

**AMENDMENT # 5 to
PRICE AGREEMENT# 9949**

I. This is Amendment No.5 to Price Agreement # 9949 (as amended from time to time, the "Price Agreement") dated October 19, 2009 between the State of Oregon, acting by and through its Department of Administrative Services, State Procurement Office, hereafter called "DAS SPO" or "State" and The Hertz Corporation ("Contractor"), 225 Brae Blvd., Park Ridge, NJ 07656 hereafter called "Contractor". This Amendment is effective on the date it has been signed by every party and approved in accordance with applicable law.

II. The Price Agreement is hereby amended as follows:

The vehicle model list in Section 2.10 is removed and replaced with the following:

Compact: Nissan Versa or similar

Intermediate/Standard/ Midsize: Hyundai Elantra, Mazda 3, Toyota Corolla, Chrysler PT Cruiser, Dodge Avenger, Ford Fusion, Chrysler Sebring, Mazda 5, Volkswagen Jetta, or similar.

Full-size: Chevy Impala, Chevy Mazda 6, VW Passat, or similar.

Premium: Chrysler 300, Toyota Avalon, Mercury Grand Marquis, Nissan Maxima, or similar.

Small SUV: Chevy Trailblazer, Ford Explorer, or similar.

Large SUV: Chevy Tahoe, Ford Expedition, GMC Yukon, or similar. (Does not include Chevy Suburban's)

Mini Vans: Dodge Grand Caravan, Chrysler Town & Country, Toyota Sienna, or similar.

12 Passengers: Chevrolet Express Wagon, Ford Clubwagon , or similar.

Station Wagon: Ford Taurus X, or similar,

Small Pick Up: (up to 1/2 ton) GMC Canyon, Dodge Dakota. Chevy Colorado, Nissan Frontier, or similar

Large Pick Up: (1/2 ton or larger) Dodge Ram BR 1500, Ford F150, Chevrolet Silverado 1500 HD, Nissan Titan, Toyota Tundra, or similar.

Cargo Van: Chevy Express 1500, Ford E150, Dodge Ram Van 1500, or similar.

III. Except as expressly amended above, all other terms and conditions of the Price Agreement are still in full force and effect. Contractor certifies that the representations, warranties and certifications contained in the Price Agreement are true and correct as of the effective date of this Amendment and with the same effect as though made at the time of execution of the Price Agreement.

Certification: The individual signing on behalf of Contractor hereby certifies and swears under penalty of perjury: s/he is authorized to act on behalf of Contractor, s/he has authority and knowledge regarding Contractor's payment of taxes, and to the best of her/his knowledge, Contractor is not in violation of any Oregon tax laws (including, without limitation, the following pursuant to OAR 150-305.385(6)-(B): a state tax imposed by ORS 320.005 to 320.150 and 403.200 to 403.250 and ORS chapters 118, 314, 316, 317, 318, 321 and 323 and the elderly rental assistance program under ORS 310.630 to 310.706 and local taxes administered by the Department of Revenue under ORS 305.620.

CONTRACTOR: The Hertz Corporation

By: _____

Name: Title: Date Pamela C. Wright, VP Sales Strategy & Operations 6/10/11

DEPARTMENT OF ADMINISTRATIVE SERVICES, STATE PROCUREMENT OFFICE:

Approved By: _____

Name: Title: Date

Tim Hay

STATE PROCUREMENT 6/15/11

APPROVED AS TO LEGAL SUFFICIENCY

Not required per OAR 137-45-0050