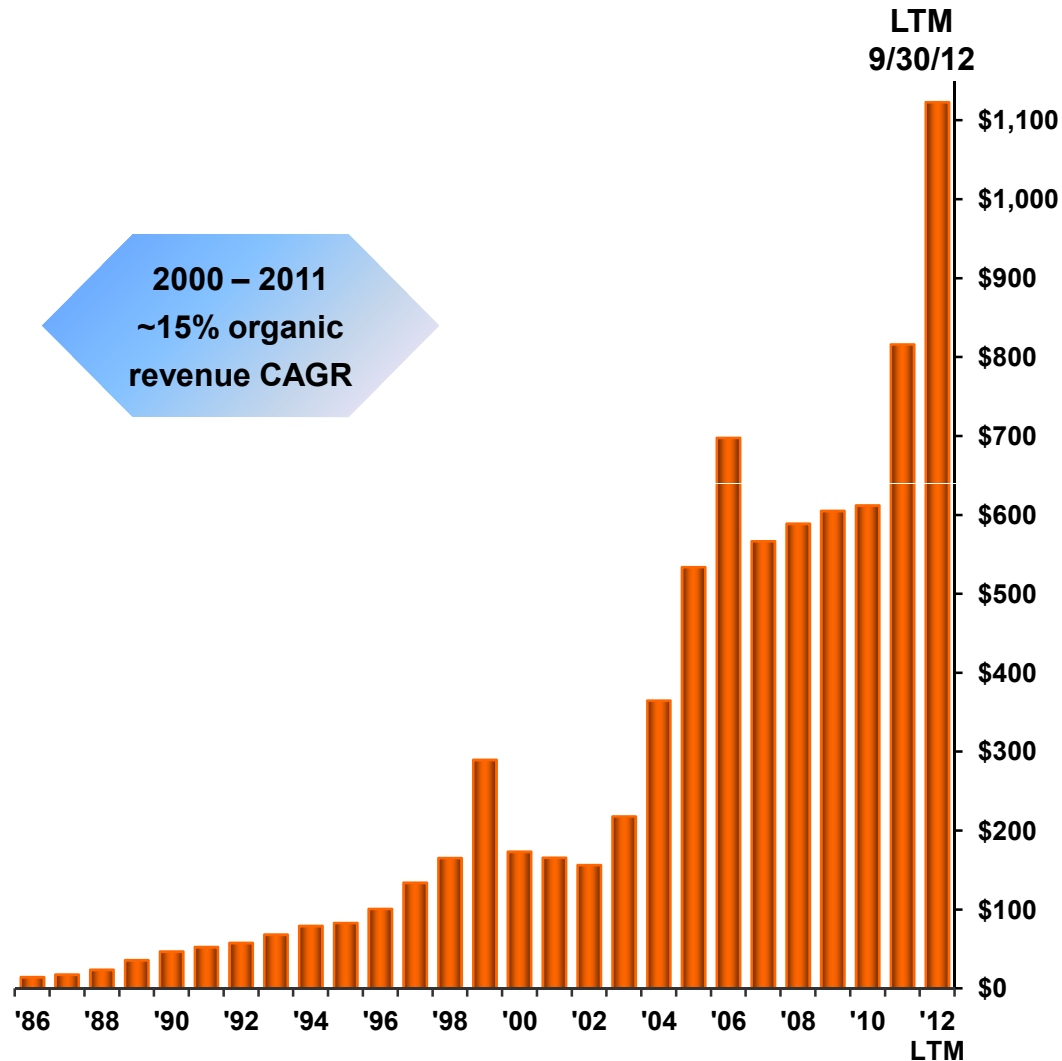
GENERAC

MAGNUM
PRODUCTS LLC

Track Record of Innovation and Growth



2000 – 2011
~15% organic revenue CAGR








History of Innovation Driving Organic Growth






- Commercialized affordable home standby generators and light-commercial generators
- Differentiated distribution model
- Over 150 engineers on staff as of 12/31/11, ~ 90 U.S. and international patents and patent applications
- Natural gas and Bi-Fuel™ expertise
- Modular Power System (MPS) approach for industrial applications
- Continued focus on new product introductions

Note: \$ amounts in millions. Represents gross sales excluding freight revenue. Excludes “Portable Product” sales prior to the division’s divestiture in 1998. 2011 and LTM 2012 figures include one quarter and four quarters of results, respectively, from the Magnum Products acquisition completed on October 3, 2011.

Residential Products

	Product	End Markets Served
	Power Washers	Light to medium duty use - mainly by consumers
	Inverter Generators	Recreation and other light duty power uses
	Portable Generators & Manual Transfer Switches	Emergency home backup, construction uses
	Air-cooled Home Standby Generator	Emergency backup – small to medium homes
	Liquid-cooled Home Standby Generator	Emergency backup – larger homes & small businesses

Industrial Products

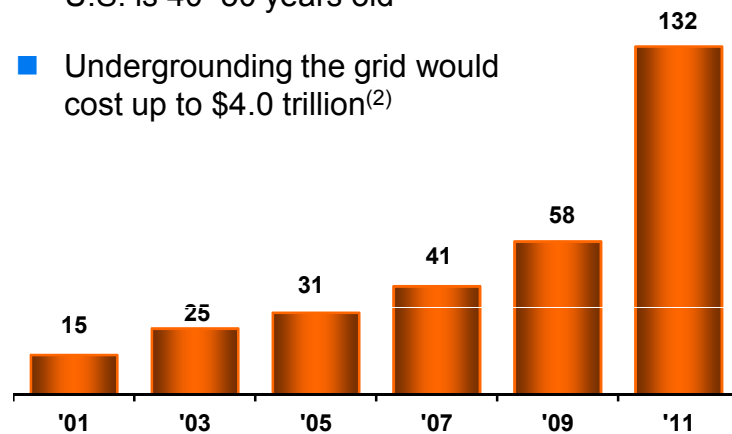
	Product	End Markets Served
	Light Towers	Temporary lighting for construction
	Mobile Generators	Temporary power for construction, special events
	Mobile Pumps	De-watering for construction sites & flood water removal
	Commercial Stationary Generators	Emergency backup – small to mid-sized retail, telecom, municipal
	Industrial Stationary Generators	Emergency backup – large healthcare, telecom, municipal, manufacturing

Powerful Macro Trends Drive Home Standby Penetration Opportunity

GENERAC

Aging Grid driving Power Interruptions⁽¹⁾

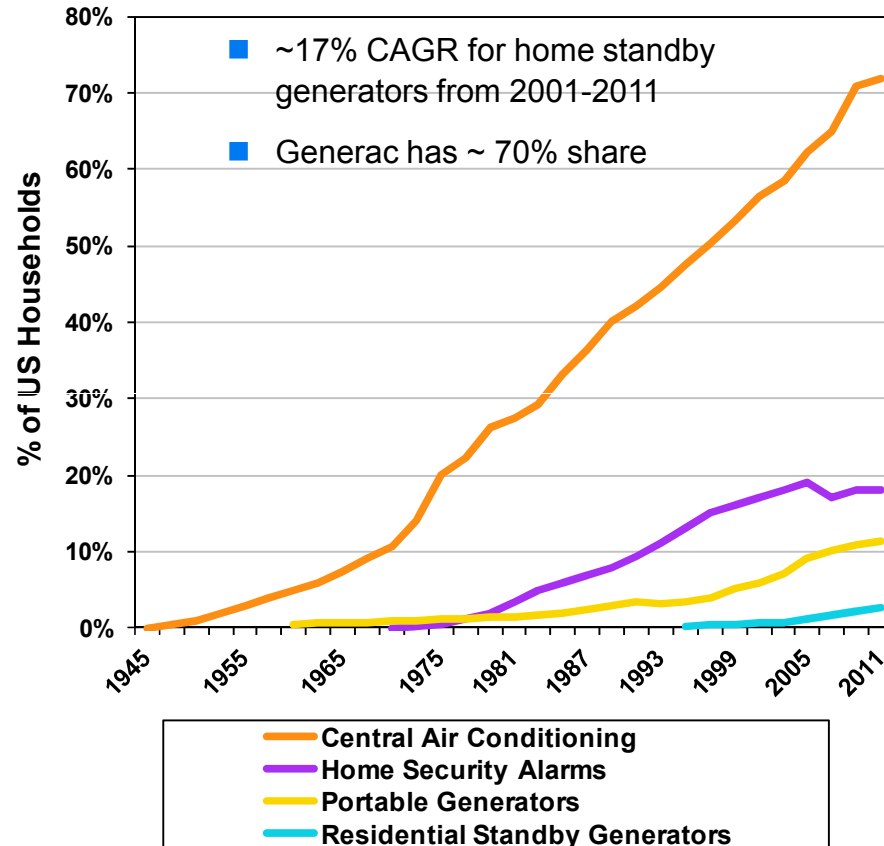
- 30–50% of T&D network in the U.S. is 40–50 years old
- Undergrounding the grid would cost up to \$4.0 trillion⁽²⁾



Aging Population fits Demographic⁽³⁾

- ~80% of buyers age 50 and older
- ~50% of homes valued under \$300k
- ~85% retro-fit application

North American Penetration Opportunity⁽⁴⁾



Every 1% of increased penetration equals ~ \$2 billion of market opportunity

(1) Source: North American Electrical Reliability Council. Affecting more than 50,000 customers.

(2) At \$1mm/mile.

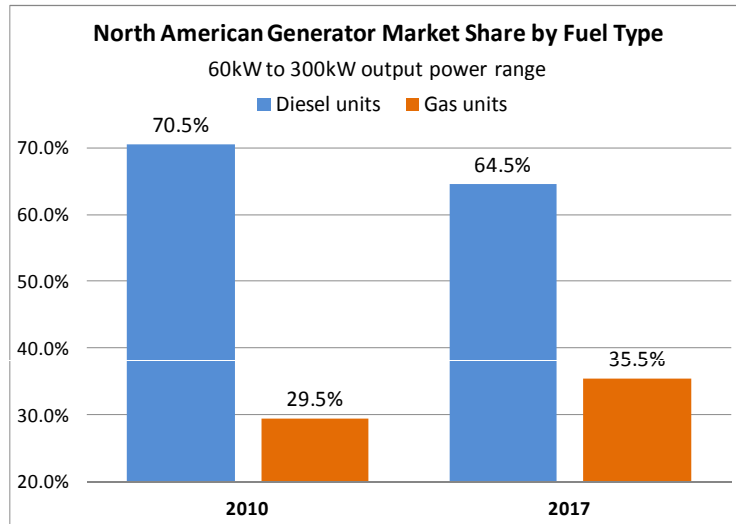
(3) Source: Company warranty registration data

(4) Source: Management estimates

Commercial Penetration and Industrial Market Share Opportunities

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Secular Shift – Natural Gas vs. Diesel Market Growth

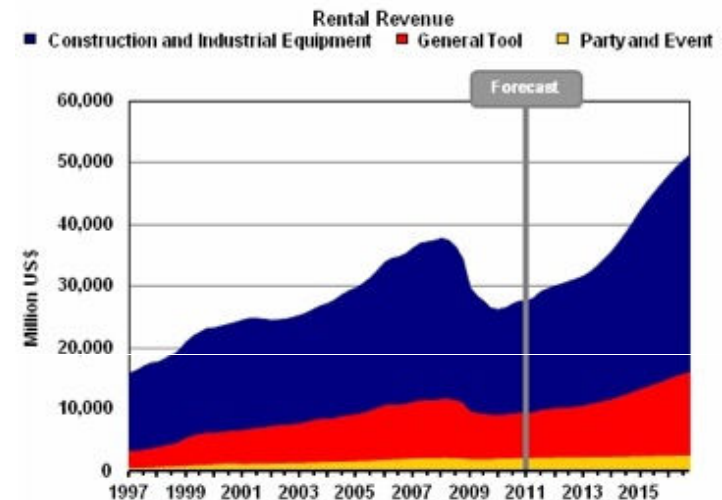


Source: Frost & Sullivan, Generac estimates

Key Advantages of Nat Gas gensets:

- Up to 35% less expensive - leading to improved ROI
- Eliminates diesel fuel storage, spillage, and spoilage issues
- Lower operating costs than diesel
- “Greener” solution
- GNRC is the largest natural gas genset OEM in North America

Secular Shift – Rental vs. Buy



Source: IHS Global Insight - January 2012 forecast



Volvo Rents
Construction Equipment



Ongoing secular shift toward equipment rentals:

- U.S. equipment rental industry projected to grow at over 10% CAGR from 2010-2016
- Construction and industrial equipment rental revenue projected to be fastest-growing category

Differentiated Distribution Model

Residential & Lt. Commercial Distribution:

● = Over 4,500 Res/Comm Dealers

Commercial & Industrial Distribution:

● = ~90 Industrial Dealers

Res/Comm Dealers

National Retailers

Wholesalers

Catalog and E-Commerce

Private Label Partners



Industrial Dealers

National Accounts

Equipment Rental Yards

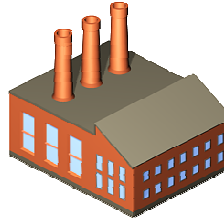
Gov't and Military

Established and diverse distribution model = growth driver & competitive advantage



Grow Residential Standby Generator Market

- *Awareness*
- *Availability*
- *Affordability*



Gain Industrial Market Share

- *Upgrade distribution*
- *Build relations with specifying engineers*
- *Expand product offering*



Diversify End Markets with new products and services

- *Leverage brand*
- *Leverage distribution*
- *Leverage supply chain*



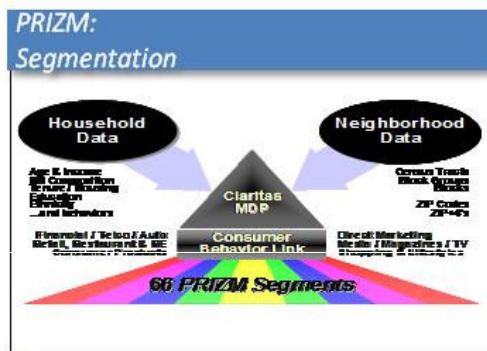
Enter New Geographies

- *Resource sales effort*
- *Build distribution*
- *Focus on natural gas products*
- *Leverage Magnum distribution*

Growing Residential Standby Generator Market **GENERAC**

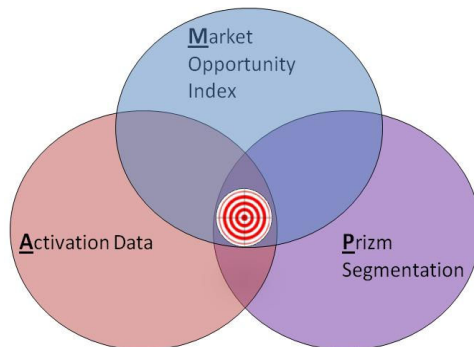
1. Researched the “Who” and “Why”

- Comprehensive study completed in Q4 2011 – gained critical segmentation and targeting insights



2. Finding the most “likely” prospect

- Combine industry leading targeting tool, activations, and power outage data to develop proprietary A.M.P. process



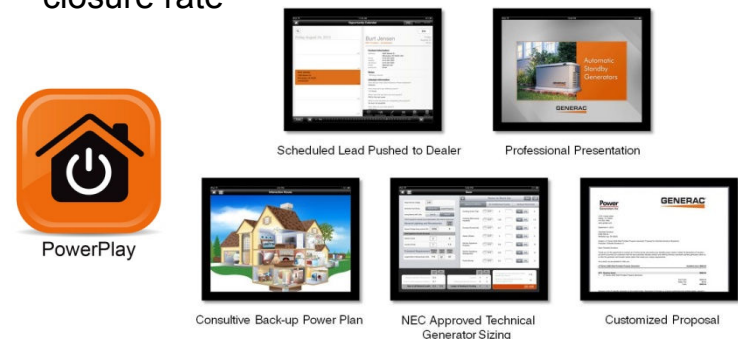
3. Turning Prospects into Sales Leads

- Driving prospects to consolidated points of contact – use Generac Lead Team to schedule leads



4. Improved In-Home Sales Process

- PowerPlay iPad application launched to improve in-home selling and improve lead closure rate















Gaining Commercial & Industrial Market Share

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Create Commercial Market

- “Optional” standby power market remains underpenetrated – addressable market is upwards of 14 million buildings in the U.S.
- Natural gas generators create a compelling return on investment for small businesses as machines are up to 35% less in cost than traditional diesel solutions

Cost of 4 hours outage per business ⁽¹⁾			Current and prospective customers	
Food Sales	■ Grocery and convenience stores	\$26,234	    	
Food Service	■ Restaurants	\$20,161	    	
Mercantile	■ Retail stores, pharmacies	\$4,892	    	
Healthcare	■ Hospitals, nursing homes	\$1,593	  	
Telecom	■ Wireless towers	n/a	   	

⁽¹⁾ Source: SENTECH

Improve Specification Rate

- Focus on engineering community to improve rate of specification for Generac equipment
- Increases market participation for distribution as well as improving project closure rates by 50% when named in a “spec”



Generac’s PowerTrip trailer is a 53 foot traveling classroom educating engineers on power generation

Expand Product Offering

- Current product line stops at 600kW in a single engine genset configuration
- Market for larger kW projects (>1mW) represents 40% of total backup power market in the U.S.



Gemini technology



Modular Power technology

Acquisitions Expand Product Offering

- Magnum products acquisition in October 2011 added mobile products including light towers, mobile generators and mobile pumps
- GenTran acquisition in February 2012 added manual transfer switches and generator accessories



Light Towers



Manual Transfer Switch

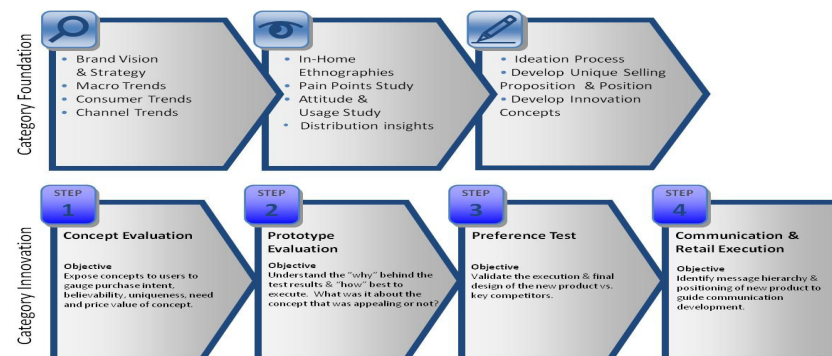
Organic Expansion Through Innovation

- Re-entry into power washer product category through innovation
- New OneWash product launched at Lawn & Garden show in Louisville in October 2012



New Products Selection Process

- Evaluating entry into additional “engine powered” product categories
- Leveraging key competencies in engines, lean cost structure, global sourcing capabilities, best-in-class consumer insights, and distribution channels



Entering New Geographies

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Current Focus

- Build Generac brand with a focus on natural gas products – residential & industrial
- Build sales and marketing team for Latin American market – opened office in Miami
- Establishing distribution in Australia, New Zealand, Russia, Ukraine and Asia



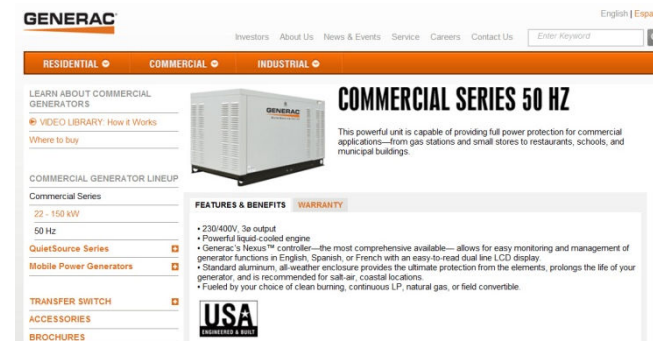
Evaluate Additional Markets

- Selection process created to evaluate additional markets to enter
- Focus on markets with the right combination of population density, lower power quality, and access to natural gas



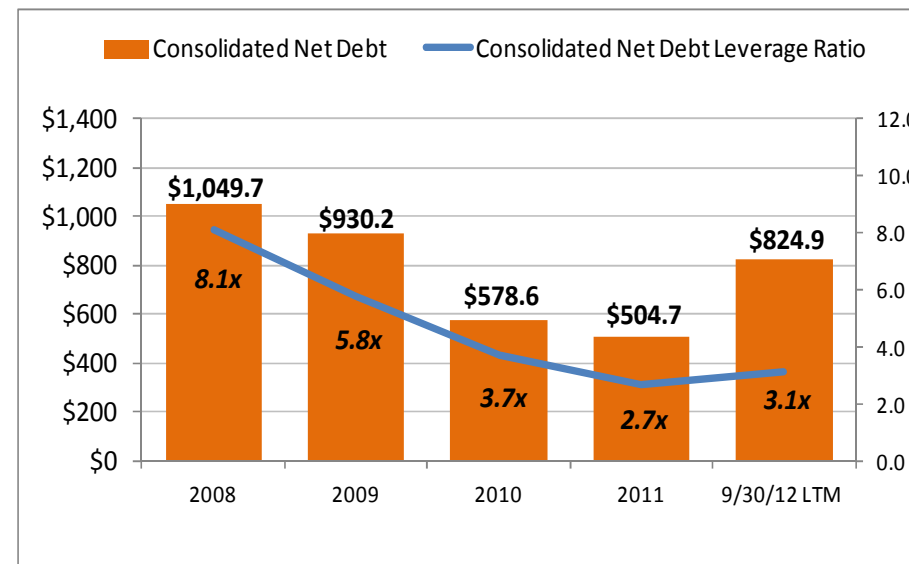
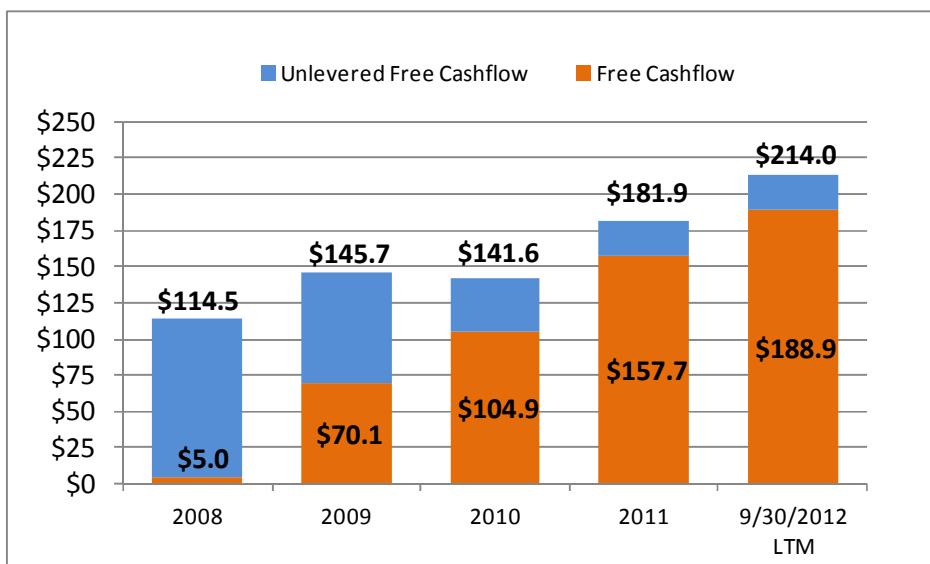
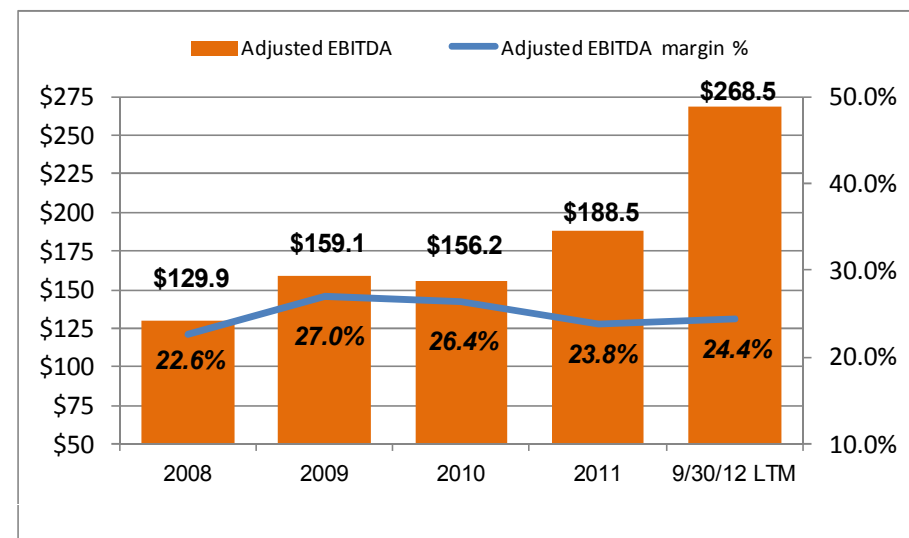
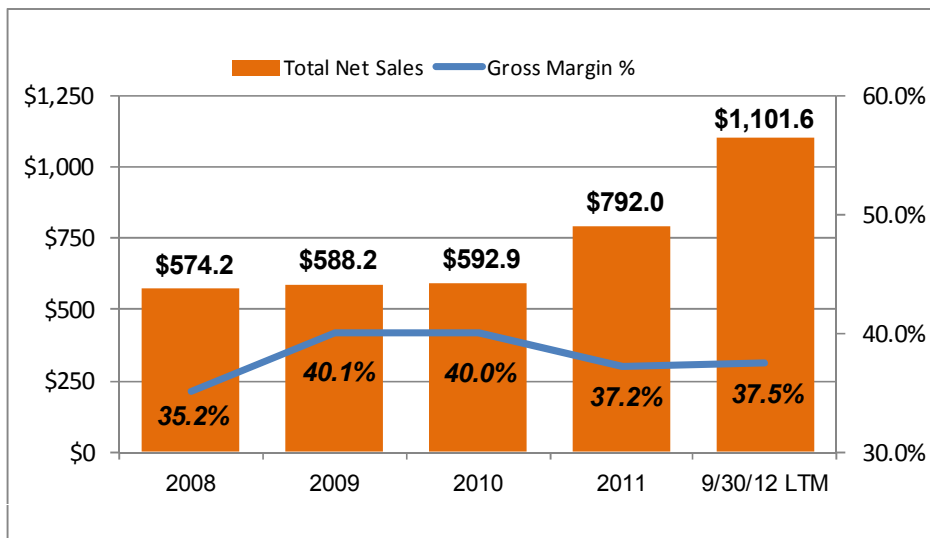
Adapt Product for Local Markets

- Develop product specific for local markets to improve access and competitiveness
- De-content products that do not require UL listing, EPA compliance or other U.S. specific regulations



Financial Summary

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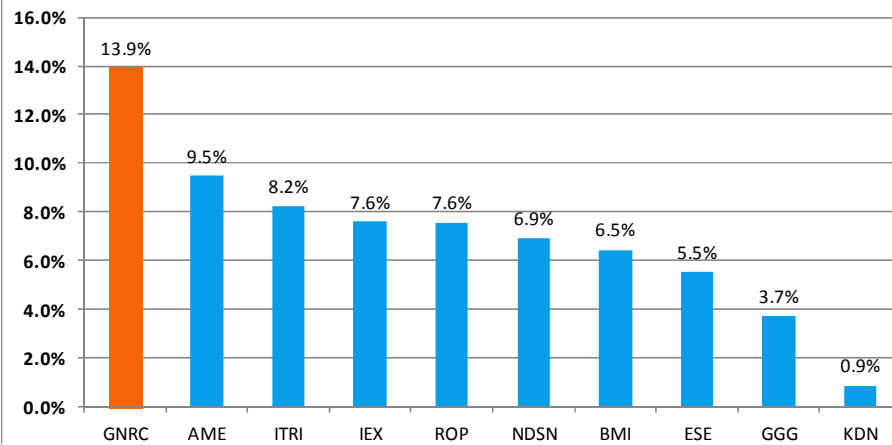


Note: Unlevered free cash flow = free cash flow plus cash interest expense.

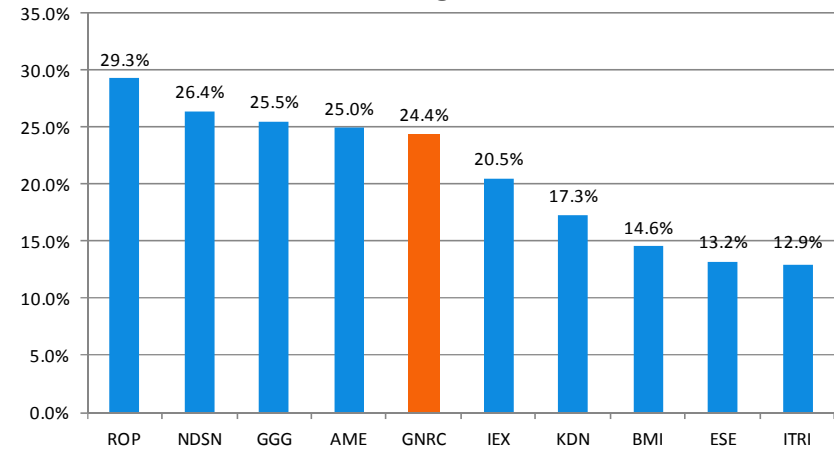
Relative Performance – Compared with Industrial Technology Peers

GENERAC

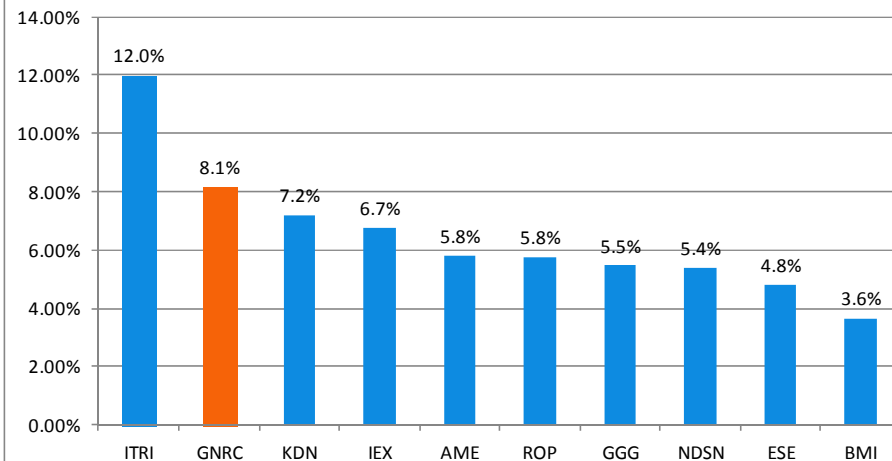
5 Year Sales CAGR (2007 - 2012E)¹



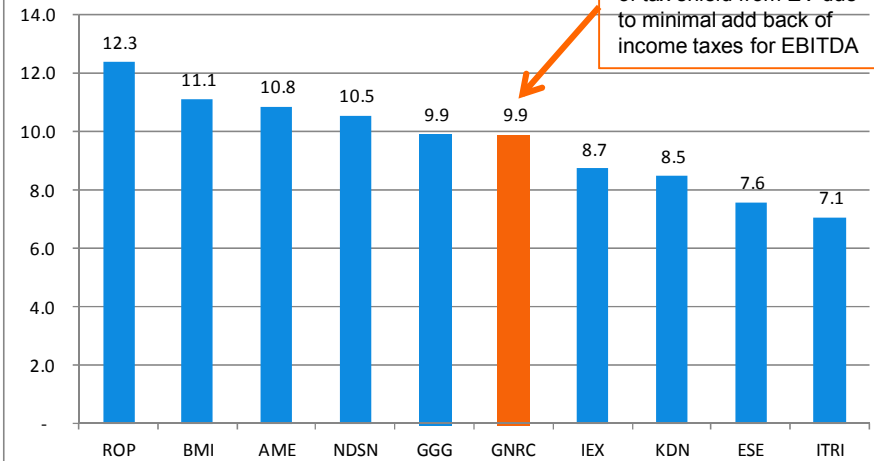
EBITDA Margin - LTM²



Free Cash Flow (FCF) Yield³



EV / EBITDA⁴



Source: Thomson One, Company Filings Note: Charts for Free Cash Flow Yield and Enterprise Value / NTM EBITDA use closing share prices as of November 1, 2012.

(1) Figures represent a five-year compound annual growth rate calculated by comparing the base year 2007 to the analyst consensus revenue forecast for 2012 for each company.

(2) Adjusted EBITDA figures were used for GNRC, KDN and ITRI. For all other companies, EBITDA is calculated as Operating Income plus D&A .

(3) Determined by taking the ratio of FCF (Operating Cash Flow less Capex) to Market Capitalization.

(4) Based on recent enterprise value to consensus NTM EBITDA estimates. Figure for GNRC determined by subtracting the value of the tax shield in determining enterprise value..

- **Net sales:** increase in the low-40% range vs. a strong 2011
 - Residential product sales: increase in the high-30% range over the strong comparison in 2011
 - C&I product sales: as reported basis – increase in the mid-50% range for 2012

- **Adjusted EBITDA:** 2012 expected to increase in the mid-40% range vs. 2011
 - Gross margins: approximately flat versus 2011
 - As-reported operating expenses – as percentage of sales excluding amortization: decline approximately 100 bp versus 2011

- **Adjusted EPS:** between \$2.95 to \$3.00 (GAAP EPS between \$1.21 to \$1.27)

- Continued ***strong Free Cash Flow conversion:*** unlevered FCF = 93% of adjusted EBITDA from 2009-2011

Generac (GNRC) – Investment Highlights



Best in class organic revenue growth	<ul style="list-style-type: none">■ Over 15% CAGR in organic revenue over the last 10 years■ Low penetration in key markets, especially home standby market that's only 2.5% penetrated with every 1% increase representing ~ \$2 billion market opportunity■ Key macro drivers: aging and underinvested grid; favorable demographics; increasing number of power disruptions; natural gas gensets gaining share vs. diesel
Market leader with significant barriers to entry	<ul style="list-style-type: none">■ ~ 70% share of domestic home standby market■ Unmatched multi-channel distribution led by over 4,500 residential/commercial dealers■ Considerable investment in R&D
Superior financial profile	<ul style="list-style-type: none">■ GMs consistently in the mid-to-high 30% range, EBITDA margins in low-to-mid 20% range■ Favorable tax structure worth an estimated \$5 to \$6 per share in present value tax savings■ Strong track record of free cash flow conversion and de-levering balance sheet, with unlevered FCF representing 93% of adjusted EBITDA from 2009-2011
Strong product, market and geographic expansion opportunities	<ul style="list-style-type: none">■ Proven track record in completing accretive acquisitions and introducing new products■ Significant international market opportunity – only ~ 5% of revenue currently outside U.S.

Leading “Industrial Technology” Company

Appendix

Generac Leads the Residential Generator Market with Sustainable Competitive Advantages

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Home Standby Generators

- Generac has led the growth in category with innovation – **current market share of 70%**
- Critical competitive advantages include:
 - Unmatched distribution network including over 4,500 dealer/installers, as well as wholesale, retail, online, and private label accounts
 - Broadest product line in the industry
 - 7x relative volumes and lean manufacturing drive strong margins at competitive prices
 - Control of the critical technology – engine, alternator, switches, and controls
 - Superior training and program support
- Competitors: Briggs & Stratton, Kohler, Cummins



Air-cooled
Home Standby



Liquid-cooled
Home Standby

Portable Generators & Power Washers

- Significant presence at retail drives brand recognition and provides entry-level choice for homeowners
- Generac re-entered the portable generator market in 2008 and now has a significant market share of approximately 20%-25%⁽¹⁾
- Re-entered power washer market in 2011 and making early progress
- Competitors: Briggs & Stratton, TTI, Honda Power Equipment



Portable
Generators



Power Washers

(1) Source: Management estimates

Commercial Penetration and Industrial Market Share Opportunities

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Commercial and Industrial (C&I) Macro Drivers

- Grid reliability and increasing costs from outages driving emergency backup power needs
- Industrial standby generator market driven by new construction and retrofit of infrastructure projects, mission critical, and other code driven applications
- Commercial driven more by optional standby applications – ROI is critical
- Mobile product demand driven by commercial and road construction, energy, and government agency spending on temporary lighting and power needs
- Timing and magnitude of capex plans for national account customers has impact

C&I Market Share and Growth Opportunities

- Natural gas gensets gaining share vs. diesel – up to 35% less expensive than comparable diesel (depending on power rating)
- Upgrade and expand distribution
- Increased international focus
- Expand addressable market through new product development
- Build relations with specifying engineers
- Cross-selling opportunities with Magnum

Cost Effective & Innovative Solutions



Natural gas engine technology



Mobile generator solutions



Gaseous fueled generator solutions



Bi-Fuel technology



Gemini technology

























Modular Power technology

Customers and Opportunities in Light Commercial and Industrial

Cost of 4 Hours Outage Per Business⁽¹⁾

Current and Prospective Customers

Food Sales	■ Grocery and convenience stores	\$26,234	    
Food Service	■ Restaurants	\$20,161	    
Mercantile	■ Retail stores, pharmacies	\$4,892	    
Healthcare	■ Hospitals, nursing homes	\$1,593	  
Telecom	■ Wireless towers	n/a	   

ROI Drives Market Opportunity

Light commercial

- Over 2 million locations in the U.S.
- Affordable price point for natural gas units
 - Up to 35% less expensive than comparable diesel generators

Industrial

- Cost advantage of natural gas for many applications
- Modular applications increase affordability

Combination of power outage costs and increasing affordability have improved industrial and light commercial customers' ROI

(1) Source: SENTECH.

Acquisition of Magnum Products business



Fast Facts –

- Acquired on October 3, 2011
- Located in Berlin, WI with 395 employees and over 250,000 ft² in manufacturing and distribution space
- Leader in portable light tower market, strong up-and-coming player in mobile generator and mobile pumps
- Products sold to rental centers, independent dealers and government agencies

Strategic Rationale –

- \$84 million purchase price funded w/ cash on balance sheet
- 9/30/11 LTM revenue of \$132 million, \$16 million of EBITDA
- Progress being made on goal of ~ \$2 million in cost synergies
- Opportunities for revenue synergies with minimal overlap in products, distribution channels and end markets
- Broadens Generac's Industrial product offering and increases revenue base not correlated with power outages



Magnum Family of Light Towers



Magnum MMG55 49 kW Mobile Diesel Generator



Magnum MMG55FH Flip Hood 52 kW Mobile Diesel Generator



Magnum MLG20 Diesel Generator



MTP 4000D Dry Prime Pump

Aligns with three objectives of the “Powering Ahead” strategic plan

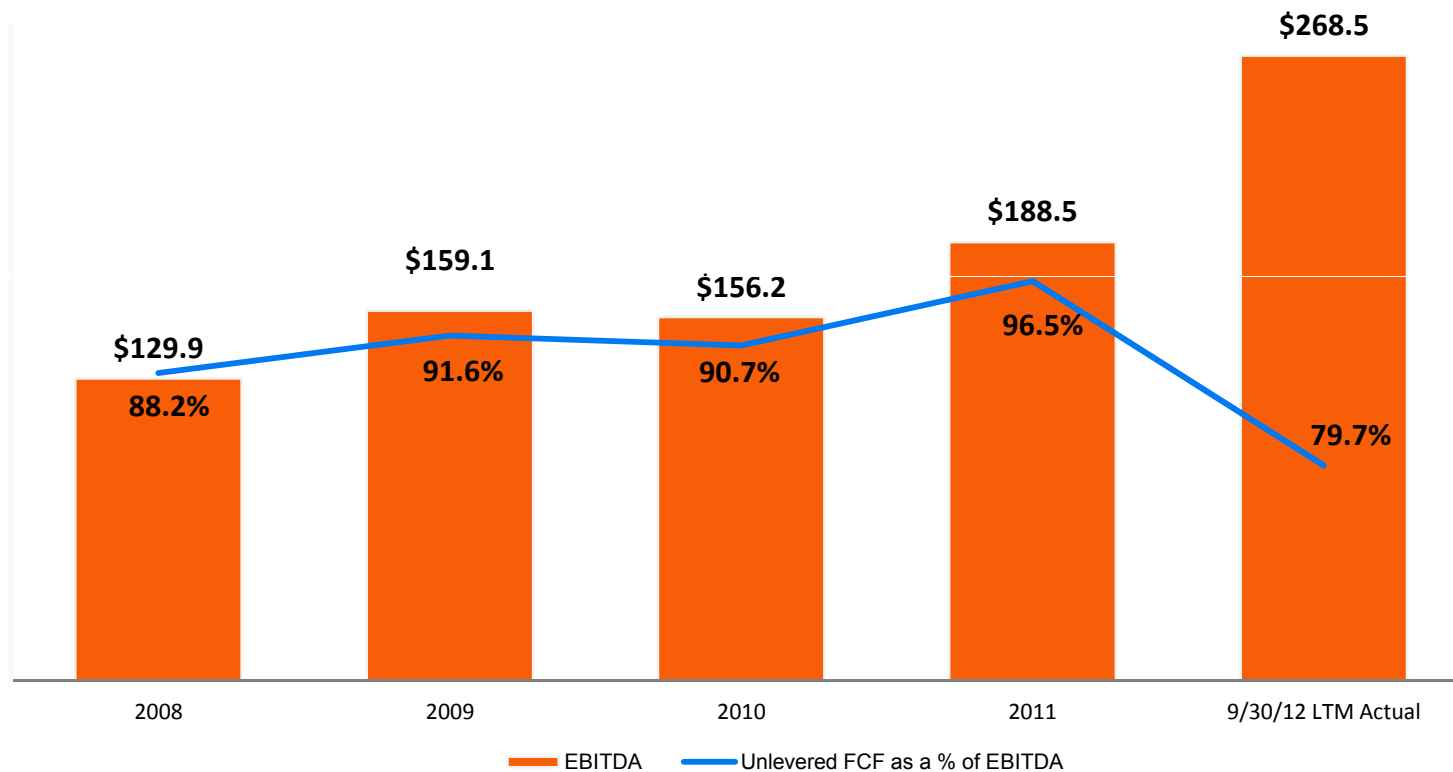
PRIORITY USES OF CAPITAL

		<u>Historical</u>	<u>Expected</u>
1a	Publicly-stated gross leverage target of 2-3X EBITDA	3.3X at end of Q3 2012 – post special dividend paid in June 2012	<ul style="list-style-type: none"> ▪ Continue to focus on debt paydown ▪ Maintain strong liquidity profile
1b	Continue to invest in business	> 25% CAGR organic revenue over past 2 years	<ul style="list-style-type: none"> ▪ Support market-driven R&D ▪ Invest in high-ROI capital spending projects ▪ Maintenance capex less than \$10mm per year
2	Explore acquisitions for external growth	Magnum in Q4 2011 Gen-Tran in Q1 2012	<ul style="list-style-type: none"> ▪ Seek strategic, high-synergy acquisitions ▪ Accretive to earnings in first 12 months following close
3	Return of capital to shareholders	\$6.00 per share special dividend in Q2 2012	<ul style="list-style-type: none"> ▪ As future cash flow permits, may consider either quarterly dividend or another special dividend

Unlevered Free Cash Flow to Adjusted EBITDA

GENERAC

Unlevered FCF as a % of Adjusted EBITDA: 2009-2011 (cumulative) – 93%



Strong unlevered free cash flow will allow Generac to fund growth opportunities and easily service debt

Favorable Tax Attributes

Tax attributes and 338(h)10 election overview

- \$1.9 billion asset basis step-up created through 2006 acquisition of Generac and 2011 acquisition of Magnum
 - Each amortizes over 15 years
 - Reduces cash tax obligation by approx. \$49 million per year through 2020
- Current NOL balance of \$127 million as of December 31, 2011 provides cash benefit of up to \$45 million

(\$ mm)	Total	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022+
Annual tax amortization	\$1,263	\$127	\$127	\$127	\$127	\$127	\$127	\$127	\$127	\$127	\$106	\$14
Cash tax savings ⁽¹⁾	\$486	\$49	\$49	\$49	\$49	\$49	\$49	\$49	\$49	\$49	\$41	\$4
Cash tax savings of NOLs ⁽²⁾	\$45											
Grand total	\$531											

Results in present value tax savings of ~ \$330-410 million⁽³⁾ or \$5-\$6 per share

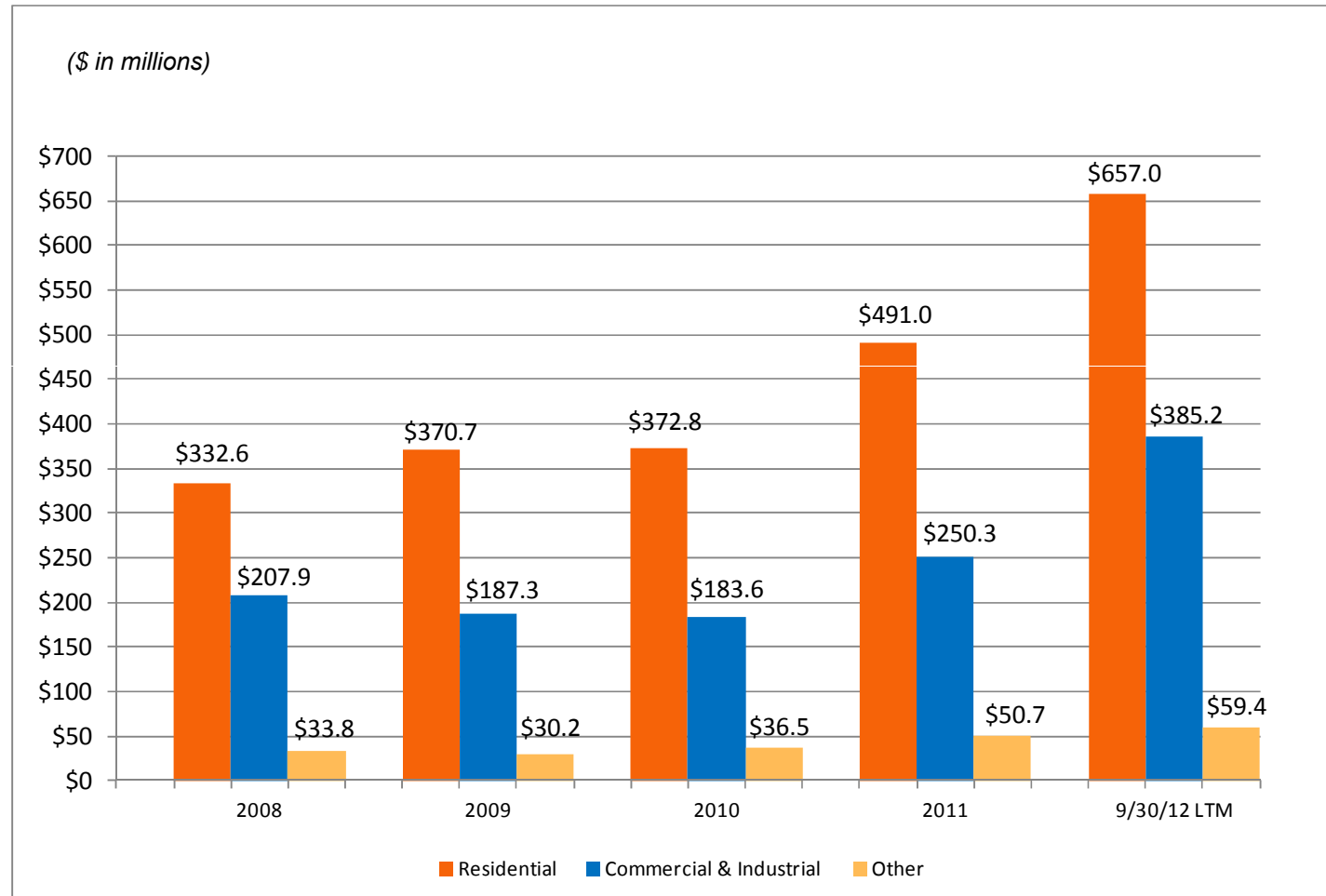
(1) Assuming continued profitability and no limitations at an assumed 38.5% federal and state tax rate.

(2) Calculated at a 35.0% federal tax rate on the \$127 million of federal NOL carry forward balance as of December 31, 2011.

(3) Based on annual discount rate of between 5 and 10%; includes both amortization of intangibles and NOL's.

Net Sales by Product Class

Net Sales by Product Class



2011 and LTM 2012 figures include one quarter and four quarters of results, respectively, from the Magnum Products acquisition completed on October 3, 2011.

Q3 2012 & LTM Financial Overview



(\$ in millions)

	Actual Q3 2012	Y/Y % Change	Actual LTM 9/30/12	Y/Y % Change
Residential	\$ 191.0	17.8%	\$ 657.0	55.2%
Industrial	\$ 93.6	48.3%	\$ 385.2	77.4%
Other	\$ 16.0	13.5%	\$ 59.4	31.5%
Net Sales	<u>\$ 300.6</u>	25.6%	<u>\$ 1,101.6</u>	60.7%
Gross Profit	\$ 115.8	30.6%	\$ 412.7	58.7%
% Margin	38.5%		37.5%	
Adjusted EBITDA	\$ 76.3	23.9%	\$ 268.5	58.5%
% Margin	25.4%		24.4%	
Net Income ^{(1) (2)}	\$ 25.5	-31.7%	\$ 332.1	NM
Adjusted Net Income	\$ 54.1	7.1%	\$ 211.9	65.2%
Adjusted EPS	\$ 0.78	4.0%	\$ 3.08	62.1%
Free Cash Flow	\$ 61.6	2.7%	\$ 188.9	70.8%
Unlevered Free Cash Flow	\$ 67.7	3.4%	\$ 214.0	61.6%
Consolidated Net Debt			\$ 824.9	67.1%
Consolidated Net Debt Leverage Ratio			3.1x	

(1) Net income for Q3 2012 includes a normalized tax provision of \$16.3 million vs. \$0.1 million in the prior year.

(2) Net income for LTM 9/30/12 includes the impact of a pre-tax charge for refinancing costs of \$11.0 million, a \$238.0 million income tax benefit and a \$9.4 million pre-tax write down of a certain trade name.

Adjusted EBITDA Reconciliation



(\$ in millions)

	2007	2008	2009	2010	2011
Reported net income	(9.7)	(556.0)	43.1	56.9	324.6
Interest expense	125.4	108.0	70.9	27.4	23.7
Depreciation and amortization	53.8	54.8	59.7	59.4	56.1
Income taxes provision (benefit)	(0.6)	0.4	0.3	0.3	(237.7)
Non-cash impairment and other charges	5.3	585.6	(1.6)	(0.3)	10.4
Non-cash stock-based compensation expense	-	-	-	6.4	8.6
Write-off of deferred financing costs related to debt extinguishment	-	-	-	4.8	0.4
Transaction costs and credit facility fees	1.0	1.3	1.2	1.0	1.7
Non-cash gains	(18.8)	(65.4)	(14.7)	-	-
Other items per credit agreement	1.7	1.2	0.2	0.4	0.5
Adjusted EBITDA	158.1	129.9	159.1	156.2	188.5

Adjusted EBITDA Reconciliation



(\$ in thousands)

Net income to Adjusted EBITDA reconciliation	Three months ended Sept 30,		LTM Sept 30,	
	2012 (unaudited)	2011 (unaudited)	2012 (unaudited)	2011 (unaudited)
Net income	\$ 25,541	\$ 37,379	332,067	76,125
Interest expense	16,933	5,895	38,389	24,475
Depreciation and amortization	14,510	14,111	57,507	56,552
Income taxes provision	16,326	126	(196,249)	376
Non-cash impairment and other charges	(391)	1,402	8,253	1,862
Non-cash share-based compensation expense	2,764	1,745	11,205	7,191
Loss on extinguishment of debt	-	-	14,499	815
Transaction costs and credit facility fees	391	835	2,263	1,435
Other	214	74	556	582
Adjusted EBITDA	\$ 76,288	\$ 61,567	\$ 268,490	\$ 169,413

Adjusted Net Income & Free Cash Flow Reconciliations

GENERAC

(\$ in thousands)

Net income to Adjusted net income reconciliation

	Three Months Ended Sept 30,		LTM Sept 30,	
	2012 (unaudited)	2011 (unaudited)	2012 (unaudited)	2011 (unaudited)
Net income	\$ 25,541	\$ 37,379	\$ 332,067	\$ 76,125
Provision for income taxes	16,326	126	(196,249)	376
Income before provision for income taxes	41,867	37,505	135,818	76,501
Amortization of intangible assets	12,389	11,987	58,741	48,633
Amortization of deferred financing costs and OID	1,156	495	3,010	2,060
Transaction costs and other purchase accounting adjustments	(111)	601	1,455	601
Loss on extinguishment of debt	-	-	14,499	815
Adjusted net income before provision for income taxes	55,301	50,588	213,523	128,610
Cash income tax expense	(1,156)	(35)	(1,605)	(317)
Adjusted net income	\$ 54,145	\$ 50,553	\$ 211,918	\$ 128,293

Free Cash Flow Reconciliation

Net cash provided by operating activities	\$ 69,517	\$ 61,031	\$ 209,921	\$ 120,375
Expenditures for property and equipment	(7,921)	(1,057)	(21,024)	(9,768)
Free cash flow	\$ 61,596	\$ 59,974	\$ 188,897	\$ 110,607
Cash interest	6,140	5,558	25,070	21,782
Unlevered free cash flow	\$ 67,736	\$ 65,532	\$ 213,967	\$ 132,389

Anticipated 2012 Adjusted Net Income & Adjusted EPS Reconciliations

GENERAC

(\$ in thousands, except share and per share data)

Anticipated net income to Adjusted net income reconciliation

	Year Ended December 31, 2012	
	Low (unaudited)	High (unaudited)
Net income	\$ 84,000	\$ 88,000
Provision for income taxes	54,900	56,600
Income before provision for income taxes	138,900	144,600
Amortization of intangible assets	47,000	46,000
Amortization of deferred financing costs and OID	4,400	4,000
Transaction costs and other purchase accounting adjustments	2,100	1,700
Loss on extinguishment of debt	15,000	14,500
Adjusted net income before provision for income taxes	207,400	210,800
Cash income tax expense	(2,400)	(2,600)
Adjusted net income	\$ 205,000	\$ 208,200
Adjusted net income per common share - diluted:	\$ 2.95	\$ 3.00
Weighted average common shares outstanding - diluted:	69,600,000	69,400,000