

AVIS BUDGET GROUP, INC.

Form S-4/A

December 22, 2010

Subject to completion, as filed with the Securities and Exchange Commission on December 22, 2010

Registration No. 333-170731

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**Amendment No. 1**

to

**FORM S-4**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**AVIS BUDGET CAR RENTAL, LLC**

**AVIS BUDGET FINANCE, INC.**

(Exact Name of Each Registrant as Specified in Its Charter)

Delaware

1-10308

22-3475741

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-10308**  
(Primary Standard Industrial  
Classification Code Number)

**20-4542671**  
(I.R.S. employer

identification number)

**6 Sylvan Way**

**Parsippany, New Jersey 07054**

**(973) 496-4700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**David B. Wyshner**

**Executive Vice President and Chief Financial Officer**

**Avis Budget Group, Inc.**

**6 Sylvan Way**

**Parsippany, NJ 07054**

**(973) 496-4700**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**Joshua N. Korff, Esq.**

**Christopher A. Kitchen, Esq.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, New York 10022**

**(212) 446-4800**

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:** As soon as reasonably practicable after this registration statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934 (Check One):

Large accelerated filer:

Accelerated filer:

Non-accelerated filer (Do not check if a smaller reporting company):

Smaller reporting company:

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer):

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer):

### CALCULATION OF REGISTRATION FEE

	<b>Proposed</b>	
	<b>Maximum</b>	
<b>Title of Each Class of</b>	<b>Aggregate</b>	<b>Amount of</b>
<b>Securities to Be Registered(1)</b>	<b>Offering Price</b>	<b>Registration Fee(2)</b>
8.25% Senior Notes due 2019	\$600,000,000	\$42,780
Guarantees related to the 8.25% Senior Notes due 2019(3)	N/A	N/A
<b>Total</b>	<b>\$600,000,000</b>	<b>\$42,780</b>

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act.

(2) Previously paid.

(3) No separate consideration will be received for the guarantees, and no separate fee is payable, pursuant to Rule 457(n) under the Securities Act.

**THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.**

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**TABLE OF ADDITIONAL REGISTRANTS**

<b>Name of Additional Registrant*</b>	<b>State or Other Jurisdiction of Incorporation or Formation</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
AB Car Rental Services, Inc. (f/k/a Cendant Car Rental Operations Support, Inc.)	DE	7510	20-0447089
ARACS LLC	DE	7510	22-3834931
Avis Asia and Pacific, Limited	DE	7510	11-2850373
Avis Budget Group, Inc.	DE	7510	06-0918165
Avis Budget Holdings, LLC	DE	7510	20-4542614
Avis Car Rental Group, LLC	DE	7510	22-2732926
Avis Caribbean, Limited	DE	7510	11-2850374
Avis Enterprises, Inc.	DE	7510	11-2631886
Avis Group Holdings, LLC	DE	7510	11-3347585
Avis International, Ltd.	DE	7510	11-2411667
Avis Operations, LLC	DE	7510	22-3846340
Avis Rent A Car System, LLC	DE	7510	11-1998661
BGI Leasing, Inc.	DE	7510	68-0515335
Budget Rent A Car System, Inc.	DE	7510	42-1553246
Budget Truck Rental LLC	DE	7510	20-3251037
PF Claims Management, Ltd.	DE	7510	11-2850723
PR Holdco, Inc.	DE	7510	26-1705577
Runabout, LLC	DE	7510	26-1961156
Wizard Co., Inc.	DE	7510	11-2814383
Wizard Services, Inc.	DE	7510	26-0317240

\* Address and telephone numbers of principal executive offices are the same as those of Avis Budget Car Rental, LLC.

**EXPLANATORY NOTE**

This Amendment No. 1 is being filed solely for the purposes of amending Exhibit 5.1 of the Registration Statement. Accordingly, this Amendment No. 1 consists only of the facing page, this explanatory note, Part II to the Registration Statement and Exhibit 5.1. No changes are being made to Part I of the Registration Statement by this filing, and therefore it has been omitted.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

***Delaware***

AB Car Rental Services, Inc., Avis Finance, Avis Budget Group, Inc., Avis Caribbean, Limited, Avis Enterprises, Inc., Avis International, Ltd., BGI Leasing, Inc., Budget Rent A Car System, Inc., PF Claims Management, Ltd., PR Holdco, Inc., Wizard Co., Inc. and Wizard Services, Inc. are incorporated under the laws of the State of Delaware.

Section 18-108 of the Delaware Limited Liability Company Act provides that a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Section 145 of the Delaware General Corporation Law, or the DGCL, provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal actions and proceedings, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

The Limited Liability Company Agreements of each of ARACS LLC, ABCR, Avis Budget Holdings, Avis Car Rental Group, LLC, Avis Group Holdings, LLC, Avis Operations, LLC, Avis Rent A Car System, LLC, Budget Truck Rental LLC and Runabout, LLC provide, to the fullest extent authorized by the Delaware Limited Liability Company Act, for the indemnification of any member, manager, officer or employee of the companies from and against any and all claims and demands arising by reason of the fact that such person is, or was, a member, manager, officer or employee of the companies.

The Bylaws of Avis Finance, AB Car Rental Services, Inc., Avis Asia and Pacific, Limited, Avis Budget Group, Inc., Avis Caribbean, Limited, Avis Enterprises, Inc., Avis International, Ltd., BGI Leasing, Inc., Budget Rent A Car System, Inc., PF Claims Management, Ltd., PR Holdco, Inc., Wizard Co., Inc. and Wizard Services, Inc. provide for the indemnification of all current and former directors and officers to the fullest extent permitted by the DGCL.

The Certificate of Incorporation of BGI Leasing, Inc. provides for the indemnification of all directors and officers to the fullest extent permitted by the DGCL.

The Registrants also maintain, at their expense, policies of insurance which insure their respective directors and officers, subject to exclusions and deductions as are usual in these kinds of insurance policies, against specified liabilities which may be incurred in those capacities.

**ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
2.1	Separation and Distribution Agreement by and among Cendant Corporation*, Realogy Corporation, Wyndham Worldwide Corporation and Travelport Inc., dated as of July 27, 2006 (Incorporated by reference to Exhibit 2.1 to the 2009 10-K).
2.2	Letter Agreement dated August 23, 2006 related to the Separation and Distribution Agreement by and among Realogy Corporation, Cendant Corporation*, Wyndham Worldwide Corporation and Travelport Inc. dated as of July 27, 2006 (Incorporated by reference to Exhibit 2.2 to the 2009 10-K).
3.1	Amended and Restated Certificate of Incorporation of Avis Budget Group, Inc. (Incorporated by reference to Exhibit 3.1 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.2	Amended and Restated Bylaws of Avis Budget Group, Inc. (Incorporated by reference to Exhibit 3.2 to the 2009 10-K).
3.3	Certificate of Formation of Avis Budget Car Rental, LLC (f/k/a Cendant Car Rental Group, LLC) (Incorporated by reference to Exhibit 3.3 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.4	Amended and Restated Limited Liability Company Agreement of Avis Budget Car Rental, LLC (f/k/a Cendant Car Rental Group, LLC) (Incorporated by reference to Exhibit 3.4 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.5	Certificate of Formation of Avis Budget Holdings, LLC (Incorporated by reference to Exhibit 3.5 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.6	By-laws of Avis Budget Finance, Inc. (Incorporated by reference to Exhibit 3.6 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.7	Certificate of Formation of Avis Budget Holdings, LLC (Incorporated by reference to Exhibit 3.7 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.8	Certificate of Formation of Avis Budget Car Rental, LLC (f/k/a Cendant Car Rental Group, LLC) (Incorporated by reference to Exhibit 3.8 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.9	Certificate of Formation of Avis Budget Car Rental, LLC (f/k/a Cendant Car Rental Group, LLC) (Incorporated by reference to Exhibit 3.9 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.10	Certificate of Formation of Avis Budget Car Rental, LLC (f/k/a Cendant Car Rental Group, LLC) (Incorporated by reference to Exhibit 3.10 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.11	Certificate of Formation of Avis Car Rental Group, LLC (Incorporated by reference to Exhibit 3.11 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.12	Limited Liability Company Agreement of Avis Car Rental Group, LLC (Incorporated by reference to Exhibit 3.12 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.13	Certificate of Incorporation of Avis Caribbean, Limited (Incorporated by reference to Exhibit 3.13 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).

EXHIBIT NO.	DESCRIPTION
3.14	By-laws of Avis Caribbean, Limited (Incorporated by reference to Exhibit 3.14 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.15	Certificate of Incorporation of Avis Enterprises, Inc. (Incorporated by reference to Exhibit 3.15 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.16	By-laws of Avis Enterprises, Inc. (Incorporated by reference to Exhibit 3.16 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.17	Certificate of Formation of Avis Group Holdings, LLC (Incorporated by reference to Exhibit 3.17 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.18	Limited Liability Company Agreement of Avis Group Holdings, LLC (Incorporated by reference to Exhibit 3.18 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.19	Certificate of Incorporation of Avis International, Ltd. (Incorporated by reference to Exhibit 3.19 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.20	By-laws of Avis International, Ltd. (Incorporated by reference to Exhibit 3.20 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.21	Certificate of Incorporation of PR Holdco, Inc. (Incorporated by reference to Exhibit 3.21 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.22	By-laws of PR Holdco, Inc. (Incorporated by reference to Exhibit 3.22 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.23	Certificate of Formation of Avis Rent A Car System, LLC (Incorporated by reference to Exhibit 3.23 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.24	Limited Liability Company Operating Agreement of Avis Rent A Car System, LLC (Incorporated by reference to Exhibit 3.24 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.25	Certificate of Incorporation of PF Claims Management, Ltd. (Incorporated by reference to Exhibit 3.25 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.26	By-laws of PF Claims Management, Ltd. (Incorporated by reference to Exhibit 3.26 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.27	Certificate of Incorporation of AB Car Rental Services Inc. (f/k/a Cendant Car Rental Operations Support, Inc.) (Incorporated by reference to Exhibit 3.27 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.28	By-laws of AB Car Rental Services Inc. (f/k/a Cendant Car Rental Operations Support, Inc.) (Incorporated by reference to Exhibit 3.28 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.29	Certificate of Incorporation of Wizard Co., Inc. (Incorporated by reference to Exhibit 3.29 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.30	By-laws of Wizard Co., Inc. (Incorporated by reference to Exhibit 3.30 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
3.31	Certificate of Formation of ARACS LLC (Incorporated by reference to Exhibit 3.31 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
3.32	Limited Liability Company Operating Agreement of ARACS LLC (Incorporated by reference to Exhibit 3.32 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).



**EXHIBIT  
NO.**

**DESCRIPTION**

- 3.33 Certificate of Formation of Avis Operations, LLC (Incorporated by reference to Exhibit 3.33 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.34 Limited Liability Company Operating Agreement of Avis Operations, LLC (Incorporated by reference to Exhibit 3.34 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.35 Certificate of Incorporation of BGI Leasing, Inc. (Incorporated by reference to Exhibit 3.35 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.36 By-laws of BGI Leasing, Inc. (Incorporated by reference to Exhibit 3.36 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
- 3.37 Certificate of Incorporation of Budget Rent A Car System, Inc. (f/k/a Cherokee Acquisition Corporation) (Incorporated by reference to Exhibit 3.37 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.38 By-laws of Budget Rent A Car System, Inc. (f/k/a Cherokee Acquisition Corporation) (Incorporated by reference to Exhibit 3.38 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.39 Certificate of Formation of Budget Truck Rental LLC (Incorporated by reference to Exhibit 3.39 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.40 Limited Liability Company Agreement of Budget Truck Rental LLC (Incorporated by reference to Exhibit 3.40 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-141832, dated April 4, 2007).
- 3.41 Certificate of Incorporation of Wizard Services, Inc. (Incorporated by reference to Exhibit 3.41 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
- 3.42 By-laws of Wizard Services, Inc. (Incorporated by reference to Exhibit 3.42 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
- 3.43 Certificate of Formation of Runabout, LLC (Incorporated by reference to Exhibit 3.43 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
- 3.44 Limited Liability Company Agreement of Runabout, LLC (Incorporated by reference to Exhibit 3.44 to Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-166753, dated May 11, 2010).
- 4.1(a) Indenture, dated as of April 19, 2006, among Avis Budget Car Rental, LLC, Avis Budget Finance, Inc., the guarantors from time to time parties thereto and the Bank of Nova Scotia Trust Company of New York, as trustee, relating to \$1,000 million aggregate principal amount of senior notes, consisting of \$250 million aggregate principal amount of Floating Rate Senior Notes due 2014, \$375 million aggregate principal amount of 7.625% Senior Notes due 2014 and \$375 million aggregate principal amount of 7.750% Senior Notes due 2016 (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated April 21, 2006).
- 4.1(b) Supplemental Indenture, dated as of February 9, 2007, to the Indenture, dated as of April 19, 2006, among Avis Budget Car Rental, LLC, Avis Budget Finance, Inc., the guarantors from time to time parties thereto and the Bank of Nova Scotia Trust Company of New York, as trustee (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated February 9, 2007).
- 4.1(c) Second Supplemental Indenture, dated as of January 28, 2009, among Avis Budget Car Rental, LLC and Avis Budget Finance, Inc., as Issuers, the guarantors from time to time parties thereto and the Bank of Nova Scotia Trust Company of New York, as trustee (Incorporated by reference to Exhibit 10.6 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008, dated February 26, 2009).

**EXHIBIT**

NO.	DESCRIPTION
4.1(d)	Third Supplemental Indenture, dated as of November 5, 2009 among Avis Budget Car Rental, LLC and Avis Budget Finance, Inc. as Issuers, the guarantors from time to time parties thereto and the Bank of Nova Scotia Trust Company of New York, as trustee (Incorporated by reference to Exhibit 4.1(d) to the 2009 10-K).
4.2	Form of Exchange Floating Rate Note (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated April 21, 2006).
4.3	Form of Exchange 7.625% Note (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated April 21, 2006).
4.4	Form of Exchange 7.75% Note (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated April 21, 2006).
4.5	Indenture dated as of October 13, 2009, by and between Avis Budget Group, Inc. and The Bank of Nova Scotia Trust Company of New York, as Trustee (Incorporated by reference to Exhibit 4.1 to Avis Budget Group's Current Report on Form 8-K dated October 13, 2009).
4.6	Indenture dated as of March 10, 2010 among Avis Budget Car Rental, LLC and Avis Budget Finance, Inc., as Issuers, the Guarantors from time to time parties thereto and The Bank of Nova Scotia Trust Company of New York as Trustee (Incorporated by reference to Exhibit 4.1 to Avis Budget Group's Current Report on Form 8-K dated March 11, 2010).
4.7	Form of 9 <sup>5</sup> / <sub>8</sub> % Senior Notes Due 2018 (Incorporated by reference to Exhibit 4.2 to Avis Budget Group's Current Report on Form 8-K dated March 11, 2010).
4.8	Indenture dated as of October 15, 2010 among Avis Budget Car Rental, LLC and Avis Budget Finance, Inc., as Issuers, the Guarantors from time to time parties thereto and The Bank of Nova Scotia Trust Company of New York as Trustee (Incorporated by reference to Exhibit 4.1 to the Avis Budget Group's Current Report on Form 8-K dated October 18, 2010).
4.9	Form of 8.25% Senior Notes Due 2019 (Incorporated by reference to Exhibit 4.2 to the Avis Budget Group's Current Report on Form 8-K dated October 18, 2010).
5.1	Opinion of Kirkland & Ellis LLP
10.1	Amended and Restated Employment Agreement between Avis Budget Group, Inc. and Ronald L. Nelson (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated January 29, 2010).
10.2	Employment Agreement between Avis Budget Group, Inc. and F. Robert Salerno (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Current Report on Form 8-K dated December 31, 2008).
10.3	Employment Agreement between Avis Budget Group, Inc. and David B. Wyshner (Incorporated by reference to Exhibit 10.3 to Avis Budget Group's Current Report on Form 8-K dated December 31, 2008).
10.4	Agreement between Avis Budget Group, Inc. and Mark J. Servodidio (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated December 31, 2008).
10.5	Agreement between Avis Budget Group, Inc. and Larry D. De Shon (Incorporated by reference to Exhibit 10.5 to Avis Budget Group's Current Report on Form 8-K dated December 31, 2008).
10.6	Agreement between Avis Budget Group, Inc. and Patric T. Siniscalchi (Incorporated by reference to Exhibit 10.6 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).

EXHIBIT NO.	DESCRIPTION
10.7(a)	Agreement between Avis Budget Group, Inc. and Thomas Gartland dated April 21, 2008 (Incorporated by reference to Exhibit 10.7(a) to the 2009 10-K).
10.7(b)	Agreement between Avis Budget Group, Inc. and Thomas Gartland dated December 19, 2008 (Incorporated by reference to Exhibit 10.7(b) to the 2009 10-K).
10.8	Form of Avis Budget Group, Inc. Severance Agreement (Incorporated by reference to Exhibit 10.8 to the 2009 10-K).
10.9(a)	1987 Stock Option Plan, as amended (Incorporated by reference to Exhibit 10.16 to Avis Budget Group's Form 10-Q for the quarterly period ended October 31, 1996 dated December 13, 1996, File No. 1-10308).
10.9(b)	Amendment to 1987 Stock Option Plan dated January 3, 2001 (Incorporated by reference to Exhibit 10.7(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2000 dated March 29, 2001).
10.10(a)	1997 Stock Option Plan (Incorporated by reference to Exhibit 10.23 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended April 30, 1997 dated June 16, 1997, File No. 1-10308).
10.10(b)	Amendment to 1997 Stock Option Plan dated January 3, 2001 (Incorporated by reference to Exhibit 10.11(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2000 dated March 29, 2001).
10.10(c)	Amendment to 1997 Stock Option Plan dated March 19, 2002 (Incorporated by reference to Exhibit 10.11(c) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2002 dated March 5, 2003).
10.11(a)	Avis Budget Group, Inc. 2007 Equity and Incentive Plan (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 dated August 8, 2007).
10.11(b)	Amendment to the Avis Budget Group, Inc. 2007 Equity And Incentive Plan dated March 20, 2008 (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 dated May 7, 2008).
10.11(c)	Amendment No. 2 to the Avis Budget Group, Inc. 2007 Equity and Incentive Plan (Incorporated by reference to Exhibit 10.1 of Avis Budget Group's Current Report on Form 8-K dated June 18, 2009).
10.11(d)	Amendment No. 3 to the Avis Budget Group, Inc. 2007 Equity and Incentive Plan (Incorporated by reference to Exhibit 10.3 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).
10.11(e)	Amendment No. 4 to the Avis Budget Group, Inc. 2007 Equity and Incentive Plan dated January 27, 2010 (Incorporated by reference to Exhibit 10.11(e) to the 2009 10-K).
10.12(a)	1997 Stock Incentive Plan (Incorporated by reference to Appendix E to the Joint Proxy Statement/Prospectus included as part of Avis Budget Group's Registration Statement on Form S-4, Registration No. 333-34517, dated August 28, 1997).
10.12(b)	Amendment to 1997 Stock Incentive Plan dated March 27, 2000 (Incorporated by reference to Exhibit 10.12(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2000 dated March 29, 2001).
10.12(c)	Amendment to 1997 Stock Incentive Plan dated March 28, 2000 (Incorporated by reference to Exhibit 10.12(c) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2000 dated March 29, 2001).

EXHIBIT NO.	DESCRIPTION
10.12(d)	Amendment to 1997 Stock Incentive Plan dated January 3, 2001 (Incorporated by reference to Exhibit 10.12(d) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2000 dated March 29, 2001).
10.13(a)	1997 Employee Stock Plan (Incorporated by reference to Exhibit 4.1 to Avis Budget Group's Registration Statement on Form S-8, Registration No. 333-45183, dated January 29, 1998).
10.13(b)	Amendment to 1997 Employee Stock Plan dated January 3, 2001 (Incorporated by reference to Exhibit 10.15(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2003 dated March 1, 2004).
10.14	Amendment to Certain Stock Plans (Incorporated by reference to Exhibit 10.16(c) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2003 dated March 5, 2003).
10.15	1999 Broad-Based Employee Stock Option Plan, including the Third Amendment dated March 19, 2002, Second Amendment dated April 2, 2001 and First Amendment dated March 29, 1999 (Incorporated by reference to Exhibit 10.17 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2002 dated March 5, 2003).
10.16	Amendment to Various Equity-Based Plans (Incorporated by reference to Exhibit 10.16 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2005 dated March 1, 2006).
10.17	Avis Budget Group, Inc. Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Current Report on Form 8-K dated June 18, 2009).
10.18(a)	Form of Award Agreement Restricted Stock Units (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated August 4, 2006).
10.18(b)	Form of Award Agreement Stock Appreciation Rights (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Current Report on Form 8-K dated August 4, 2006).
10.18(c)	Form of Award Agreement Stock Options (Incorporated by reference to Exhibit 10.15(c) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.18(d)	Form of Award Agreement Stock Options (Incorporated by reference to Exhibit 10.15(d) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.18(e)	Form of Other Stock or Cash-Based Award Agreement (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).
10.19(a)	Avis Budget Group, Inc. Non-Employee Directors Deferred Compensation Plan, Amended and Restated as of January 1, 2007 (Incorporated by reference to Exhibit 10.16 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.19(b)	First Amendment to the Avis Budget Group, Inc. Non-Employee Directors Deferred Compensation Plan dated January 28, 2010 (Incorporated by reference to Exhibit 10.19(b) to the 2009 10-K).
10.20	Avis Budget Group, Inc. Deferred Compensation Plan, amended and restated as of November 1, 2008 (Incorporated by reference to Exhibit 10.17 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.21	Avis Budget Group, Inc. Savings Restoration Plan, amended and restated as of November 1, 2008 (Incorporated by reference to Exhibit 10.18 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.22	Amended and Restated Equalization Benefit Plan (Incorporated by reference to Exhibit 10.59 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2007, dated February 29, 2008).

EXHIBIT NO.	DESCRIPTION
10.23	Avis Rent A Car System, LLC Pension Plan (Incorporated by reference to Exhibit 10.20 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
10.24(a)	Second Amended and Restated Base Indenture, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC***, as Issuer, and The Bank of New York, as Trustee (Incorporated by reference to Exhibit 10.7 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, dated August 2, 2004).
10.24(b)	Supplemental Indenture No. 1, dated as of December 23, 2005, among Cendant Rental Car Funding (AESOP) LLC***, as Issuer, and The Bank of New York, as Trustee, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated January 20, 2006).
10.24(c)	Supplemental Indenture No. 2, dated as of May 9, 2007, among Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.6 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
10.25(a)	Second Amended and Restated Loan Agreement, dated as of June 3, 2004, among AESOP Leasing L.P., as Borrower, Quartx Fleet Management, Inc., as a Permitted Nominee, PV Holding Corp., as a Permitted Nominee, and Cendant Rental Car Funding (AESOP) LLC***, as Lender (Incorporated by reference to Exhibit 10.8 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, dated August 2, 2004).
10.25(b)	First Amendment, dated as of December 23, 2005, among AESOP Leasing L.P., as Borrower, Quartx Fleet Management, Inc., as a Permitted Nominee, PV Holding Corp., as Permitted Nominee, and Cendant Rental Car Funding (AESOP) LLC***, as Lender, to the Second Amended and Restated Loan Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Current Report on Form 8-K dated January 20, 2006).
10.25(c)	Second Amendment, dated as of May 9, 2007, among AESOP Leasing L.P., as Borrower, PV Holding Corp., as Permitted Nominee, Quartx Fleet Management, Inc., as Permitted Nominee, and Avis Budget Rental Car Funding (AESOP) LLC, as Lender, to the Second Amended and Restated Loan Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.8 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
10.26(a)	Amended and Restated Loan Agreement, dated as of June 3, 2004, among AESOP Leasing L.P., as Borrower, and Cendant Rental Car Funding (AESOP) LLC***, as Lender (Incorporated by reference to Exhibit 10.29(a) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2006, dated March 1, 2007).
10.26(b)	First Amendment, dated as of December 23, 2005, among AESOP Leasing L.P., as Borrower, and Cendant Rental Car Funding (AESOP) LLC***, as Lender, to the Amended and Restated Loan Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.29(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2006, dated March 1, 2007).
10.26(c)	Second Amendment, dated as of the May 9, 2007, among AESOP Leasing L.P., as Borrower, and Avis Budget Rental Car Funding (AESOP) LLC, as Lender, to the Amended and Restated Loan Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.7 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
10.27(a)	Second Amended and Restated Master Motor Vehicle Operating Lease Agreement, dated as of June 3, 2004, among AESOP Leasing L.P., as Lessor, and Cendant Car Rental Group, Inc.***, as Lessee and as Administrator (Incorporated by reference to Exhibit 10.9 to Avis Budget Group's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, dated August 2, 2004).

**EXHIBIT  
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**DESCRIPTION**

- 10.27(b) First Amendment, dated December 23, 2005, among AESOP Leasing L.P., as Lessor, and Cendant Car Rental Group, Inc.\*\*, as Lessee and as Administrator, to the Second Amended and Restated Master Motor Vehicle Operating Lease Agreement, dated as of December 23, 2005 (Incorporated by reference to Exhibit 10.3 to Avis Budget Group's Current Report on Form 8-K dated January 20, 2006).
- 10.27(c) Third Amendment, dated as of May 9, 2007, among AESOP Leasing L.P., as Lessor and Avis Budget Car Rental, LLC, as Lessee and as the Administrator, to the Second Amended and Restated Master Motor Vehicle Operating Lease Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.9 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
- 10.28(a) Amended and Restated Master Motor Vehicle Finance Lease Agreement, dated as of June 3, 2004, among AESOP Leasing L.P., as Lessor, Cendant Car Rental Group, Inc.\*\*, as Lessee, as Administrator and as Finance Lease Guarantor, Avis Rent A Car System, Inc.\*\*\*, as Lessee, and Budget Rent A Car System, Inc., as Lessee (Incorporated by reference to Exhibit 10.30(a) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2006, dated March 1, 2007).
- 10.28(b) First Amendment, dated as of December 23, 2005, among AESOP Leasing L.P., as Lessor, Cendant Car Rental Group, Inc.\*\*, as Lessee, as Administrator and as Finance Lease Guarantor, Avis Rent A Car System, Inc.\*\*\*, as Lessee, and Budget Rent A Car System, Inc., as Lessee, to the Amended and Restated Master Motor Vehicle Finance Lease Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.30(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2006, dated March 1, 2007).
- 10.28(c) Third Amendment, dated as of May 9, 2007, among AESOP Leasing L.P., as Lessor, Avis Budget Car Rental, LLC, as Lessee, as Administrator and as Finance Lease Guarantor, Avis Rent A Car System, LLC, as Lessee, and Budget Rent A Car System, Inc., as Lessee, to the Amended and Restated Master Motor Vehicle Finance Lease Agreement, dated as of June 3, 2004 (Incorporated by reference to Exhibit 10.11 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
- 10.29 Second Amended and Restated Administration Agreement, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, AESOP Leasing L.P., AESOP Leasing Corp. II, Avis Rent A Car System, Inc.\*\*\*, Budget Rent A Car System, Inc., Cendant Car Rental Group, Inc.\*\* and The Bank of New York, as Trustee (Incorporated by reference to Exhibit 10.34 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2005, dated March 1, 2006).
- 10.30 Assignment and Assumption Agreement dated as of June 3, 2004, among Avis Rent A Car System, Inc.\*\*\*, Avis Group Holdings, Inc.\*\*\* and Cendant Car Rental Group, Inc.\*\* (Incorporated by reference to Exhibit 10.35 to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2005, dated March 1, 2006).
- 10.31(a) Second Amended and Restated Series 2004-1 Supplement, dated as of June 27, 2006, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer, Avis Budget Car Rental, LLC, as Administrator, Mizuho Corporate Bank, Ltd., as Administrative Agent, certain financial institutions, as Purchasers, and The Bank of New York, as Trustee and Series 2004-1 Agent, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer, and The Bank of New York, as Trustee (Incorporated by reference to Exhibit 10.2 to Avis Budget Group's Current Report on Form 8-K dated June 30, 2006).

**EXHIBIT  
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**DESCRIPTION**

- 10.31(b) First Amendment to the Second Amended and Restated Series 2004-1 Supplement, dated as of May 9, 2007, among Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, Avis Budget Car Rental, LLC, as Administrator, Mizuho Corporate Bank, Ltd., as Administrative Agent, certain financial institutions, as Purchasers, and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and as Series 2004-1 Agent (Incorporated by reference to Exhibit 10.21 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
- 10.32(a) Amended and Restated Series 2005-2 Supplement, dated May 20, 2008, between Avis Budget Rental Car Funding (AESOP) LLC (formerly known as Cendant Rental Car Funding (AESOP) LLC), as issuer and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as trustee and as Series 2005-2 Agent, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004, between Avis Budget Rental Car Funding (AESOP) LLC, as issuer and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as trustee (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated May 22, 2008).
- 10.32(b) First Amendment, dated as of November 11, 2008, between Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and as Series 2005-2 Agent, to the Amended and Restated Series 2005-2 Supplement, dated as of May 20, 2008 (Incorporated by reference to Exhibit 10.33(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
- 10.33(a) Series 2005-4 Supplement, dated as of June 1, 2005, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer, and The Bank of New York, as Trustee and as Series 2005-4 Agent, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC\*\*\* and The Bank of New York, as Trustee (Incorporated by reference to Exhibit 10.1 to Avis Budget Group's Current Report on Form 8-K dated June 7, 2005).
- 10.33(b) First Amendment, dated as of December 23, 2005, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer, and The Bank of New York, as Trustee and Series 2005-4 Agent, to the Series 2005-4 Supplement dated as of June 1, 2005 (Incorporated by reference to Exhibit 10.30(b) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2005, dated March 1, 2006).
- 10.33(c) Second Amendment, dated as of May 9, 2007, among Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and as Series 2005-4 Agent, to the Series 2005-4 Supplement, dated as of June 1, 2005 (Incorporated by reference to Exhibit 10.25 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
- 10.33(d) Third Amendment, dated as of November 11, 2008, between Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and as Series 2005-4 Agent, to the Series 2005-4 Supplement, dated as of June 1, 2005 (Incorporated by reference to Exhibit 10.34(d) to Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2008).
- 10.34(a) Series 2006-1 Supplement, dated as of January 19, 2006, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer, and The Bank of New York, as Trustee and as Series 2006-1 Agent, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC\*\*\*, as Issuer and The Bank of New York, as Trustee (Incorporated by reference to Exhibit 10.4 to Avis Budget Group's Current Report on Form 8-K dated January 20, 2006).

EXHIBIT NO.	DESCRIPTION
10.34(b)	First Amendment, dated as of May 9, 2007, among Avis Budget Rental Car Funding (AESOP) LLC, as Issuer, and The Bank of New York Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and as Series 2006-1 Agent, to the Series 2006-1 Supplement, dated as of January 11, 2006 (Incorporated by reference to Exhibit 10.26 the Company Form 10-Q for the quarterly period ended June 30, 2007, dated August 8, 2007).
10.34(c)	Second Amendment, dated as of September 1, 2009, to the Series 2006-1 Supplement dated as of January 19, 2006, between Avis Budget Rental Car Funding (AESOP) LLC and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to The Bank of New York Trust Company, N.A.), as trustee and Series 2006-1 Agent (Incorporated by reference to Exhibit 10.1 to Avis Budget Group s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009).
10.35(a)	Series 2007-2 Supplement, dated as of June 6, 2007, among Avis Budget Rental Car Funding (AESOP) LLC, as Issuer and The Bank of New York Trust Company, N.A., as Trustee and Series 2007-2 Agent, to the Second Amended and Restated Base Indenture, dated as of June 3, 2004, among Cendant Rental Car Funding (AESOP) LLC***, as Issuer and The Bank of New York, as Trustee, as amended (Incorporated by reference to Exhibit 10.1 to Avis Budget Group s Current Report on Form 8-K dated June 8, 2007).
10.35(b)	First Amendment, dated as of November 11, 2008, between Avis Budget Rental Car Funding (AESOP) LLC, as Issuer and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to The Bank of New York), as Trustee and Series 2007-2 Agent, to the Series 2007-2 Supplement, dated as of June 6, 2007 (Incorporated by reference to Exhibit 10.36(b) to Avis Budget Group s Annual Report on Form 10-K for the year ended December 31, 2008).
10.36	Second Amended and Restated Series 2008-1 Supplement, dated as of October 22, 2010, among Avis Budget Rental Car Funding (AESOP) LLC, Avis Budget Car Rental, LLC, as administrator, JPMorgan Chase Bank, N.A., as administrative agent, the non-conduit purchasers, the commercial paper conduit purchasers, the funding agents and the APA Banks named therein, and The Bank of New York Mellon Trust Company, N.A., as trustee and as Series 2008-1 Agent (Incorporated by reference to Exhibit 10.1 to the Avis Budget Group s Current Report on Form 8-K, dated October 28, 2010).
10.37	Series 2009-1 Supplement, dated as of July 23, 2009, among Avis Budget Rental Car Funding (AESOP) LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and as Series 2009-1 Agent (Incorporated by reference to Exhibit 10.1 to Avis Budget Group s Current Report on Form 8-K dated July 24, 2009).
10.38	Series 2009-2 Supplement, dated as of October 1, 2009, among Avis Budget Rental Car Funding (AESOP) LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and as Series 2009-2 Agent (Incorporated by reference to Exhibit 10.1 to Avis Budget Group s Current Report on Form 8-K dated October 1, 2009).
10.39(a)	