

**AMENDMENT # 8**  
**to**  
**PRICE AGREEMENT# 9950**

I. This is Amendment No. 8 to Price Agreement # 9950 (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 Subsidiaries of Enterprise Holdings, Inc. as set forth on Exhibit 1, 600 Corporate Park Drive, St. Louis, Missouri 63105 d/b/a Enterprise Rent-A-Car and National Car Rental ("Contractor") is effective on the date it has been signed by all parties.

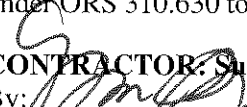
II. The Price Agreement is hereby amended as follows (new language is indicated by underlining and deleted language is indicated by brackets with strikethrough)

**1. 3.3 PRICE ADJUSTMENTS** This Price Agreement is enforceable and Exhibit E prices are firm for the initial twelve months of the Price Agreement. After this initial twelve (12) month period, Contractor may seek a size classification price increase for Services reflecting increased costs by submitting a written request to DAS SPO, including all appropriate cost/price documentation to substantiate the proposed price increase. The State, acting through DAS SPO, reserves the right in its sole discretion to determine whether the documentation is sufficient, whether to require additional documentation, whether to require independent verification of the documentation submitted, and whether to accept or reject any requested increase or offer some lesser amount.. The requested increase must not exceed the Producer Price Index Product Code No. 532111-211 "Passenger car rental for business travel" for the current year. Contractor may request an increase greater than the PPI stated above. However, Contractor must justify the increase with additional documentation that DAS SPO may require at the time of the price increase request. If approved, the price increase is effective on the date specified in the approval and shall be firm for a minimum of twelve (12) months from that date. Contractor shall not request a price increase more often than every twelve (12) months. No more than one price increase will be granted in any 12-month period.


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: Subsidiaries of Enterprise Holdings, Inc. as set forth on Schedule 1.**

By:   
Name: Title: Date Authorized Officer: Secretary or Asst. Secretary: 1/24/12

**DEPARTMENT OF ADMINISTRATIVE SERVICES, STATE PROCUREMENT OFFICE;**

Approved By:   
Name: Title: Date Tom Kay 1/21/12

**APPROVED AS TO LEGAL SUFFICIENCY:**

Approved By: Bill Nessly, Assistant Attorney General via email 12/20/2011  
Name: Title: Date

**SCHEDULE 1**

EAN HOLDINGS, LLC  
ENTERPRISE LEASING COMPANY OF STL, LLC  
ENTERPRISE LEASING COMPANY OF GEORGIA, LLC  
ENTERPRISE LEASING COMPANY OF FLORIDA, LLC  
ENTERPRISE LEASING COMPANY OF KS, LLC  
ENTERPRISE LEASING COMPANY OF ORLANDO, LLC  
ENTERPRISE LEASING COMPANY OF INDIANAPOLIS, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF BOSTON, LLC  
ENTERPRISE LEASING COMPANY OF DENVER, LLC  
ENTERPRISE LEASING COMPANY OF CHICAGO, LLC  
ENTERPRISE RAC COMPANY OF MARYLAND, LLC  
ENTERPRISE LEASING COMPANY OF PHILADELPHIA, LLC  
ENTERPRISE RAC COMPANY OF BALTIMORE, LLC  
ENTERPRISE LEASING COMPANY OF MINNESOTA, LLC  
ENTERPRISE LEASING COMPANY OF DETROIT, LLC  
ENTERPRISE LEASING CO OF NORFOLK/RICHMOND, LLC  
ENTERPRISE RENT-A-CAR CO OF SAN FRANCISCO, LLC  
ELRAC, LLC  
SNORAC, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF SACRAMENTO, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF LOS ANGELES, LLC  
ENTERPRISE RAC COMPANY OF CINCINNATI, LLC  
CLERAC, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF PITTSBURGH, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF WISCONSIN, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF UT, LLC  
CAMRAC, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF RHODE ISLAND, LLC  
ENTERPRISE LEASING COMPANY OF PHOENIX, LLC  
ENTERPRISE LEASING COMPANY – SOUTHEAST, LLC  
ENTERPRISE LEASING COMPANY – WEST, LLC  
ENTERPRISE LEASING COMPANY – SOUTH CENTRAL, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF TENNESSEE, LLC  
PENRAC, LLC  
ENTERPRISE RENT-A-CAR COMPANY OF KY, LLC  
ENTERPRISE RENT-A-CAR COMPANY – MIDWEST, LLC  
ENTERPRISE RAC COMPANY OF MONTANA/WYOMING, LLC  
VANGUARD CAR RENTAL USA, LLC