

AVIS BUDGET GROUP, INC.

Form 10-Q

May 09, 2012

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

WASHINGTON, D.C. 20549

**Form 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File No. 001-10308

**Avis Budget Group, Inc.**

(Exact name of registrant as specified in its charter)

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|  |   |
|--|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization)     | <b>06-0918165</b><br>(I.R.S. Employer<br>Identification Number) |
| <b>6 Sylvan Way</b><br><b>Parsippany, NJ</b><br>(Address of principal executive offices) | <b>07054</b><br>(Zip Code)                                      |
| <b>(973) 496-4700</b><br>(Registrant's telephone number, including area code)            |   |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

|   |  |
|---|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/>              | Smaller reporting company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the issuer's common stock was 106,141,681 shares as of April 30, 2012.

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**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Quarterly Report on Form 10-Q may be considered forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained herein are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by any such forward-looking statements. Forward-looking statements include information concerning our future financial performance, business strategy, projected plans and objectives. These statements may be identified by the fact that they do not relate to historical or current facts and may use words such as believes, expects, anticipates, will, should, could, may, would, intends, projects, similar words, expressions or phrases. The following important factors and assumptions could affect our future results and could cause actual results to differ materially from those expressed in such forward-looking statements:

the high level of competition in the vehicle rental industry and the impact such competition may have on pricing and rental volume;

a change in our fleet costs as a result of a change in the cost of new vehicles, disruption in the supply of new vehicles, and/or a change in the price at which we dispose of used vehicles either in the used vehicle market or under repurchase or guaranteed depreciation programs;

risks related to our acquisition of Avis Europe plc ( Avis Europe ), including our ability to realize the synergies contemplated by the transaction and our ability to promptly and effectively integrate the businesses of Avis Europe and Avis Budget Group, Inc.;

the results of operations or financial condition of the manufacturers of our cars, which could impact their ability to perform their payment obligations under the agreements we have with them, including repurchase and/or guaranteed depreciation arrangements, and/or their willingness or ability to make cars available to us or the rental car industry as a whole on commercially reasonable terms or at all;

a change in travel demand, including any reduction in airline passenger traffic;

any change in economic conditions generally, particularly during our peak season or in key market segments;

our ability to continue to achieve and maintain cost savings and successfully implement our business strategies;

our ability to obtain financing for our operations, including the funding of our vehicle fleet via the asset-backed securities and lending market consistent with current costs, and the financial condition of financial-guaranty firms that have insured a portion of our outstanding vehicle-backed debt;

an occurrence or threat of terrorism, pandemic disease, natural disasters or military conflict in the locations in which we operate;

our dependence on third-party distribution channels, third-party suppliers of other services and co-marketing arrangements with third parties;

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our ability to utilize derivative instruments, and the impact of derivative instruments we currently utilize, which can be affected by fluctuations in interest rates, gasoline prices and exchange rates, changes in government regulations and other factors;

our ability to accurately estimate our future results;

a major disruption in our communication networks or information systems;

our exposure to uninsured claims in excess of historical levels;

any failure or inability by us to comply with laws, regulations or contractual obligations or any changes in laws, regulations or contractual obligations, including with respect to personally identifiable information;

any impact on us from the actions of our licensees, dealers and independent contractors;

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substantial increases in the cost, or decreases in the supply, of fuel, vehicle parts, energy, labor or other resources on which we depend to operate our business;

risks related to our ability to meet our funding needs and our indebtedness, including our substantial outstanding debt obligations and our ability to incur substantially more debt;

our ability to meet the financial and other covenants contained in the agreements governing our indebtedness;

the terms of agreements among us and our former real estate, hospitality and travel distribution businesses following the separation of those businesses from us in 2006, particularly with respect to the allocation of assets and liabilities, including contingent liabilities and guarantees, the ability of each of the separated companies to perform its obligations, including indemnification obligations, under these agreements, and the former real estate business' right to control the process for resolving disputes related to contingent liabilities and assets;

risks associated with litigation or governmental or regulatory inquiries or investigations involving our Company;

risks related to tax obligations and the effect of future changes in accounting standards;

risks related to future acquisitions or investments that we may pursue, including any incurrence of incremental indebtedness to help fund such transactions and our ability to promptly and effectively integrate any acquired businesses; and

other business, economic, competitive, governmental, regulatory, political or technological factors affecting our operations, pricing or services.

We operate in a continuously changing business environment and new risk factors emerge from time to time. New risk factors, factors beyond our control, or changes in the impact of identified risk factors may cause actual results to differ materially from those set forth in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. Moreover, we do not assume responsibility for the accuracy and completeness of those statements. Other factors and assumptions not identified above, including those discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations, Risk Factors and other portions of our 2011 Annual Report on Form 10-K, were also involved in the derivation of these forward-looking statements, and the failure of such other assumptions to be realized, as well as other factors, may also cause actual results to differ materially from those projected.

Although we believe that our assumptions are reasonable, any or all of our forward-looking statements may prove to be inaccurate and we can make no guarantees about our future performance. Should unknown risks or uncertainties materialize or underlying assumptions prove inaccurate, actual results could differ materially from past results and/or those anticipated, estimated or projected. Except to the extent of our obligations under the federal securities laws, we undertake no obligation to release any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****Avis Budget Group, Inc.****CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME****(In millions, except per share data)****(Unaudited)**

|   | <b>Three Months Ended<br/>March 31,</b> |             |
|---|---|-------------|
|   | <b>2012</b>                             | <b>2011</b> |
| <b>Revenues</b>                                   |   |             |
| Vehicle rental                                    | \$ 1,168                                | \$ 918      |
| Other   | 455                                     | 317         |
| Net revenues                                      | 1,623                                   | 1,235       |
| <b>Expenses</b>                                   |   |             |
| Operating   | 893                                     | 659         |
| Vehicle depreciation and lease charges, net       | 318                                     | 276         |
| Selling, general and administrative               | 219                                     | 154         |
| Vehicle interest, net                             | 74                                      | 63          |
| Non-vehicle related depreciation and amortization | 32                                      | 23          |
| Interest expense related to corporate debt, net:  |   |             |
| Interest expense                                  | 73                                      | 47          |
| Early extinguishment of debt                      | 27                                      |             |
| Restructuring charges                             | 7                                       |             |
| Transaction-related costs                         | 6                                       | 2           |
| Total expenses                                    | 1,649                                   | 1,224       |
| <b>Income (loss) before income taxes</b>          | (26)                                    | 11          |
| Provision for (benefit from) income taxes         | (3)                                     | 4           |
| <b>Net income (loss)</b>                          | \$ (23)                                 | \$ 7        |
| <b>Comprehensive income</b>                       | \$ 21                                   | \$ 27       |
| <b>Earnings (loss) per share</b>                  |   |             |
| Basic   | (0.22)                                  | 0.07        |
| Diluted   | (0.22)                                  | 0.06        |

See Notes to Consolidated Condensed Financial Statements (Unaudited).

**Table of Contents****Avis Budget Group, Inc.****CONSOLIDATED CONDENSED BALANCE SHEETS****(In millions, except share data)****(Unaudited)**

|  | <b>March 31,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|--|---------------------------|------------------------------|
| <b>Assets</b>  |                           |                              |
| Current assets:  |                           |                              |
| Cash and cash equivalents  | \$ 606                    | \$ 534                       |
| Receivables  | 555                       | 507                          |
| Deferred income taxes  | 117                       | 120                          |
| Other current assets   | 443                       | 380                          |
| <b>Total current assets</b>  | <b>1,721</b>              | <b>1,541</b>                 |
| Property and equipment, net  | 485                       | 493                          |
| Deferred income taxes  | 510                       | 444                          |
| Goodwill   | 359                       | 353                          |
| Other intangibles, net   | 724                       | 713                          |
| Other non-current assets   | 302                       | 304                          |
| <b>Total assets exclusive of assets under vehicle programs</b>           | <b>4,101</b>              | <b>3,848</b>                 |
| Assets under vehicle programs:   |                           |                              |
| Program cash   | 50                        | 11                           |
| Vehicles, net  | 9,417                     | 8,356                        |
| Receivables from vehicle manufacturers and other                         | 265                       | 380                          |
| Investment in Avis Budget Rental Car Funding (AESOP) LLC related party   | 354                       | 343                          |
|  | 10,086                    | 9,090                        |
| <b>Total assets</b>  | <b>\$ 14,187</b>          | <b>\$ 12,938</b>             |
| <b>Liabilities and stockholders equity</b>                               |                           |                              |
| Current liabilities:   |                           |                              |
| Accounts payable and other current liabilities                           | \$ 1,443                  | \$ 1,433                     |
| Short-term debt and current portion of long-term debt                    | 227                       | 37                           |
| <b>Total current liabilities</b>   | <b>1,670</b>              | <b>1,470</b>                 |
| Long-term debt   | 3,074                     | 3,168                        |
| Other non-current liabilities  | 960                       | 960                          |
| <b>Total liabilities exclusive of liabilities under vehicle programs</b> | <b>5,704</b>              | <b>5,598</b>                 |
| Liabilities under vehicle programs:                                      |                           |                              |
| Debt   | 1,145                     | 990                          |
| Debt due to Avis Budget Rental Car Funding (AESOP) LLC related party     | 5,306                     | 4,574                        |



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|  |                  |                  |
|--|------------------|------------------|
| Deferred income taxes  | 1,065            | 982              |
| Other  | 532              | 382              |
|  | 8,048            | 6,928            |
| <b>Commitments and contingencies (Note 12)</b>   |                  |                  |
| Stockholders' equity:  |                  |                  |
| Preferred stock, \$0.01 par value authorized 10 million shares; none issued and outstanding      |                  |                  |
| Common stock, \$0.01 par value authorized 250 million shares; issued 137,043,754 and 137,028,464 | 1                | 1                |
| Additional paid-in capital   | 8,321            | 8,532            |
| Accumulated deficit  | (2,689)          | (2,666)          |
| Accumulated other comprehensive income   | 122              | 78               |
| Treasury stock, at cost 30,776,912 and 31,551,170 shares   | (5,320)          | (5,533)          |
| <b>Total stockholders' equity</b>  | <b>435</b>       | <b>412</b>       |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 14,187</b> | <b>\$ 12,938</b> |

See Notes to Consolidated Condensed Financial Statements (Unaudited).

**Table of Contents****Avis Budget Group, Inc.****CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS****(In millions)****(Unaudited)**

|  | <b>Three Months Ended<br/>March 31,</b> |              |
|--|---|--------------|
|  | <b>2012</b>                             | <b>2011</b>  |
| <b>Operating Activities</b>  |   |              |
| Net income (loss)  | \$ (23)                                 | \$ 7         |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities:     |   |              |
| Vehicle depreciation   | 331                                     | 305          |
| Gain on sale of vehicles, net  | (39)                                    | (39)         |
| Non-vehicle related depreciation and amortization  | 32                                      | 23           |
| Amortization of financing costs  | 16                                      | 10           |
| Net change in assets and liabilities, excluding the impact of acquisitions and dispositions: |   |              |
| Receivables  | (28)                                    | (1)          |
| Income taxes and deferred income taxes   |   | (25)         |
| Accounts payable and other current liabilities   | (65)                                    | (5)          |
| Other, net   | 29                                      | 2            |
| <b>Net cash provided by operating activities</b>   | <b>253</b>                              | <b>277</b>   |
| <b>Investing Activities</b>  |   |              |
| Property and equipment additions   | (20)                                    | (8)          |
| Proceeds received on asset sales   | 3                                       | 3            |
| Other, net   | (1)                                     | (1)          |
| <b>Net cash used in investing activities exclusive of vehicle programs</b>                   | <b>(18)</b>                             | <b>(6)</b>   |
| <i>Vehicle programs:</i>   |   |              |
| Increase in program cash   | (39)                                    | (2)          |
| Investment in vehicles   | (3,053)                                 | (2,526)      |
| Proceeds received on disposition of vehicles   | 2,143                                   | 1,674        |
| Investment in debt securities of Avis Budget Rental Car Funding (AESOP) LLC related party    |   | (195)        |
| Proceeds from debt securities of Avis Budget Rental Car Funding (AESOP) LLC related party    |   | 195          |
|  | (949)                                   | (854)        |
| <b>Net cash used in investing activities</b>   | <b>(967)</b>                            | <b>(860)</b> |

**Table of Contents****Avis Budget Group, Inc.****CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)****(In millions)**

|  | <b>Three Months Ended<br/>March 31,</b> |               |
|--|---|---------------|
|  | <b>2012</b>                             | <b>2011</b>   |
| <b>Financing Activities</b>  |   |               |
| Proceeds from long-term borrowings   | 624                                     |               |
| Principal payments on long-term borrowings   | (520)                                   | (2)           |
| Net change in short-term borrowings  | (12)                                    |               |
| Purchases of warrants  | (13)                                    |               |
| Proceeds from sale of call options   | 19                                      |               |
| Debt financing fees  | (8)                                     | (1)           |
| Other, net   |   | 1             |
| <b>Net cash provided by (used in) financing activities exclusive of vehicle programs</b> | <b>90</b>                               | <b>(2)</b>    |
| <i>Vehicle programs:</i>   |   |               |
| Proceeds from borrowings   | 3,140                                   | 2,957         |
| Principal payments on borrowings   | (2,440)                                 | (2,366)       |
| Debt financing fees  | (7)                                     | (3)           |
|  | 693                                     | 588           |
| <b>Net cash provided by financing activities</b>   | <b>783</b>                              | <b>586</b>    |
| Effect of changes in exchange rates on cash and cash equivalents                         | 3                                       | (1)           |
| Net increase in cash and cash equivalents  | 72                                      | 2             |
| Cash and cash equivalents, beginning of period   | 534                                     | 911           |
| <b>Cash and cash equivalents, end of period</b>  | <b>\$ 606</b>                           | <b>\$ 913</b> |

See Notes to Consolidated Condensed Financial Statements (Unaudited).

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**Avis Budget Group, Inc.**

**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (Unaudited)**

**(Unless otherwise noted, all dollar amounts in tables are in millions, except per share amounts)**

**1. Basis of Presentation and Recently Issued Accounting Pronouncements**

***Basis of Presentation***

Avis Budget Group, Inc. provides car and truck rentals and ancillary services to businesses and consumers worldwide. The accompanying unaudited Consolidated Condensed Financial Statements include the accounts and transactions of Avis Budget Group, Inc. and its subsidiaries (Avis Budget), as well as entities in which Avis Budget directly or indirectly has a controlling financial interest (collectively, the Company), and have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for interim financial reporting.

The Company operates the following business segments:

**North America** provides car rentals in the United States and vehicle rentals in Canada, as well as related products and services.

**International** provides, and licenses the Company's brands to third parties for, vehicle rentals and ancillary products and services primarily in Europe, the Middle East, Asia, Africa, South America, central America, the Caribbean, Australia and New Zealand.

**Truck Rental** provides truck rentals and related services to consumers and commercial users in the United States.

In presenting the Consolidated Condensed Financial Statements in accordance with accounting principles generally accepted in the United States of America (GAAP), management makes estimates and assumptions that affect the amounts reported and related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ from those estimates. In management's opinion, the Consolidated Condensed Financial Statements contain all normal recurring adjustments necessary for a fair presentation of interim results reported. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These financial statements should be read in conjunction with the Company's 2011 Annual Report on Form 10-K.

**Vehicle Programs.** The Company presents separately the financial data of its vehicle programs. These programs are distinct from the Company's other activities since the assets under vehicle programs are generally funded through the issuance of debt that is collateralized by such assets. The income generated by these assets is used, in part, to repay the principal and interest associated with the debt. Cash inflows and outflows relating to the acquisition of such assets and the principal debt repayment or financing of such assets are classified as activities of the Company's vehicle programs. The Company believes it is appropriate to segregate the financial data of its vehicle programs because, ultimately, the source of repayment of such debt is the realization of such assets.

**Transaction-related Costs.** The Company completed the acquisition of Avis Europe plc (Avis Europe) on October 3, 2011. In the three months ended March 31, 2012, transaction-related costs include expenses related to the integration of Avis Europe's operations with the Company's. In the three months ended March 31, 2011, transaction-related costs include due-diligence and other costs associated with the Company's previous efforts to acquire Dollar Thrifty Automotive Group, Inc. (Dollar Thrifty).

**Foreign-currency transactions.** The Company records the net gain or loss of foreign-currency transactions on intercompany loans and the unrealized gain or loss on intercompany loan hedges within interest expense related to corporate debt, net. In the three months ended March 31, 2012, the Company recorded a \$6 million loss on such items. There were no such items in the three months ended March 31, 2011.

***Adoption of New Accounting Standards***

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On January 1, 2012, the Company adopted accounting pronouncements amending (i) fair value measurement and disclosure requirements for financial assets and liabilities, (ii) the presentation of other comprehensive income and (iii) the rules for testing goodwill for impairment. Other than additional disclosure for the presentation of the Company's other comprehensive income, these pronouncements did not have a significant impact on the Company's financial statements.

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During fourth quarter 2011, subsequent to the acquisition of Avis Europe, the Company implemented a restructuring initiative, to identify synergies across the Company, enhance organizational efficiencies and consolidate and rationalize processes and facilities. During the three months ended March 31, 2012, as part of this process, the Company formally communicated the termination of employment to approximately 50 employees and recorded charges of \$7 million in connection with these initiatives. These charges primarily represent costs associated with severance, outplacement services and other costs associated with employee terminations. As of March 31, 2012, the Company has terminated substantially all of these employees. The Company expects further restructuring costs related to this process of approximately \$40 million to be incurred through 2013.

As of March 31, 2012, the Company had approximately \$1 million of liabilities related to pre-2011 restructuring activities.

The following tables summarize the changes to our restructuring-related liabilities and identifies the amounts recorded within the Company's reportable segments and by category for restructuring charges and corresponding payments and utilizations:

|                               | North<br>America | International | Total |
|-------------------------------|------------------|---------------|-------|
| Balance as of January 1, 2012 | \$ 1             | \$ 1          | \$ 2  |
| Restructuring charge          |                  | 7             | 7     |
| Cash payment/utilization      |                  | (6)           | (6)   |
| Balance as of March 31, 2012  | \$ 1             | \$ 2          | \$ 3  |

|                               | Personnel<br>Related | Facility<br>Related | Total |
|-------------------------------|----------------------|---------------------|-------|
| Balance as of January 1, 2012 | \$ 1                 | \$ 1                | \$ 2  |
| Restructuring charge          | 7                    |                     | 7     |
| Cash payment/utilization      | (6)                  |                     | (6)   |
| Balance as of March 31, 2012  | \$ 2                 | \$ 1                | \$ 3  |

**3. Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share (EPS):

|  | Three Months Ended<br>March 31, |         |
|--|---------------------------------|---------|
|  | 2012                            | 2011    |
| Net income (loss) for basic EPS                                | \$ (23)                         | \$ 7    |
| Basic weighted average shares outstanding                      | 105.9                           | 104.6   |
| Options, warrants and non-vested stock                         |                                 | 2.2     |
| Diluted weighted average shares outstanding <sup>(a) (b)</sup> | 105.9                           | 106.8   |
| <i>Earnings per share:</i>                                     |                                 |         |
| Basic  | \$ (0.22)                       | \$ 0.07 |
| Diluted  | \$ (0.22)                       | \$ 0.06 |

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- (a) As the Company incurred a net loss for the three months ended March 31, 2012, all outstanding stock options, restricted stock units, warrants and issuable shares underlying the 3 1/2% convertible notes have an anti-dilutive effect and therefore are excluded from the computation of diluted weighted average shares outstanding for the period. Accordingly, basic and diluted weighted average shares outstanding are equal for the period.
- (b) For the three months ended March 31, 2011, the shares underlying the 3 1/2% convertible notes have an anti-dilutive effect and therefore are excluded from the computation of diluted weighted average shares outstanding for the period.

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The following table summarizes the Company's outstanding common stock equivalents that were anti-dilutive and therefore excluded from the computation of diluted EPS:

|   | As of March 31, |      |
|---|-----------------|------|
|   | 2012            | 2011 |
| Options <sup>(a)</sup>                                    | 2.8             | 1.2  |
| Warrants <sup>(b) (c)</sup>                               | 15.0            | 21.2 |
| Shares underlying 3 1/2% convertible notes <sup>(c)</sup> | 15.0            | 21.2 |

- (a) For the three months ended March 31, 2012, all outstanding stock options were anti-dilutive, as the Company incurred a net loss, and had a weighted average exercise price of \$3.74. The weighted average exercise price for anti-dilutive options for the three months ended March 31, 2011 was \$24.23.
- (b) Represents all outstanding warrants for the three months ended March 31, 2012 and 2011. The exercise price for the warrants outstanding for the three months ended March 31, 2012 and 2011 was \$22.50.
- (c) The decrease in the number of warrants and shares underlying the 3 1/2% convertible notes that were anti-dilutive was related to the Company's repurchase of a portion of its 3/2% convertible notes and warrants see Note 10 Long-term Debt and Borrowing Arrangements and Note 13 Stockholders' Equity for more information.

**4. Acquisitions**

On October 3, 2011, the Company completed the acquisition of the entire issued share capital of Avis Europe for \$976 million and subsequently repaid \$649 million of Avis Europe's assumed indebtedness. Avis Europe provides vehicle rental and ancillary products and services in Europe, the Middle East, Africa and Asia. The acquisition reunited the global operation of the Avis and Budget brands under one corporate umbrella.

The excess of the purchase price over preliminary fair value of net assets acquired was allocated to goodwill, which was assigned to the Company's International segment. The goodwill is not expected to be deductible for tax purposes. The estimated fair value of the assets acquired and liabilities assumed reflects various preliminary fair value estimates and analyses, including preliminary work performed by third-party valuation specialists, which are subject to change up to one year from the acquisition date as valuations are finalized. The fair values of certain tangible assets and liabilities acquired, identifiable intangible assets, income and non-income based taxes, and residual goodwill are therefore not yet finalized and subject to change. Such adjustments did not have a material impact on the Company's Consolidated Condensed Statements of Comprehensive Income for the three months ended March 31, 2012 or the Consolidated Condensed Balance Sheets as of March 31, 2012 and December 31, 2011.

Other intangibles consisted primarily of \$188 million related to license agreements and \$67 million related to customer relationships. These license agreements will be amortized over a weighted-average life of approximately 20 years. Customer relationships will be amortized over a weighted-average life of approximately 12 years.

**5. Intangible Assets**

Intangible assets consisted of:

|                                    | As of March 31, 2012 |                             |                    | As of December 31, 2011 |                             |                    |
|------------------------------------|----------------------|-----------------------------|--------------------|-------------------------|-----------------------------|--------------------|
|                                    | Gross                |                             | Net                | Gross                   |                             | Net                |
|                                    | Carrying<br>Amount   | Accumulated<br>Amortization | Carrying<br>Amount | Carrying<br>Amount      | Accumulated<br>Amortization | Carrying<br>Amount |
| <i>Amortized Intangible Assets</i> |                      |                             |                    |                         |                             |                    |
| License agreements                 | \$ 261               | \$ 33                       | \$ 228             | \$ 252                  | \$ 29                       | \$ 223             |
| Customer relationships             | 86                   | 14                          | 72                 | 80                      | 12                          | 68                 |



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|                                      |        |       |        |        |       |        |
|--------------------------------------|--------|-------|--------|--------|-------|--------|
| Other                                | 2      | 1     | 1      | 2      | 1     | 1      |
|                                      | \$ 349 | \$ 48 | \$ 301 | \$ 334 | \$ 42 | \$ 292 |
| <i>Unamortized Intangible Assets</i> |        |       |        |        |       |        |
| Goodwill <sup>(a)</sup>              | \$ 359 |       |        | \$ 353 |       |        |
| Trademarks <sup>(a)</sup>            | \$ 423 |       |        | \$ 421 |       |        |

<sup>(a)</sup> The increases in goodwill and trademarks are primarily due to fluctuations in foreign currency. Amortization expense relating to all intangible assets was approximately \$6 million and \$1 million during first quarter 2012 and 2011, respectively. Based on the Company's amortizable assets at March 31, 2012, the Company expects amortization expense of approximately \$14 million for the remainder of 2012 and approximately \$19 million for each of the five fiscal years thereafter.

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The fair value of the Company's financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market. In some cases where quoted market prices are not available, prices are derived by considering the yield of the benchmark security that was issued to initially price the instruments and adjusting this rate by the credit spread that market participants would demand for the instruments as of the measurement date. The carrying amounts of cash and cash equivalents, accounts receivable, program cash and accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these assets and liabilities.

**Debt Instruments**

The carrying amounts and estimated fair values of debt instruments are as follows:

|   | As of March 31, 2012 |                      | As of December 31, 2011 |                      |
|---|----------------------|----------------------|-------------------------|----------------------|
|   | Carrying Amount      | Estimated Fair Value | Carrying Amount         | Estimated Fair Value |
| <b>Corporate debt</b>   |                      |                      |                         |                      |
| Short-term debt and current portion of long-term debt                 | \$ 227               | \$ 228               | \$ 37                   | \$ 37                |
| Long-term debt, excluding convertible debt                            | 2,830                | 2,922                | 2,823                   | 2,842                |
| Convertible debt  | 244                  | 288                  | 345                     | 354                  |
| <b>Debt under vehicle programs</b>                                    |                      |                      |                         |                      |
| Vehicle-backed debt due to Avis Budget Rental Car Funding (AESOP) LLC |                      |                      |                         |                      |
|   | \$ 5,306             | \$ 5,430             | \$ 4,574                | \$ 4,643             |
| Vehicle-backed debt   | 1,142                | 1,156                | 986                     | 1,001                |
| Interest rate swaps and interest rate contracts <sup>(a)</sup>        | 3                    | 3                    | 4                       | 4                    |

<sup>(a)</sup> Derivatives in a liability position.

**Derivative Instruments and Hedging Activities**

The Company uses foreign exchange contracts to manage its exposure to changes in foreign currency exchange rates associated with its foreign currency denominated receivables and forecasted royalties, forecasted earnings of foreign subsidiaries and forecasted foreign currency denominated acquisitions. The Company primarily hedges its foreign currency exposure to the Australian, Canadian and New Zealand dollars, the Euro and the British pound sterling. The majority of forward contracts do not qualify for hedge accounting treatment. The fluctuations in the value of these forward contracts do, however, largely offset the impact of changes in the value of the underlying risk they economically hedge. Forward contracts used to hedge forecasted third-party receipts and disbursements up to 12 months are designated and do qualify as cash flow hedges. The amount of gains or losses reclassified from accumulated other comprehensive income to earnings resulting from ineffectiveness or from excluding a component of the forward contracts' gain or loss from the effectiveness calculation for cash flow hedges during the three months ended March 31, 2012 and 2011 was not material, nor is the amount of gains or losses the Company expects to reclassify from accumulated other comprehensive income to earnings over the next 12 months.

The Company uses various hedging strategies including interest rate swaps and interest rate caps to create an appropriate mix of fixed and floating rate assets and liabilities. The Company uses interest rate swaps, including freestanding derivatives and derivatives designated as cash flow hedges, to manage the risk related to its floating rate corporate debt and its floating rate vehicle-backed debt. In connection with such cash flow hedges, the Company records the effective portion of changes in the fair value of these cash flow hedges to other comprehensive income, net of tax, and subsequently reclassifies these amounts into earnings in the period during which the hedged transaction is recognized. The Company records the gains or losses related to freestanding derivatives in its consolidated results of operations. The changes in fair values of hedges that were determined to be ineffective are immediately reclassified from accumulated other comprehensive income into earnings.

From time to time, the Company enters into derivative commodity contracts to manage its exposure to changes in the price of unleaded gasoline. Changes in the fair value of these freestanding derivatives are recorded within operating expenses.



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Certain of the Company's derivative instruments contain collateral support provisions that require the Company to post cash collateral to the extent that these derivatives are in a liability position. The aggregate fair value of such derivatives that are in a liability position and the aggregate fair value of assets needed to settle these derivatives as of March 31, 2012 was approximately \$3 million, for which the Company has posted cash collateral in the normal course of business.

As of March 31, 2012, the Company held derivative instruments with absolute notional values as follows: interest rate caps of approximately \$8.0 billion, interest rate swaps of \$627 million, foreign exchange forward contracts of approximately \$273 million, foreign exchange swaps of \$950 million and commodity contracts for the purchase of 12 million gallons of unleaded gasoline.

The Company used significant observable inputs (Level 2 inputs) to determine the fair value of its derivative assets and liabilities. Derivatives entered into by the Company are typically executed over-the-counter and are valued using various valuation techniques, as no quoted market prices exist for such instruments. The valuation technique and inputs depend on the type of derivative and the nature of the underlying exposure. The principal techniques used to value these instruments are discounted cash flows and Black-Scholes option valuation models. These models take into account a variety of factors including, where applicable, maturity, commodity prices, interest rate yield curves of the Company and counterparties, credit curves, counterparty creditworthiness and currency exchange rates. These factors are applied on a consistent basis and are based upon observable inputs where available.

Fair values of derivatives instruments are as follows:

|   | As of March 31, 2012                |  | As of December 31, 2011             |  |
|---|-------------------------------------|--|-------------------------------------|--|
|   | Fair Value,<br>Asset<br>Derivatives | Fair<br>Value,<br>Liability<br>Derivatives | Fair Value,<br>Asset<br>Derivatives | Fair<br>Value,<br>Liability<br>Derivatives |
| <b>Derivatives designated as hedging instruments <sup>(a)</sup></b>     |                                     |  |                                     |  |
| Interest rate swaps <sup>(b)</sup>                                      | \$                                  | \$ 3                                       | \$                                  | \$ 3                                       |
| <b>Derivatives not designated as hedging instruments <sup>(a)</sup></b> |                                     |  |                                     |  |
| Foreign exchange forward contracts <sup>(c)</sup>                       | 12                                  | 14   | 26                                  | 1  |
| Interest rate contracts <sup>(d)</sup>                                  | 1                                   | 2  | 2                                   | 4  |
| Interest rate swaps <sup>(b)</sup>                                      |                                     | 5  |                                     |  |
| Commodity contracts <sup>(c)</sup>                                      | 5                                   |  |                                     | 1  |
| Total   | \$ 18                               | \$ 24                                      | \$ 28                               | \$ 9                                       |

(a) Amounts in this table exclude derivatives issued by Avis Budget Rental Car Funding (AESOP) LLC (Avis Budget Rental Car Funding), as it is not consolidated by the Company; however, certain amounts related to the derivatives held by Avis Budget Rental Car Funding are included within accumulated other comprehensive income, as discussed in Note 13 Stockholders' Equity.

(b) Included in other non-current liabilities.

(c) Included in other current assets and other current liabilities.

(d) Included in assets under vehicle programs and liabilities under vehicle programs.

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The effect of derivatives recognized in the Company's Consolidated Condensed Financial Statements are as follows:

|  | <b>Three Months Ended<br/>March 31,</b> |              |
|--|---|--------------|
|  | <b>2012</b>                             | <b>2011</b>  |
| <b>Derivatives designated as hedging instruments</b>     |   |              |
| Interest rate swaps <sup>(a)</sup>                       | \$ 7                                    | \$ 10        |
| <b>Derivatives not designated as hedging instruments</b> |   |              |
| Foreign exchange contracts <sup>(b)</sup>                | (4)                                     | (1)          |
| Commodity contracts <sup>(b)</sup>                       | 6                                       | 1            |
| Interest rate contracts <sup>(c)</sup>                   | (5)                                     |              |
| <b>Total</b>   | <b>\$ 4</b>                             | <b>\$ 10</b> |

(a) Recognized, net of tax, as a component of other comprehensive income within stockholders' equity.

(b) Included in operating expenses.

(c) Included in interest expense.

**7. Vehicle Rental Activities**

The components of the Company's vehicles, net within assets under vehicle programs are as follows:

|                                | <b>As of<br/>March 31,<br/>2012</b> | <b>As of<br/>December 31,<br/>2011</b> |
|--------------------------------|-------------------------------------|--|
| Rental vehicles                | \$ 10,305                           | \$ 9,077                               |
| Less: Accumulated depreciation | (1,279)                             | (1,258)                                |
|                                | 9,026                               | 7,819                                  |
| Vehicles held for sale         | 391                                 | 537                                    |
| <b>Vehicles, net</b>           | <b>\$ 9,417</b>                     | <b>\$ 8,356</b>                        |

The components of vehicle depreciation and lease charges, net are summarized below:

|   | <b>Three Months Ended<br/>March 31,</b> |               |
|---|---|---------------|
|   | <b>2012</b>                             | <b>2011</b>   |
| Depreciation expense                                      | \$ 331                                  | \$ 305        |
| Lease charges   | 26                                      | 10            |
| Gain on sales of vehicles and cost of vehicle disposition | (39)                                    | (39)          |
| <b>Vehicle depreciation and lease charges, net</b>        | <b>\$ 318</b>                           | <b>\$ 276</b> |

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For the three months ended March 31, 2012 and 2011, vehicle interest, net excludes \$96 million and \$51 million, respectively, of interest expense and expense for the early extinguishment of corporate debt related to the Company's convertible senior notes and the fixed and floating rate borrowings of the Company's Avis Budget Car Rental, LLC (Avis Budget Car Rental) subsidiary.

### **8. Income Taxes**

The Company's effective tax rate for the three months ended March 31, 2012 is a benefit of 11.5%. Such rate differs from the Federal statutory rate of 35.0% primarily due to the treatment of a portion of the expenses for the early extinguishment of corporate debt.

The Company's effective tax rate for the three months ended March 31, 2011 is a provision of 36.4%. Such rate differs from the Federal statutory rate of 35.0% primarily due to state taxes.

**Table of Contents****9. Accounts Payable and Other Current Liabilities**

Accounts payable and other current liabilities consisted of:

|  | As of<br>March 31,<br>2012 | As of<br>December 31,<br>2011 |
|--|----------------------------|-------------------------------|
| Accounts payable   | \$ 320                     | \$ 312                        |
| Accrued sales and use taxes  | 182                        | 173                           |
| Accrued payroll and related  | 161                        | 200                           |
| Public liability and property damage insurance liabilities - current | 125                        | 128                           |
| Income taxes payable - current                                       | 98                         | 109                           |
| Advertising and marketing  | 74                         | 77                            |
| Other  | 483                        | 434                           |
|  | \$ 1,443                   | \$ 1,433                      |

**10. Long-term Debt and Borrowing Arrangements**

Long-term and other borrowing arrangements consisted of:

|  | Maturity<br>Dates | As of<br>March 31,<br>2012 | As of<br>December 31,<br>2011 |
|--|-------------------|----------------------------|-------------------------------|
| Floating rate term loan <sup>(a)</sup>                           | April 2014        | \$                         | \$ 267                        |
| Floating rate notes <sup>(b)</sup>                               | May 2014          | 250                        | 250                           |
| 7 <sup>5</sup> / <sub>8</sub> % notes                            | May 2014          | 200                        | 200                           |
| 3 <sup>1</sup> / <sub>2</sub> % convertible notes <sup>(c)</sup> | October 2014      | 244                        | 345                           |
| Floating rate term loan <sup>(a) (d)</sup>                       | May 2016          | 20                         | 20                            |
| 7 <sup>3</sup> / <sub>4</sub> % notes                            | May 2016          | 375                        | 375                           |
| 9 <sup>5</sup> / <sub>8</sub> % notes                            | March 2018        | 445                        | 445                           |
| Floating rate term loan <sup>(a) (d)</sup>                       | September 2018    | 264                        | 412                           |
| 8 <sup>1</sup> / <sub>4</sub> % notes                            | January 2019      | 731                        | 602                           |
| Floating rate term loan <sup>(a) (e)</sup>                       | March 2019        | 495                        |                               |
| 9 <sup>3</sup> / <sub>4</sub> % notes                            | March 2020        | 250                        | 250                           |
|  |                   | 3,274                      | 3,166                         |
| Other  |                   | 27                         | 39                            |
| Total  |                   | 3,301                      | 3,205                         |
| Less: Short-term debt and current portion of long-term debt      |                   | 227                        | 37                            |
| <b>Long-term debt</b>  |                   | <b>\$ 3,074</b>            | <b>\$ 3,168</b>               |

<sup>(a)</sup> The floating rate term loans are part of the Company's senior credit facility, which include its revolving credit facility maturing 2016, and are secured by pledges of all of the capital stock of all of the Company's direct or indirect domestic subsidiaries and up to 66% of the capital stock of each direct foreign subsidiary, subject to certain exceptions, and liens on substantially all of the Company's intellectual property and certain other real and personal property.

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- (b) As of March 31, 2012, the floating rate notes due 2014 bear interest at three-month LIBOR plus 250 basis points, for an aggregate rate of 3.00%.
- (c) As of March 31, 2012, the 3 1/2% convertible notes are convertible by the holders into approximately 15 million shares of our common stock.
- (d) As of March 31, 2012, the floating rate term loan due 2016 bears interest at three-month LIBOR plus 300 basis points, for an aggregate rate of 3.56% and the floating rate term loan due 2018 bears interest at the greater of three-month LIBOR or 1.25%, plus 500 basis points, for an aggregate rate of 6.25%.
- (e) As of March 31, 2012, the floating term rate loan due 2019 bears interest at the greater of three-month LIBOR or 1.0%, plus 325 basis points, for an aggregate rate of 4.25%.

During March 2012, the Company amended its Amended and Restated Credit Agreement, dated as of May 3, 2011 (the Credit Agreement ) to issue a \$500 million term loan, at 99.0% of par, that will mature on March 2019. The term loan due 2019 will bear interest at the greater of three-month LIBOR or 1.0%, plus 325 basis points.

During March 2012, the Company issued \$125 million aggregate principal amount of 8 1/4% Senior Notes due 2019. The notes constitute a further issuance of the \$600 million aggregate principal amount issued in fourth quarter 2010. The notes pay interest semi-annually on January 15 and July 15 of each year, beginning July 2012. The notes are unsecured obligations of Avis Budget Car Rental and are guaranteed on a senior basis by the Company and certain of its domestic



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subsidiaries. These notes were issued at 103.5% of par and the proceeds are intended to be used primarily to repay a portion of the Company's 7<sup>5</sup>/<sub>8</sub>% Senior Notes due 2014 which, as of March 31, 2012, have been classified as current portion of long-term debt. The notes rank equally with all of the Company's existing and future senior unsecured indebtedness and are senior to all of the Company's existing and future subordinated indebtedness. The Company has the right to redeem these notes in whole or in part at any time after October 15, 2014 at the applicable redemption price, plus any accrued and unpaid interest through the redemption date.

During the three months ended March 31, 2012, the Company (i) repurchased approximately \$101 million of its 3<sup>1</sup>/<sub>2</sub>% convertible notes for approximately \$117 million, plus accrued interest, (ii) repaid the \$267 million outstanding principal balance of its floating rate term loan due 2014 and (iii) repaid \$150 million in principal of its floating rate term loan due 2018. The Company incurred \$27 million in expenses related to the early extinguishment of this debt.

**Committed Credit Facilities and Available Funding Arrangements**

At March 31, 2012, the committed credit facilities available to the Company and/or its subsidiaries included:

|  | Total<br>Capacity | Outstanding<br>Borrowings | Letters of<br>Credit Issued | Available<br>Capacity |
|--|-------------------|---------------------------|-----------------------------|-----------------------|
| Revolving credit facility maturing 2016 <sup>(a)</sup> | \$ 1,435          | \$                        | \$ 586                      | \$ 849                |
| Other facilities <sup>(b)</sup>                        | 14                | 5                         |                             | 9                     |

<sup>(a)</sup> This revolving credit facility matures in 2016 and bears interest of one-month LIBOR plus 300 basis points. The senior credit facility, which encompasses the floating rate term loans due 2016, 2018 and 2019 and the revolving credit facility, is secured by pledges of all of the capital stock of all of the Company's domestic subsidiaries and up to 66% of the capital stock of each foreign subsidiary directly owned by the Company's domestic subsidiaries, subject to certain exceptions, and liens on substantially all of the Company's intellectual property and certain other real and personal property.

<sup>(b)</sup> These facilities encompass bank overdraft lines of credit, bearing interest of 5.12% to 6.75% as of March 31, 2012.

At March 31, 2012 the Company had various uncommitted credit facilities available, under which it had drawn approximately \$10 million, which bear interest at rates between 0.6% and 7.68%.

The agreements governing the Company's indebtedness contain restrictive covenants, including restrictions on dividends paid to the Company by certain of its subsidiaries, the incurrence of additional indebtedness by the Company and certain of its subsidiaries, acquisitions, mergers, liquidations, and sale and leaseback transactions. The Company's senior credit facility contains maximum leverage and minimum interest coverage ratio requirements. As of March 31, 2012, the Company was in compliance with the financial covenants of its senior credit facility.

**11. Debt Under Vehicle Programs and Borrowing Arrangements**

Debt under vehicle programs (including related party debt due to Avis Budget Rental Car Funding) consisted of:

|   | As of<br>March 31,<br>2012 | As of<br>December 31,<br>2011 |
|---|----------------------------|-------------------------------|
| Debt due to Avis Budget Rental Car Funding <sup>(a)</sup> | \$ 5,306                   | \$ 4,574                      |
| Budget Truck financing                                    | 216                        | 188                           |
| Capital leases <sup>(b)</sup>                             | 427                        | 348                           |
| Other <sup>(b)</sup>                                      | 502                        | 454                           |
|   | \$ 6,451                   | \$ 5,564                      |

(a) The increase reflects increased borrowing to fund an increase in the size of the Company's U.S. car rental fleet.

(b) The increase principally reflects increased borrowing to fund an increase in the size of the Company's international vehicle rental fleet.

In 2010, the Company established a variable funding note program with a maximum capacity of \$400 million of notes to be issued by Avis Budget Rental Car Funding to the Company to finance the purchase of vehicles. These variable funding notes pay interest of 4.5% at March 31, 2012 and mature in March 2013. During the three months ended March 31, 2012, no funding occurred under the program.

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The following table provides the contractual maturities of the Company's debt under vehicle programs (including related party debt due to Avis Budget Rental Car Funding) at March 31, 2012:

|                              | <b>Vehicle-Backed Debt</b> |
|------------------------------|----------------------------|
| Within 1 year <sup>(a)</sup> | \$ 2,287                   |
| Between 1 and 2 years        | 600                        |
| Between 2 and 3 years        | 1,250                      |
| Between 3 and 4 years        | 933                        |
| Between 4 and 5 years        | 1,133                      |
| Thereafter                   | 248                        |
|                              | <b>\$ 6,451</b>            |

(a) Vehicle-backed debt maturing within one year includes term asset-backed securities maturities of approximately \$1.8 billion and bank and bank-sponsored borrowings of \$526 million.

As of March 31, 2012, available funding under the Company's vehicle programs (including related party debt due to Avis Budget Rental Car Funding) consisted of:

|   | <b>Total Capacity</b><br><sup>(a)</sup> | <b>Outstanding Borrowings</b> | <b>Available Capacity</b> |
|---|---|-------------------------------|---------------------------|
| Debt due to Avis Budget Rental Car Funding <sup>(b)</sup> | \$ 7,901                                | \$ 5,306                      | \$ 2,595                  |
| Budget Truck financing <sup>(c)</sup>                     | 327                                     | 216                           | 111                       |
| Capital leases  | 510                                     | 427                           | 83                        |
| Other <sup>(d)</sup>                                      | 1,511                                   | 502                           | 1,009                     |
|   | <b>\$ 10,249</b>                        | <b>\$ 6,451</b>               | <b>\$ 3,798</b>           |

(a) Capacity is subject to maintaining sufficient assets to collateralize debt.

(b) The outstanding debt is collateralized by approximately \$6.9 billion of underlying vehicles and related assets.

(c) The outstanding debt is collateralized by \$335 million of underlying vehicles and related assets.

(d) The outstanding debt is collateralized by approximately \$1.1 billion of underlying vehicles and related assets.

Debt agreements under the Company's vehicle-backed funding programs contain restrictive covenants, including restrictions on dividends paid to the Company by certain of its subsidiaries and restrictions on indebtedness, mergers, liens, liquidations and sale and leaseback transactions and in some cases also require compliance with certain financial requirements. As of March 31, 2012, the Company is not aware of any instances of non-compliance with any of the financial or restrictive covenants contained in the debt agreements under its vehicle-backed funding programs.

**12. Commitments and Contingencies**  
**Contingencies**

In connection with the separation of Cendant Corporation (as the Company was formerly known) into four independent companies (the Separation), the Company completed the spin-offs of Realogy Corporation (Realogy) and Wyndham Worldwide Corporation (Wyndham) on July 31, 2006 and completed the sale of Travelport, Inc. (Travelport) on August 23, 2006. In connection with the spin-offs of Realogy and

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Wyndham, the Company entered into a Separation Agreement, pursuant to which Realogy assumed 62.5% and Wyndham assumed 37.5% of certain contingent and other corporate liabilities of the Company or its subsidiaries, which are not primarily related to any of the respective businesses of Realogy, Wyndham, our former Travelport subsidiary and/or the Company's vehicle rental operations, and in each case incurred or allegedly incurred on or prior to the Separation ( Assumed Liabilities ). Realogy is entitled to receive 62.5% and Wyndham is entitled to receive 37.5% of the proceeds from certain contingent corporate assets of the Company, which are not primarily related to any of the respective businesses of Realogy, Wyndham, Travelport and/or the Company's vehicle rental operations, arising or accrued on or prior to the Separation ( Assumed Assets ). Additionally, if Realogy or Wyndham were to default on its payment of costs or expenses to the Company related to any Assumed Liabilities, the Company would be responsible for 50% of the defaulting party's obligation. In such event, the Company would be allowed to use the defaulting party's share of the proceeds of any Assumed Assets as a right of offset.

The Company does not believe that the impact of any resolution of contingent liabilities constituting Assumed Liabilities should result in a material liability to the Company in relation to its consolidated financial position or liquidity, as Realogy and Wyndham each have agreed to assume responsibility for these liabilities.

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The Company is also named in various litigation that is primarily related to the businesses of its former subsidiaries, including Realogy, Wyndham and Travelport and their current or former subsidiaries. The Company is entitled to indemnification under the Separation Agreement from such entities for any liability resulting from such litigation.

In accordance with the terms of the Separation Agreement, Realogy posted a letter of credit in April 2007 for the benefit of the Company to cover its estimated share of the Assumed Liabilities discussed above, subject to adjustment, although there can be no assurance that such letter of credit will be sufficient or effective to cover Realogy's actual obligations if and when they arise.

In October 2009, a judgment was entered against the Company in the amount of \$16 million following the completion of a jury trial for damages related to breach of contract in the United States District Court for the District of Alaska. The lawsuit, which was filed in 2003, involved breach of contract and other claims by one of the Company's licensees related to the acquisition of its Budget vehicle rental business in 2002. The Company believes the verdict in this case is unsupported by the evidence. In addition to the judgment for damages, in June 2010, the district court also entered an order against the Company in the amount of \$3 million, in favor of the plaintiff's motions for pre-judgment interest and attorneys' fees. The Company has filed an appeal of the judgment and attorneys' fees awarded with the United States Court of Appeals for the Ninth Circuit.

In addition to the matters discussed above, the Company is also involved in claims, legal proceedings and governmental inquiries related, among other things, to its vehicle rental operations, including with respect to contract disputes, business practices including wage and hour claims and anti-trust claims, insurance claims, intellectual property claims, environmental issues and other commercial, employment and tax matters, and breach of contract claims by licensees. The Company believes that it has adequately accrued for such matters as appropriate, or, for matters not requiring accrual, believes that such matters will not have a material impact on its results of operations, financial position or cash flows based on information currently available. However, litigation is inherently unpredictable and, although the Company believes that its accruals are adequate and/or that it has valid defenses in these matters, unfavorable resolutions could occur, which could materially impact the Company's results of operations or cash flows in a particular reporting period.

### ***Commitments to Purchase Vehicles***

The Company maintains agreements with vehicle manufacturers under which the Company has agreed to purchase approximately \$4.6 billion of vehicles from manufacturers over the next 12 months. The majority of these commitments are subject to the vehicle manufacturers' satisfying their obligations under the repurchase and guaranteed depreciation agreements. The purchase of such vehicles is financed primarily through the issuance of vehicle-backed debt in addition to cash received upon the sale of vehicles in the used car market and under repurchase and guaranteed depreciation programs.

### ***Other Purchase Commitments***

In the normal course of business, the Company makes various commitments to purchase other goods or services from specific suppliers, including those related to capital expenditures. None of the purchase commitments made by the Company as of March 31, 2012 (aggregating approximately \$138 million) was individually significant. These purchase obligations extend through 2015.

### ***Concentrations***

Concentrations of credit risk at March 31, 2012 include (i) risks related to the Company's repurchase and guaranteed depreciation agreements with domestic and foreign car manufacturers, including Volkswagen Group, Hyundai Motor America, General Motors Company, PSA Peugeot Citroën, Ford Motor Company, Renault S.A., Fiat Automobiles and Chrysler Group LLC primarily with respect to receivables for program cars that have been returned to car manufacturers and (ii) risks related to Realogy and Wyndham, including receivables of \$67 million and \$42 million, respectively, related to certain contingent, income tax and other corporate liabilities assumed by Realogy and Wyndham in connection with the Separation.

### ***Other Guarantees***

The Company has provided certain guarantees to, or for the benefit of, subsidiaries of Realogy, Wyndham and Travelport, which, as previously discussed, were disposed in 2006. These guarantees relate primarily to various real estate operating leases. The maximum potential amount of future payments that the Company may be required to make under the guarantees relating to these leases is estimated to be approximately \$102 million, the majority of which expire by the end of 2014. At March 31, 2012, the liability recorded by the Company in connection with these guarantees was approximately \$3 million. To the extent that the Company would be required to perform under any of these guarantees, the Company is entitled to



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indemnification by Realogy, Wyndham and Travelport, as applicable. The Company monitors the credit ratings and other relevant information for Realogy, Wyndham and Travelport's parent company in order to assess the status of the payment/performance risk of these guarantees.

**13. Stockholders Equity**

During the three months ended March 31, 2012, concurrently with the Company's repurchase of a portion of its 3/2% convertible notes, the Company repurchased warrants for the purchase of the Company's common stock for \$13 million and sold an equal portion of its convertible note hedge for \$19 million, reducing the net purchase and issuance of shares related to the hedge and warrant by approximately 6 million shares.

**Accumulated Other Comprehensive Income**

The components of accumulated other comprehensive income were as follows:

|                          | Currency<br>Translation<br>Adjustments | Net Unrealized<br>Gains (Losses)<br>on Cash Flow<br>Hedges | Net Unrealized<br>Gains on<br>Available-for-<br>Sale Securities | Minimum<br>Pension<br>Liability<br>Adjustment | Accumulated<br>Other<br>Comprehensive<br>Income |
|--------------------------|--|--|---|---|---|
| Balance, January 1, 2012 | \$ 159                                 | \$ (13)  | \$ 2  | \$ (70)                                       | \$ 78   |
| Current period change    | 37                                     | 7  |   |   | 44  |
| Balance, March 31, 2012  | \$ 196                                 | \$ (6)   | \$ 2  | \$ (70)                                       | \$ 122  |

All components of accumulated other comprehensive income are net of tax, except currency translation adjustments, which exclude income taxes related to indefinite investments in foreign subsidiaries.

**Total Comprehensive Income**

Comprehensive income consists of net income and other gains and losses affecting stockholders' equity that, under GAAP, are excluded from net income.

The components of other comprehensive income were as follows:

|   | Three Months Ended<br>March 31, |       |
|---|---------------------------------|-------|
|   | 2012                            | 2011  |
| Net income (loss)   | \$ (23)                         | \$ 7  |
| Other comprehensive income:                                       |                                 |       |
| Currency translation adjustment                                   | 37                              | 9     |
| Net unrealized gains on available-for-sale securities, net of tax |                                 | 1     |
| Net unrealized gains on cash flow hedges, net of tax              | 7                               | 10    |
|   | 44                              | 20    |
| Total comprehensive income  | \$ 21                           | \$ 27 |

During the three months ended March 31, 2012 and 2011, the Company's net unrealized losses on cash flow hedges decreased by \$12 million and \$16 million (\$7 million and \$10 million, net of tax), respectively, in 2012 primarily due to the realization of losses in income, and in 2011

primarily due to unrealized gains on derivatives used to manage the interest-rate risk associated with the Company's vehicle-backed debt and floating rate debt. Such decreases during the three months ended March 31, 2012 and 2011 included \$11 million and \$15 million (\$7 million and \$9 million, net of tax), respectively, related to the Company's vehicle-backed debt and are offset by a corresponding change in the Company's Investment in Avis Budget Rental Car Funding on the Consolidated Condensed Balance Sheets.

**14. Stock-Based Compensation**

The Company records compensation expense for all outstanding employee stock awards based on the estimated fair value of the award at the grant date, which is recognized over the requisite service period. The Company recorded stock-based compensation expense of \$4 million and \$4 million (\$2 million and \$3 million, net of tax) during first quarter 2012 and 2011, respectively, related to employee stock awards that were granted by the Company.



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The Company applies the direct method and tax law ordering approach to calculate the tax effects of stock-based compensation. In jurisdictions with net operating loss carryforwards, tax deductions for 2012 and 2011 exercises of stock-based awards did not generate a cash benefit. Approximately \$10 million of incremental tax benefits will be recorded in additional paid-in capital when realized in these jurisdictions.

***Restricted Stock and Stock Unit Awards***

During first quarter 2012, the Company granted 356,000 market-vesting restricted stock units, 775,000 time-based restricted stock units and 486,000 performance-based restricted stock units under the Company's 2007 Equity and Incentive Plan. Vesting of all or a portion of the of market-vesting and performance-based restricted stock units will occur on the third anniversary of the grant date, subject to continued employment through such anniversary, and (i) in the case of the market-based restricted stock units, attainment of certain Company stock price targets for a specified number of trading days and (ii) in the case of the performance-based restricted stock units, attainment of certain Adjusted EBITDA targets. All of the time-based restricted stock units granted in first quarter 2012 vest ratably on the first three anniversaries of the grant date, subject to continued employment.

During first quarter 2011, the Company granted 347,000 market-vesting restricted stock units and 629,000 time-based restricted stock units, under the Company's 2007 Equity and Incentive Plan. Of the market-vesting restricted stock units granted in first quarter 2011, all or a portion of 254,000 units vest on the third anniversary of the grant date and all or a portion of 93,000 units vest 50% on each of the third and fourth anniversary of the grant date, in each case subject to continued employment through such applicable anniversary and attainment of certain Company stock price targets for a specified number of trading days. Of the time-based restricted stock units granted in first quarter 2011, 598,000 units vest ratably on the first three anniversaries of the grant date and 31,000 units vest on the first anniversary of the grant date, subject in each case to continued employment.

The Company determined the fair value of its market-vesting restricted stock units granted in 2012 and 2011 using a Monte Carlo simulation model. The fair value of each of the Company's market-vesting restricted stock units which contain a three-year vesting period, issued in 2012, was estimated to be approximately \$10.61. The fair value of each of the Company's market-vesting restricted stock units which contain three- and four-year vesting periods, issued in 2011, was estimated to be approximately \$11.35 and \$12.53, respectively. The assumptions used to estimate the fair values of the market-vesting restricted stock awards in first quarter 2012 and 2011 were as follows:

|                                    | <b>Three Months Ended</b> |               |
|------------------------------------|---------------------------|---------------|
|                                    | <b>March 31,</b>          |               |
|                                    | <b>2012</b>               | <b>2011</b>   |
| Expected volatility of stock price | 49%                       | 48%           |
| Risk-free interest rate            | 0.39%                     | 0.97% - 1.21% |
| Valuation period                   | 3 years                   | 3 - 4 years   |
| Dividend yield                     | 0.0%                      | 0.0%          |

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The activity related to the Company's restricted stock units (RSUs) and stock option plans consisted of (in thousands of shares):

|  | RSUs           |                              | Options           |                                 |
|--|----------------|------------------------------|-------------------|---------------------------------|
|  | Number of RSUs | Weighted Average Grant Price | Number of Options | Weighted Average Exercise Price |
| Balance at January 1, 2012                   | 2,998          | \$ 12.74                     | 3,432             | \$ 7.90                         |
| Granted at fair market value                 | 1,617          | 14.40                        |                   |                                 |
| Vested/exercised <sup>(a)</sup>              | (1,217)        | 12.58                        | (37)              | 0.79                            |
| Canceled                                     | (19)           | 13.06                        | (610)             | 27.29                           |
| Balance at March 31, 2012 <sup>(b) (c)</sup> | 3,379          | 13.59                        | 2,785             | 3.74                            |

- (a) During the three months ended March 31, 2012, 604,000 performance-based and market-vesting RSUs vested. Stock options exercised during the three months ended March 31, 2012 had an immaterial intrinsic value.
- (b) As of March 31, 2012, the Company's outstanding RSUs had an aggregate intrinsic value of \$48 million; aggregate unrecognized compensation expense related to RSUs amounted to \$35 million; and the balance of RSUs at March 31, 2012 consists of 1,433,000 related to time-based awards and 1,946,000 related to market-vesting and performance-based awards. Approximately 24,000 time-based and 11,000 performance-based RSUs are eligible to vest in 2012, if applicable service and performance criteria are satisfied.
- (c) As of March 31, 2012, the Company's outstanding stock options had aggregate intrinsic value of \$32 million; there were 2.5 million in-the-money stock options; and aggregate unrecognized compensation expense related to unvested stock options amounted to \$1 million. Approximately 2.7 million stock options are exercisable as of March 31, 2012.

The table below summarizes information regarding the Company's outstanding stock options as of March 31, 2012 (in thousands of shares):

| Range of Exercise Prices | Weighted Average Contractual Life (years) | Number of Options |
|--------------------------|---|-------------------|
| Less than \$5.00         | 6.2                                       | 2,339             |
| \$5.01 to \$10.00        |   |                   |
| \$10.01 to \$15.00       | 7.8                                       | 160               |
| \$15.01 to \$20.00       | 0.9                                       | 122               |
| \$20.01 to \$25.00       |   |                   |
| \$25.01 to \$30.00       | 0.1                                       | 154               |
| \$30.01 and above        | 2.5                                       | 10                |
|                          | 5.7                                       | 2,785             |

As of March 31, 2012, the Company also had approximately 0.5 million outstanding stock appreciation rights with a weighted average exercise price of \$24.40, and a weighted average remaining contractual life of 1.3 years.

**Table of Contents****15. Segment Information**

The reportable segments presented below represent the Company's operating segments for which separate financial information is available and is utilized on a regular basis by its chief operating decision maker, the Company's chief executive officer, to assess performance and to allocate resources. In identifying its reportable segments, the Company also considers the nature of services provided by its operating segments. Management evaluates the operating results of each of its reportable segments based upon revenue and Adjusted EBITDA, which is defined as income from continuing operations before non-vehicle related depreciation and amortization, any impairment charge, transaction-related costs, non-vehicle related interest and income taxes. The Company's presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies.

|   | Three Months Ended March 31, |                    |                 |                    |
|---|------------------------------|--------------------|-----------------|--------------------|
|   | 2012                         |                    | 2011            |                    |
|   | Revenues                     | Adjusted<br>EBITDA | Revenues        | Adjusted<br>EBITDA |
| North America   | \$ 1,038                     | \$ 93              | \$ 998          | \$ 54              |
| International   | 510                          | 22                 | 162             | 33                 |
| Truck Rental  | 75                           | 1                  | 75              |                    |
| Corporate and Other <sup>(a)</sup>                      |                              | (4)                |                 | (4)                |
| <b>Total Company</b>                                    | <b>\$ 1,623</b>              | <b>112</b>         | <b>\$ 1,235</b> | <b>83</b>          |
| Less: Non-vehicle related depreciation and amortization |                              | 32                 |                 | 23                 |
| Interest expense related to corporate debt, net:        |                              |                    |                 |                    |
| Interest expense  |                              | 73                 |                 | 47                 |
| Early extinguishment of debt                            |                              | 27                 |                 |                    |
| Transaction-related costs <sup>(b)</sup>                |                              | 6                  |                 | 2                  |
| <b>Income before income taxes</b>                       |                              | <b>\$ (26)</b>     |                 | <b>\$ 11</b>       |

(a) Includes unallocated corporate overhead and the elimination of transactions between segments.

(b) During the three months ended March 31, 2012, the Company incurred \$6 million in transaction-related costs related to the integration of the operations of Avis Europe. During the three months ended March 31, 2011, the Company incurred \$2 million of costs related to the Company's previous efforts to acquire Dollar Thrifty.

Since December 31, 2011, there have been no significant changes in segment assets with the exception of the Company's North America segment assets under vehicle programs. As of March 31, 2012 and December 31, 2011, North America segment assets under vehicle programs were approximately \$7.4 billion and \$6.7 billion, respectively.

**16. Guarantor and Non-Guarantor Consolidating Condensed Financial Statements**

The following consolidating financial information presents Consolidating Condensed Statements of Comprehensive Income for the three months ended March 31, 2012 and 2011, Consolidating Condensed Balance Sheets as of March 31, 2012 and December 31, 2011, and Consolidating Condensed Statements of Cash Flows for the three months ended March 31, 2012 and 2011 for: (i) Avis Budget Group, Inc. (the "Parent"); (ii) Avis Budget Car Rental and Avis Budget Finance, Inc. (the "Subsidiary Issuers"); (iii) the guarantor subsidiaries; (iv) the non-guarantor subsidiaries; (v) elimination entries necessary to consolidate the Parent with the Subsidiary Issuers, and the guarantor and non-guarantor subsidiaries; and (vi) the Company on a consolidated basis. The Subsidiary Issuers and the guarantor and non-guarantor subsidiaries are 100% owned by the Parent, either directly or indirectly. All guarantees are full and unconditional and joint and several. This financial information is being presented in relation to the Company's guarantee of the payment of principal, premium (if any) and interest on the senior notes issued by Avis Budget Car Rental. These senior notes consist of Avis Budget Car Rental's 7/8% Notes due 2014, 7 3/4% Notes due 2016, Floating Rate Notes due 2014, 9 5/8% Notes due 2018, 8 1/4% Notes due 2019 and 9 3/4% Notes due 2020 (collectively, the "Notes"). See Note 10 Long-term Debt and Borrowing Arrangements for additional information regarding these Notes. The Notes are guaranteed by the Parent and certain subsidiaries.

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Investments in subsidiaries are accounted for using the equity method of accounting for purposes of the consolidating presentation. The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions. For purposes of the accompanying Consolidating Condensed Statements of Comprehensive Income, certain expenses incurred by the Subsidiary Issuers are allocated to the guarantor and non-guarantor subsidiaries.

**Table of Contents****Consolidating Condensed Statements of Comprehensive Income**

Three Months Ended March 31, 2012

|   | Parent  | Subsidiary<br>Issuers | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | Total    |
|---|---------|-----------------------|---------------------------|-----------------------------------|--------------|----------|
| <b>Revenues</b>   |         |                       |                           |                                   |              |          |
| Vehicle rental  | \$      | \$                    | \$ 786                    | \$ 382                            | \$           | \$ 1,168 |
| Other   |         |                       | 235                       | 474                               | (254)        | 455      |
| Net revenues  |         |                       | 1,021                     | 856                               | (254)        | 1,623    |
| <b>Expenses</b>   |         |                       |                           |                                   |              |          |
| Operating   | (1)     | 6                     | 537                       | 351                               |              | 893      |
| Vehicle depreciation and lease charges, net                                     |         |                       | 197                       | 212                               | (91)         | 318      |
| Selling, general and administrative   | 5       |                       | 137                       | 77                                |              | 219      |
| Vehicle interest, net   |         |                       | 61                        | 75                                | (62)         | 74       |
| Non-vehicle related depreciation and amortization                               |         |                       | 19                        | 13                                |              | 32       |
| Interest expense related to corporate debt, net:                                |         |                       |                           |                                   |              |          |
| Interest expense  | 3       | 64                    |                           | 6                                 |              | 73       |
| Intercompany interest expense (income)  | (7)     | (81)                  | 74                        | 14                                |              |          |
| Early extinguishment of debt  | 18      | 9                     |                           |                                   |              | 27       |
| Transaction-related costs   | 3       |                       |                           | 3                                 |              | 6        |
| Restructuring charges   |         |                       |                           | 7                                 |              | 7        |
| Total expenses  | 21      | (2)                   | 1,025                     | 758                               | (153)        | 1,649    |
| <b>Income (loss) before income taxes and equity in earnings of subsidiaries</b> |         |                       |                           |                                   |              |          |
|   | (21)    | 2                     | (4)                       | 98                                | (101)        | (26)     |
| Provision for (benefit from) income taxes                                       | (1)     | 3                     | (2)                       | (3)                               |              | (3)      |
| Equity in earnings (loss) of subsidiaries                                       | (3)     | (2)                   |                           |                                   | 5            |          |
| <b>Net income (loss)</b>  | \$ (23) | \$ (3)                | \$ (2)                    | \$ 101                            | \$ (96)      | \$ (23)  |
| <b>Comprehensive income</b>   | \$ 21   | \$ 41                 | \$ 42                     | \$ 146                            | \$ (229)     | \$ 21    |

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Three Months Ended March 31, 2011

|   | Parent | Subsidiary<br>Issuers | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | Total  |
|---|--------|-----------------------|---------------------------|-----------------------------------|--------------|--------|
| <b>Revenues</b>   |        |                       |                           |                                   |              |        |
| Vehicle rental  | \$     | \$                    | \$ 760                    | \$ 158                            | \$           | \$ 918 |
| Other   | 1      |                       | 221                       | 409                               | (314)        | 317    |
| Net revenues  | 1      |                       | 981                       | 567                               | (314)        | 1,235  |
| <b>Expenses</b>   |        |                       |                           |                                   |              |        |
| Operating   |        | 2                     | 518                       | 139                               |              | 659    |
| Vehicle depreciation and lease charges, net                                     |        |                       | 227                       | 253                               | (204)        | 276    |
| Selling, general and administrative   | 3      |                       | 128                       | 23                                |              | 154    |
| Vehicle interest, net   |        |                       | 55                        | 44                                | (36)         | 63     |
| Non-vehicle related depreciation and amortization                               |        |                       | 21                        | 2                                 |              | 23     |
| Interest expense related to corporate debt, net:                                |        |                       |                           |                                   |              |        |
| Interest expense (income)   | 2      | 46                    |                           | (1)                               |              | 47     |
| Intercompany interest expense (income)  | (4)    | (46)                  | 50                        |                                   |              |        |
| Transaction-related costs   | 2      |                       |                           |                                   |              | 2      |
| Restructuring charges   |        |                       |                           |                                   |              |        |
| Total expenses  | 3      | 2                     | 999                       | 460                               | (240)        | 1,224  |
| <b>Income (loss) before income taxes and equity in earnings of subsidiaries</b> |        |                       |                           |                                   |              |        |
|   | (2)    | (2)                   | (18)                      | 107                               | (74)         | 11     |
| Provision for (benefit from) income taxes                                       | (1)    | (1)                   | (4)                       | 10                                |              | 4      |
| Equity in earnings (loss) of subsidiaries                                       | 8      | 9                     | 23                        |                                   | (40)         |        |
| <b>Net income (loss)</b>  | \$ 7   | \$ 8                  | \$ 9                      | \$ 97                             | \$ (114)     | \$ 7   |
| <b>Comprehensive income</b>   | \$ 27  | \$ 27                 | \$ 27                     | \$ 117                            | \$ (171)     | \$ 27  |

**Table of Contents****Consolidating Condensed Balance Sheets**

As of March 31, 2012

|   | Parent        | Subsidiary<br>Issuers | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations      | Total            |
|---|---------------|-----------------------|---------------------------|-----------------------------------|-------------------|------------------|
| <b>Assets</b>   |               |                       |                           |                                   |                   |                  |
| Current assets:   |               |                       |                           |                                   |                   |                  |
| Cash and cash equivalents   | \$ 5          | \$ 245                | \$ 2                      | \$ 354                            | \$                | \$ 606           |
| Receivables, net  |               |                       | 154                       | 401                               |                   | 555              |
| Deferred income taxes   | 8             |                       | 129                       | 3                                 | (23)              | 117              |
| Other current assets  | 7             | 80                    | 85                        | 271                               |                   | 443              |
| <b>Total current assets</b>   | <b>20</b>     | <b>325</b>            | <b>370</b>                | <b>1,029</b>                      | <b>(23)</b>       | <b>1,721</b>     |
| Property and equipment, net   |               | 73                    | 283                       | 129                               |                   | 485              |
| Deferred income taxes   | 33            | 247                   | 228                       | 2                                 |                   | 510              |
| Goodwill  |               |                       | 74                        | 285                               |                   | 359              |
| Other intangibles, net  |               | 44                    | 342                       | 338                               |                   | 724              |
| Other non-current assets  | 114           | 93                    | 5                         | 90                                |                   | 302              |
| Intercompany receivables (payables)                                       | 253           | 956                   | (615)                     | (594)                             |                   |                  |
| Investment in subsidiaries  | 388           | 1,834                 | 3,263                     |                                   | (5,485)           |                  |
| <b>Total assets exclusive of assets under vehicle programs</b>            | <b>808</b>    | <b>3,572</b>          | <b>3,950</b>              | <b>1,279</b>                      | <b>(5,508)</b>    | <b>4,101</b>     |
| Assets under vehicle programs:  |               |                       |                           |                                   |                   |                  |
| Program cash  |               |                       |                           | 50                                |                   | 50               |
| Vehicles, net   |               | 4                     | 5                         | 9,408                             |                   | 9,417            |
| Receivables from vehicle manufacturers and other                          |               |                       |                           | 265                               |                   | 265              |
| Investment in Avis Budget Rental Car Funding (AESOP)<br>LLC-related party |               |                       |                           | 354                               |                   | 354              |
|   |               | 4                     | 5                         | 10,077                            |                   | 10,086           |
| <b>Total Assets</b>   | <b>\$ 808</b> | <b>\$ 3,576</b>       | <b>\$ 3,955</b>           | <b>\$ 11,356</b>                  | <b>\$ (5,508)</b> | <b>\$ 14,187</b> |
| <b>Liabilities and stockholders equity</b>                                |               |                       |                           |                                   |                   |                  |
| Current liabilities:  |               |                       |                           |                                   |                   |                  |
| Accounts payable and other current liabilities                            | \$ 23         | \$ (61)               | \$ 926                    | \$ 578                            | \$ (23)           | \$ 1,443         |
| Short-term debt and current portion of long-term debt                     |               | 211                   | 2                         | 14                                |                   | 227              |
| <b>Total current liabilities</b>  | <b>23</b>     | <b>150</b>            | <b>928</b>                | <b>592</b>                        | <b>(23)</b>       | <b>1,670</b>     |
| Long-term debt  | 244           | 2,821                 | 8                         | 1                                 |                   | 3,074            |
| Other non-current liabilities   | 106           | 215                   | 264                       | 375                               |                   | 960              |
| <b>Total liabilities exclusive of liabilities under vehicle programs</b>  | <b>373</b>    | <b>3,186</b>          | <b>1,200</b>              | <b>968</b>                        | <b>(23)</b>       | <b>5,704</b>     |
| Liabilities under vehicle programs:                                       |               |                       |                           |                                   |                   |                  |
| Debt  |               | 1                     |                           | 1,144                             |                   | 1,145            |

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|   |        |          |          |           |            |           |
|---|--------|----------|----------|-----------|------------|-----------|
| Due to Avis Budget Rental Car Funding (AESOP) LLC-related party |        |          |          | 5,306     |            | 5,306     |
| Deferred income taxes   |        |          | 921      | 144       |            | 1,065     |
| Other   | 1      |          |          | 531       |            | 532       |
|   |        | 2        | 921      | 7,125     |            | 8,048     |
| <b>Total stockholders' equity</b>                               | 435    | 388      | 1,834    | 3,263     | (5,485)    | 435       |
| <b>Total liabilities and stockholders' equity</b>               | \$ 808 | \$ 3,576 | \$ 3,955 | \$ 11,356 | \$ (5,508) | \$ 14,187 |



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As of December 31, 2011

|  | Parent        | Subsidiary Issuers | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations      | Total            |
|--|---------------|--------------------|------------------------|----------------------------|-------------------|------------------|
| <b>Assets</b>  |               |                    |                        |                            |                   |                  |
| Current assets:  |               |                    |                        |                            |                   |                  |
| Cash and cash equivalents  | \$ 2          | \$ 234             | \$ 1                   | \$ 297                     | \$                | \$ 534           |
| Receivables, net   |               | 61                 | 140                    | 306                        |                   | 507              |
| Deferred income taxes  | 8             |                    | 129                    | 3                          | (20)              | 120              |
| Other current assets   | 7             | 63                 | 76                     | 251                        | (17)              | 380              |
| <b>Total current assets</b>  | <b>17</b>     | <b>358</b>         | <b>346</b>             | <b>857</b>                 | <b>(37)</b>       | <b>1,541</b>     |
| Property and equipment, net  |               | 70                 | 295                    | 128                        |                   | 493              |
| Deferred income taxes  | 36            | 177                | 229                    | 2                          |                   | 444              |
| Goodwill   |               |                    | 74                     | 279                        |                   | 353              |
| Other intangibles, net   |               | 44                 | 342                    | 327                        |                   | 713              |
| Other non-current assets   | 124           | 92                 | 5                      | 83                         |                   | 304              |
| Intercompany receivables (payables)                                      | 348           | 1,158              | (1,071)                | (435)                      |                   |                  |
| Investment in subsidiaries   | 376           | 1,769              | 3,192                  |                            | (5,337)           |                  |
| <b>Total assets exclusive of assets under vehicle programs</b>           | <b>901</b>    | <b>3,668</b>       | <b>3,412</b>           | <b>1,241</b>               | <b>(5,374)</b>    | <b>3,848</b>     |
| Assets under vehicle programs:   |               |                    |                        |                            |                   |                  |
| Program cash   |               |                    |                        | 11                         |                   | 11               |
| Vehicles, net  |               | 6                  | 4                      | 8,346                      |                   | 8,356            |
| Receivables from vehicle manufacturers and other                         |               |                    |                        | 380                        |                   | 380              |
| Investment in Avis Budget Rental Car Funding (AESOP) LLC-related party   |               |                    |                        | 343                        |                   | 343              |
|  |               | 6                  | 4                      | 9,080                      |                   | 9,090            |
| <b>Total Assets</b>  | <b>\$ 901</b> | <b>\$ 3,674</b>    | <b>\$ 3,416</b>        | <b>\$ 10,321</b>           | <b>\$ (5,374)</b> | <b>\$ 12,938</b> |
| <b>Liabilities and stockholders equity</b>                               |               |                    |                        |                            |                   |                  |
| Current liabilities:   |               |                    |                        |                            |                   |                  |
| Accounts payable and other current liabilities                           | \$ 32         | \$ 284             | \$ 531                 | \$ 620                     | \$ (34)           | \$ 1,433         |
| Short-term debt and current portion of long-term debt                    |               | 8                  | 2                      | 27                         |                   | 37               |
| <b>Total current liabilities</b>   | <b>32</b>     | <b>292</b>         | <b>533</b>             | <b>647</b>                 | <b>(34)</b>       | <b>1,470</b>     |
| Long-term debt   | 345           | 2,814              | 9                      |                            |                   | 3,168            |
| Other non-current liabilities  | 112           | 211                | 262                    | 375                        |                   | 960              |
| <b>Total liabilities exclusive of liabilities under vehicle programs</b> | <b>489</b>    | <b>3,317</b>       | <b>804</b>             | <b>1,022</b>               | <b>(34)</b>       | <b>5,598</b>     |
| Liabilities under vehicle programs:                                      |               |                    |                        |                            |                   |                  |
| Debt   |               | 3                  |                        | 987                        |                   | 990              |
| Due to Avis Budget Rental Car Funding (AESOP) LLC-related party          |               |                    |                        | 4,574                      |                   | 4,574            |

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|   |        |          |          |           |            |           |
|---|--------|----------|----------|-----------|------------|-----------|
| Deferred income taxes                             |        |          | 843      | 139       |            | 982       |
| Other   |        |          |          | 382       |            | 382       |
|   |        | 3        | 843      | 6,082     |            | 6,928     |
| <b>Total stockholders' equity</b>                 | 412    | 354      | 1,769    | 3,217     | (5,340)    | 412       |
| <b>Total liabilities and stockholders' equity</b> | \$ 901 | \$ 3,674 | \$ 3,416 | \$ 10,321 | \$ (5,374) | \$ 12,938 |

**Table of Contents****Consolidating Condensed Statements of Cash Flows**

Three Months Ended March 31, 2012

|  | Parent | Subsidiary<br>Issuers | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | Total   |
|--|--------|-----------------------|---------------------------|-----------------------------------|--------------|---------|
| Net cash provided by (used in) operating activities  | \$ (6) | \$ (86)               | \$ 8                      | \$ 334                            | \$ 3         | \$ 253  |
| <b>Investing activities</b>  |        |                       |                           |                                   |              |         |
| Property and equipment additions   |        | (5)                   | (7)                       | (8)                               |              | (20)    |
| Proceeds received on asset sales   |        | 2                     |                           | 1                                 |              | 3       |
| Other, net   | 4      | (1)                   |                           | (4)                               |              | (1)     |
| <b>Net cash provided by (used in) investing activities<br/>exclusive of vehicle programs</b> | 4      | (4)                   | (7)                       | (11)                              |              | (18)    |
| <i>Vehicle programs:</i>   |        |                       |                           |                                   |              |         |
| Decrease (increase) in program cash  |        |                       |                           | (39)                              |              | (39)    |
| Investment in vehicles   |        | (1)                   |                           | (3,052)                           |              | (3,053) |
| Proceeds received on disposition of vehicles   |        | 4                     |                           | 2,139                             |              | 2,143   |
|  |        | 3                     |                           | (952)                             |              | (949)   |
| <b>Net cash provided by (used in) investing activities</b>                                   | 4      | (1)                   | (7)                       | (963)                             |              | (967)   |
| <b>Financing activities</b>  |        |                       |                           |                                   |              |         |
| Proceeds from long-term borrowings   |        | 624                   |                           |                                   |              | 624     |
| Principal payments on long-term borrowings   | (101)  | (419)                 | (1)                       | 1                                 |              | (520)   |
| Net change in short-term borrowings  |        |                       |                           | (12)                              |              | (12)    |
| Purchase of warrants   | (13)   |                       |                           |                                   |              | (13)    |
| Proceeds from sale of call option  | 19     |                       |                           |                                   |              | 19      |
| Net intercompany transactions  | 100    | (99)                  | 1                         | 1                                 | (3)          |         |
| Debt financing fees  |        | (8)                   |                           |                                   |              | (8)     |
| <b>Net cash provided by (used in) financing activities<br/>exclusive of vehicle programs</b> | 5      | 98                    |                           | (10)                              | (3)          | 90      |
| <i>Vehicle programs:</i>   |        |                       |                           |                                   |              |         |
| Proceeds from borrowings   |        |                       |                           | 3,140                             |              | 3,140   |
| Principal payments on borrowings   |        |                       |                           | (2,440)                           |              | (2,440) |
| Debt financing fees  |        |                       |                           | (7)                               |              | (7)     |
|  |        |                       |                           | 693                               |              | 693     |
| <b>Net cash provided by (used in) financing activities</b>                                   | 5      | 98                    |                           | 683                               | (3)          | 783     |
| Effect of changes in exchange rates on cash and cash<br>equivalents                          |        |                       |                           | 3                                 |              | 3       |
| Net increase (decrease) in cash and cash equivalents   | 3      | 11                    | 1                         | 57                                |              | 72      |
| Cash and cash equivalents, beginning of period   | 2      | 234                   | 1                         | 297                               |              | 534     |

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|  |    |   |    |     |    |   |    |     |    |     |
|--|----|---|----|-----|----|---|----|-----|----|-----|
| Cash and cash equivalents, end of period | \$ | 5 | \$ | 245 | \$ | 2 | \$ | 354 | \$ | 606 |
|--|----|---|----|-----|----|---|----|-----|----|-----|

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Three Months Ended March 31, 2011

|  | Parent | Subsidiary Issuers | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Total   |
|--|--------|--------------------|------------------------|----------------------------|--------------|---------|
| Net cash provided by (used in) operating activities                                      | \$ 13  | \$ (27)            | \$ (43)                | \$ 299                     | \$ 35        | \$ 277  |
| <b>Investing activities</b>  |        |                    |                        |                            |              |         |
| Property and equipment additions   |        | (3)                | (4)                    | (1)                        |              | (8)     |
| Proceeds received on asset sales   |        | 3                  |                        |                            |              | 3       |
| Other, net   |        | (1)                | 1                      | (1)                        |              | (1)     |
| <b>Net cash provided by (used in) investing activities exclusive of vehicle programs</b> |        | (1)                | (3)                    | (2)                        |              | (6)     |
| <i>Vehicle programs:</i>   |        |                    |                        |                            |              |         |
| Decrease (increase) in program cash  |        |                    |                        | (2)                        |              | (2)     |
| Investment in vehicles   |        | (3)                |                        | (2,523)                    |              | (2,526) |
| Proceeds received on disposition of vehicles   |        | 8                  | 4                      | 1,662                      |              | 1,674   |
| Investment in AESOP debt securities related party  | (195)  |                    |                        |                            |              | (195)   |
| Proceeds from AESOP debt securities related party  | 195    |                    |                        |                            |              | 195     |
|  |        | 5                  | 4                      | (863)                      |              | (854)   |
| <b>Net cash provided by (used in) investing activities</b>                               |        | 4                  | 1                      | (865)                      |              | (860)   |
| <b>Financing activities</b>  |        |                    |                        |                            |              |         |
| Principal payments on borrowings   |        | (1)                | (1)                    |                            |              | (2)     |
| Net intercompany transactions  | (2)    | 10                 | 42                     | (15)                       | (35)         | (1)     |
| Debt financing fees  |        | (1)                |                        |                            |              | (1)     |
| Other, net   | 1      |                    |                        |                            |              | 1       |
| <b>Net cash provided by (used in) financing activities exclusive of vehicle programs</b> | (1)    | 8                  | 41                     | (15)                       | (35)         | (2)     |
| <i>Vehicle programs:</i>   |        |                    |                        |                            |              |         |
| Proceeds from long-term borrowings   |        |                    |                        | 2,957                      |              | 2,957   |
| Principal payments on long-term borrowings   |        |                    |                        | (2,366)                    |              | (2,366) |
| Net change in short-term borrowings  |        |                    |                        |                            |              |         |
| Debt financing fees  |        | (1)                |                        | (2)                        |              | (3)     |
|  |        | (1)                |                        | 589                        |              | 588     |
| <b>Net cash provided by (used in) financing activities</b>                               | (1)    | 7                  | 41                     | 574                        | (35)         | 586     |
| Effect of changes in exchange rates on cash and cash equivalents                         |        |                    |                        | (1)                        |              | (1)     |
| Net increase (decrease) in cash and cash equivalents                                     | 12     | (16)               | (1)                    | 7                          |              | 2       |
| Cash and cash equivalents, beginning of period   | 257    | 513                | 3                      | 138                        |              | 911     |

|  |        |        |      |        |        |
|--|--------|--------|------|--------|--------|
| Cash and cash equivalents, end of period | \$ 269 | \$ 497 | \$ 2 | \$ 145 | \$ 913 |
|--|--------|--------|------|--------|--------|

**17. Subsequent Events**

In April 2012, the Company issued a notice of redemption pursuant to which on May 15, 2012 it will redeem the \$200 million outstanding principal of its 7<sup>5</sup>/<sub>8</sub>% Senior Notes due 2014 at 100% of the principal amount plus accrued and unpaid interest.

\* \* \* \*

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with our Consolidated Condensed Financial Statements and accompanying Notes thereto included elsewhere herein and with our 2011 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the 2011 Form 10-K ). Unless otherwise noted, all dollar amounts in tables are in millions and those relating to our results of operations are presented before taxes.*

We operate two of the most recognized brands in the global vehicle rental industry through Avis Rent A Car System, LLC and Budget Rent A Car System, Inc. We provide car and truck rentals and ancillary services to businesses and consumers worldwide.

We operate the following business segments:

**North America** provides car rentals in the United States and vehicle rentals in Canada, as well as related products and services.

**International** provides, and licenses our brands to third parties for, vehicle rentals and ancillary products and services primarily in Europe, the Middle East, Asia, Africa, South America, central America, the Caribbean, Australia and New Zealand.

**Truck Rental** provides truck rentals and related services to consumers and commercial users in the United States.

Our revenues are derived principally from car and truck rentals in our Company-owned operations and include (i) time and mileage ( T&M ) fees charged to our customers for vehicle rentals, (ii) reimbursement from our customers for certain operating expenses we incur, including gasoline and vehicle licensing fees, as well as airport concession fees, which we pay in exchange for the right to operate at airports and other locations, and (iii) sales of loss damage waivers and insurance and rentals of navigation units and other items in conjunction with vehicle rentals. We also earn royalty revenue from our licensees in conjunction with their vehicle rental transactions.

Car rental volumes are closely associated with the travel industry, particularly airline passenger volumes, or enplanements. Because we generate a significant portion of our revenue from our on-airport operations, we expect that our ability to generate revenue growth will be somewhat dependent on increases in worldwide enplanements. Our ability to achieve profit margins consistent with prior periods remains dependent on our ability to successfully manage our costs and our revenues per vehicle. Our vehicle rental operations are seasonal. Historically, the third quarter of the year has been our strongest quarter due to the increased level of leisure travel and household moving activity. Any occurrence that disrupts rental activity during the third quarter could have a disproportionate adverse effect on our results of operations. We have a partially variable cost structure and routinely adjust the size and, therefore, the cost of our rental fleet in response to fluctuations in demand. However, certain expenses, such as rent, are fixed and cannot be reduced in response to seasonal fluctuations in our operations.

We believe that the following factors, among others, have impacted our financial condition and results of operations:

Worldwide enplanements;

Fleet, pricing, marketing and strategic decisions made by us and by our competitors;

Changes in per-unit fleet costs and in conditions in the used vehicle marketplace and/or the value of used vehicles;

Changes in borrowing costs and in market willingness to purchase corporate and vehicle-related debt;

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Our 2011 acquisition of Avis Europe plc and our ability to successfully integrate its business and realize synergies;

Changes in the price or availability of unleaded gasoline;

Changes in foreign exchange rates; and

Demand for truck rentals.

Historically, our results of operations have declined during periods of general economic weakness. If economic conditions in the countries in which we operate were to weaken, our results of operations could be materially and adversely impacted in 2012 and beyond. In our cost-reduction initiatives and restructuring activities, we are driving process improvements to reduce costs, enhance service to our customers and improve our operations.



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We may pursue acquisitions or investments and could incur additional indebtedness to help fund such transactions, which could have a material impact on our operations, financial condition and liquidity. Due to uncertainties related to our business, there can be no assurance that we will be able to satisfy the covenants contained in our senior credit facility and our asset-backed car rental conduit facilities. Failure to comply with such covenants could significantly impact our liquidity if we were unable to obtain an amendment or waiver or were unable to refinance or replace such facilities. See Risk Factors set forth in Item 1A of our 2011 Form 10-K.

**RESULTS OF OPERATIONS**

Discussed below are our consolidated results of operations and the results of operations for each of our reportable segments.

We measure performance using the following key operating statistics: (i) rental days, which represents the total number of days (or portion thereof) a vehicle was rented, and (ii) T&M revenue per rental day, which represents the average daily revenue we earned from rental and mileage fees charged to our customers. Our vehicle rental operating statistics (rental days and T&M revenue per rental day) are all calculated based on the actual rental of the vehicle during a 24-hour period. We believe that this methodology, while conservative, provides our management with the most relevant statistics in order to manage the business. Our calculation may not be comparable to other companies calculation of similarly-titled statistics.

Our chief operating decision maker assesses performance and allocates resources based upon the separate financial information from the Company's operating segments. In identifying our reportable segments, we also consider the nature of services provided by our operating segments. Management evaluates the operating results of each of our reportable segments based upon revenue and Adjusted EBITDA, which we define as income from continuing operations before non-vehicle related depreciation and amortization, any impairment charge, transaction-related costs, non-vehicle related interest and income taxes. Our presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies.

**Three Months Ended March 31, 2012 vs. Three Months Ended March 31, 2011**

Our consolidated results of operations comprised the following:

|   | Three Months Ended<br>March 31, |          |         |
|---|---------------------------------|----------|---------|
|   | 2012                            | 2011     | Change  |
| Net revenues                              | \$ 1,623                        | \$ 1,235 | \$ 388  |
| Total expenses                            | 1,649                           | 1,224    | 425     |
| Income (loss) before income taxes         | (26)                            | 11       | (37)    |
| Provision for (benefit from) income taxes | (3)                             | 4        | (7)     |
| Net income (loss)                         | \$ (23)                         | \$ 7     | \$ (30) |

During first quarter 2012, our net revenues increased \$388 million (31%), with more than 80% of our revenue growth due to the acquisition of Avis Europe in fourth quarter 2011 and the inclusion of its revenue in our results. T&M revenue increased by 27% driven by 7% growth in North American rental days and a 263% growth in International rental days. The growth in revenues also includes a 44% increase in our ancillary revenues, such as sales of loss damage waivers and insurance products, GPS navigation unit rentals, gasoline sales and fees charged to customers, and an \$8 million favorable effect related to the translation of our international results into U.S. dollars.

Total expenses increased \$425 million (35%), with greater than 80% of the increase due to including the operating results of Avis Europe. The total expense increase was attributable to (i) a \$234 million (36%) increase in our direct operating expenses largely resulting from costs associated with the 33% increase in total rental days; (ii) a \$65 million (42%) increase in selling, general and administrative expenses primarily because of the Avis Europe acquisition, as well as increased agency commissions and other costs related to higher rental volumes; (iii) a \$42 million (15%) increase in vehicle depreciation and lease charges resulting from a 35% increase in our rental fleet, partially offset by a 15% decline in our per-unit fleet costs; (iv) a \$26 million increase in interest expense on corporate debt due to increased indebtedness, primarily related to the acquisition of Avis Europe; (v) \$27 million of expense in first quarter 2012 for the early extinguishment of a portion of our corporate debt; (vi) an \$11 million increase in vehicle interest expense; (vii) a \$7 million restructuring charge; and (viii) a \$4 million increase in transaction-related costs related to the integration of the operations of Avis Europe. Our expenses also include an \$8 million adverse impact from

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foreign currency exchange rates. As a result of these items, and a \$7 million decrease in our provision for income taxes, we incurred a net loss of \$23 million.

We expect the results of Avis Europe will be seasonal, with substantially all of Avis Europe's contribution to Adjusted EBITDA occurring in the second and third quarters of the year.

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Our effective tax rate was a benefit of 12% for first quarter 2012 and a provision of 36% for first quarter 2011. The unusually low tax rate for the first quarter of 2012 was primarily due to the treatment of a portion of the expense for the early extinguishment of corporate debt.

Following is a more detailed discussion of the results of each of our reportable segments:

|   | Revenues        |                 |             | Adjusted EBITDA |              |             |
|---|-----------------|-----------------|-------------|-----------------|--------------|-------------|
|   | 2012            | 2011            | %<br>Change | 2012            | 2011         | %<br>Change |
| North America   | \$ 1,038        | \$ 998          | 4%          | \$ 93           | \$ 54        | 72%         |
| International   | 510             | 162             | 215%        | 22              | 33           | (33%)       |
| Truck Rental  | 75              | 75              | 0%          | 1               |              | *           |
| Corporate and Other <sup>(a)</sup>                      |                 |                 | *           | (4)             | (4)          | *           |
| <b>Total Company</b>                                    | <b>\$ 1,623</b> | <b>\$ 1,235</b> | <b>31%</b>  | <b>112</b>      | <b>83</b>    | <b>35%</b>  |
| Less: Non-vehicle related depreciation and amortization |                 |                 |             | 32              | 23           |             |
| Interest expense related to corporate debt, net:        |                 |                 |             |                 |              |             |
| Interest expense  |                 |                 |             | 73              | 47           |             |
| Early extinguishment of debt                            |                 |                 |             | 27              |              |             |
| Transaction-related costs <sup>(b)</sup>                |                 |                 |             | 6               | 2            |             |
| <b>Income before income taxes</b>                       |                 |                 |             | <b>\$ (26)</b>  | <b>\$ 11</b> |             |

\* Not meaningful.

(a) Includes unallocated corporate overhead and the elimination of transactions between segments.

(b) For 2012, includes \$6 million in costs related to the integration of the operations of Avis Europe and for 2011, includes \$2 million in costs related to our previous efforts to acquire Dollar Thrifty Automotive Group, Inc.

**North America**

Revenues and Adjusted EBITDA increased \$40 million (4%) and \$39 million (72%), respectively, during first quarter 2012 compared with first quarter 2011. Revenues increased primarily due to higher rental volumes, partially offset by decreased pricing. The increase in Adjusted EBITDA was primarily due to higher revenue and lower fleet costs.

The revenue increase of \$40 million was comprised of a \$22 million (3%) increase in T&M revenue and an \$18 million (7%) increase in ancillary revenues. The increase in T&M revenue was principally the result of a 7% increase in rental days, partially offset by a 3% decrease in T&M revenue per day. The \$18 million increase in ancillary revenues primarily reflects (i) an \$11 million increase in ancillary revenues from GPS rentals, sales of loss damage waivers and insurance products, emergency road service and other items, reflecting a 3% increase on a per-rental-day basis, and (ii) a \$6 million increase in airport concession and vehicle licensing revenue, which was completely offset in Adjusted EBITDA by \$6 million higher airport concession and vehicle licensing fees remitted to airport and other regulatory agencies.

Adjusted EBITDA reflected a \$27 million (5%) increase in operating expenses, primarily related to (i) a \$10 million (8%) increase in selling, general and administrative expenses principally due to higher variable costs related to increased rental volumes, (ii) a \$7 million (4%) increase in certain other expenses related to increased volumes, including agency operator commissions, maintenance and damage, shuttling, credit card fees, and other related costs, (iii) a \$5 million (3%) increase in employee costs, rents and other expenses related primarily to increased staffing levels due to volume and inflationary increases, and (iv) a \$5 million (8%) increase in vehicle interest expense primarily due to our increased car rental fleet. These expense increases were offset by a \$32 million (14%) reduction in fleet depreciation and lease charges, reflecting a 21% improvement in per-unit fleet costs mainly from strong residual values, partially offset by a 9% increase in the average size of our car rental fleet.

**International**

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Revenues increased \$348 million (215%) and Adjusted EBITDA decreased \$11 million (33%) in first quarter 2012 compared to first quarter 2011 primarily due to the acquisition of Avis Europe during fourth quarter 2011. The Avis Europe acquisition contributed \$327 million to revenue and a \$13 million loss to Adjusted EBITDA in first quarter 2012, including \$7 million in restructuring costs.

The revenue increase of \$348 million was comprised of a \$227 million (212%) increase in T&M revenue and a \$121 million (220%) increase in ancillary revenues. The total increase in revenue includes an \$8 million increase related to foreign currency exchange rates, impacting T&M revenue by \$5 million and ancillary revenues by \$3 million, and was completely offset in Adjusted EBITDA by the opposite impact on expenses of \$8 million. The increase in T&M revenue was principally driven by a 263% increase in rental days, mainly due to the inclusion of the operations of Avis Europe, partially offset by a 14% decrease in

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T&M revenue per rental day, which was entirely due to the acquisition of Avis Europe and foreign currency exchange-rate effects. The increase in ancillary revenues reflects (i) a \$75 million increase from GPS rentals, sales of loss damage waivers, insurance products and other items, (ii) a \$28 million increase in airport concession and vehicle licensing revenues, which was primarily offset in Adjusted EBITDA by \$22 million of higher airport concession and vehicle licensing fees remitted to airport and other regulatory authorities, and (iii) an \$18 million increase in gasoline sales, which was principally offset in Adjusted EBITDA by \$12 million higher gasoline expense.

Adjusted EBITDA reflected a \$250 million (352%) increase in operating expenses and a \$75 million (241%) increase in fleet depreciation and lease charges. These increases were principally due to our October 2011 acquisition of Avis Europe, which added to our operating locations, headcount, fleet and other operating expenses, including \$7 million in restructuring charges, as well as increased advertising, marketing and sales commissions, and inflationary increases in rent, partially offset by 3% lower per-unit fleet costs.

**Truck Rental**

Revenues remained level and Adjusted EBITDA increased \$1 million in first quarter 2012 compared with first quarter 2011.

A 4% increase in T&M revenue per day was offset by a 4% decrease in rental days. The increase in Adjusted EBITDA primarily reflected a 3% decline in per-unit fleet costs and a 3% decline in our average truck rental fleet.

**FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

We present separately the financial data of our vehicle programs. These programs are distinct from our other activities as the assets under vehicle programs are generally funded through the issuance of debt that is collateralized by such assets. The income generated by these assets is used, in part, to repay the principal and interest associated with the debt. Cash inflows and outflows relating to the generation or acquisition of such assets and the principal debt repayment or financing of such assets are classified as activities of our vehicle programs. We believe it is appropriate to segregate the financial data of our vehicle programs because, ultimately, the source of repayment of such debt is the realization of such assets.

**FINANCIAL CONDITION**

|   | March 31,<br>2012 | December 31,<br>2011 | Change |
|---|-------------------|----------------------|--------|
| Total assets exclusive of assets under vehicle programs           | \$ 4,101          | \$ 3,848             | \$ 253 |
| Total liabilities exclusive of liabilities under vehicle programs | 5,704             | 5,598                | 106    |
| Assets under vehicle programs                                     | 10,086            | 9,090                | 996    |
| Liabilities under vehicle programs                                | 8,048             | 6,928                | 1,120  |
| Stockholders' equity  | 435               | 412                  | 23     |

Total assets exclusive of assets under vehicle programs increased \$253 million primarily due to a \$72 million increase in cash and cash equivalents from December 31, 2011 to March 31, 2012 (see [Liquidity and Capital Resources - Cash Flows](#)), as well as a \$66 million increase in long-term deferred income taxes, a \$63 million increase in other current assets, largely related to an increase in sales and use taxes, and a \$48 million increase in accounts receivable, due to increased volumes and increased incentive receivables from manufacturers.

Total liabilities exclusive of liabilities under vehicle programs increased \$106 million primarily due to an increase in corporate debt. See [Liquidity and Capital Resources - Debt and Financing Arrangements](#) regarding the changes in our corporate financings.

Assets under vehicle programs increased approximately \$1.0 billion primarily due to an increase in our vehicle assets, principally related to the seasonal increase in the size of our vehicle rental fleet from December 31, 2011.

Liabilities under vehicle programs increased approximately \$1.1 billion, reflecting additional borrowing to support the increase in our vehicle rental fleet. See [Liquidity and Capital Resources - Debt and Financing Arrangements](#) regarding the change in our debt related to vehicle programs.

Total stockholders' equity increased \$23 million primarily due to a \$44 million increase in other comprehensive income related to currency translation adjustments and net unrealized gains on cash flow hedges, partially offset by a net loss of \$23 million for the three months ended March 31, 2012.



**Table of Contents****LIQUIDITY AND CAPITAL RESOURCES**

Our principal sources of liquidity are cash on hand and our ability to generate cash through operations and financing activities, as well as available funding arrangements and committed credit facilities, each of which is discussed below.

During the three months ended March 31, 2012, we completed several financing transactions related to our corporate indebtedness. We borrowed \$500 million under a floating rate term loan due 2019 and issued an additional \$125 million of our 8<sup>1/4</sup>% senior notes due January 2019 at 103.5% of par. We repaid our \$267 million floating rate term loan due 2014 and \$150 million of our floating rate term loan due 2018, and repurchased \$101 million of our convertible notes due 2014 and in May 2012 will repay \$200 million of our 7<sup>5/8</sup>% notes due May 2014.

During first quarter 2012, we also increased our borrowings under vehicle programs to fund an increase in our rental fleet in order to accommodate increased rental demand.

**CASH FLOWS**

As of March 31, 2012, we had \$606 million of cash on hand, an increase of \$72 million from \$534 million at December 31, 2011. The following table summarizes such activity:

|   | <b>Three Months Ended March 31,</b> |             |               |
|---|-------------------------------------|-------------|---------------|
|   | <b>2012</b>                         | <b>2011</b> | <b>Change</b> |
| Cash provided by (used in):             |                                     |             |               |
| Operating activities                    | \$ 253                              | \$ 277      | \$ (24)       |
| Investing activities                    | (967)                               | (860)       | (107)         |
| Financing activities                    | 783                                 | 586         | 197           |
| Effect of exchange rate changes         | 3                                   | (1)         | 4             |
| Net change in cash and cash equivalents | \$ 72                               | \$ 2        | \$ 70         |

During first quarter 2012, we generated \$24 million less cash from operating activities compared with the same period in 2011 which reflects our \$30 million decline in net income.

We used \$107 million more cash in investing activities during the first quarter 2012 compared with the same period in 2011. This change primarily reflects the activities of our vehicle programs, which (i) used \$527 million more cash to purchase vehicles in the current year and (ii) received \$469 million more cash on the disposition of vehicles.

We generated \$197 million more cash from financing activities during first quarter 2012 compared with the same period in 2011. This change primarily reflects a \$105 million net increase in cash provided under our vehicle programs financing activities primarily due to increased borrowings and a \$92 million increase in net proceeds from corporate borrowings.

**DEBT AND FINANCING ARRANGEMENTS**

At March 31, 2012, we had approximately \$9.8 billion of indebtedness (including corporate indebtedness of approximately \$3.3 billion and debt under vehicle programs of approximately \$6.5 billion).

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Corporate indebtedness consisted of:

|  | <b>Maturity Date</b> | <b>As of March 31, 2012</b> | <b>As of December 31, 2011</b> | <b>Change</b> |
|--|----------------------|-----------------------------|--------------------------------|---------------|
| Floating rate term loan <sup>(a)</sup>                           | April 2014           | \$                          | \$ 267                         | \$ (267)      |
| Floating rate notes <sup>(b)</sup>                               | May 2014             | 250                         | 250                            |               |
| 7 <sup>5</sup> / <sub>8</sub> % notes                            | May 2014             | 200                         | 200                            |               |
| 3 <sup>1</sup> / <sub>2</sub> % convertible notes <sup>(c)</sup> | October 2014         | 244                         | 345                            | (101)         |
| Floating rate term loan <sup>(a) (d)</sup>                       | May 2016             | 20                          | 20                             |               |
| 7 <sup>3</sup> / <sub>4</sub> % notes                            | May 2016             | 375                         | 375                            |               |
| 9 <sup>5</sup> / <sub>8</sub> % notes                            | March 2018           | 445                         | 445                            |               |
| Floating rate term loan <sup>(a) (d)</sup>                       | September 2018       | 264                         | 412                            | (148)         |
| 8 <sup>1</sup> / <sub>4</sub> % notes                            | January 2019         | 731                         | 602                            | 129           |
| Floating rate term loan <sup>(a) (e)</sup>                       | March 2019           | 495                         |                                | 495           |
| 9 <sup>3</sup> / <sub>4</sub> % notes                            | March 2020           | 250                         | 250                            |               |
|  |                      | 3,274                       | 3,166                          | 108           |
| Other  |                      | 27                          | 39                             | (12)          |
|  |                      | \$ 3,301                    | \$ 3,205                       | \$ 96         |

- (a) The floating rate term loans are part of our senior credit facility, which also includes our revolving credit facility maturing 2016, and is secured by pledges of all of the capital stock of our domestic subsidiaries and up to 66% of the capital stock of each direct foreign subsidiary, subject to certain exceptions, and liens on substantially all of our intellectual property and certain other real and personal property.
- (b) As of March 31, 2012, the floating rate notes due 2014 bear interest at three-month LIBOR plus 250 basis points, for an aggregate rate of 3.00%.
- (c) The 3 <sup>1</sup>/<sub>2</sub>% convertible notes due 2014 are convertible by the holders into approximately 15 million shares of our common stock.
- (d) As of March 31, 2012, the floating rate term loan due 2016 bears interest at three-month LIBOR plus 300 basis points, for an aggregate rate of 3.56% and the floating rate term loan due 2018 bears interest at the greater of three-month LIBOR or 1.25%, plus 500 basis points, for an aggregate rate of 6.25%.
- (e) As of March 31, 2012 the floating term rate loan due 2019 bears interest at the greater of three-month LIBOR or 1.0%, plus 325 basis points, for an aggregate rate of 4.25%.

The following table summarizes the components of our debt under vehicle programs (including related party debt due to Avis Budget Rental Car Funding (AESOP) LLC ( Avis Budget Rental Car Funding )):

|   | <b>As of March 31, 2012</b> | <b>As of December 31, 2011</b> | <b>Change</b> |
|---|-----------------------------|--------------------------------|---------------|
| Debt due to Avis Budget Rental Car Funding <sup>(a)</sup> | \$ 5,306                    | \$ 4,574                       | \$ 732        |
| Budget Truck Funding program                              | 216                         | 188                            | 28            |
| Capital Leases  | 427                         | 348                            | 79            |
| Other <sup>(b)</sup>                                      | 502                         | 454                            | 48            |
|   | \$ 6,451                    | \$ 5,564                       | \$ 887        |

- (a) The increase reflects increased borrowings to fund an increase in the size of our U.S. car rental fleet.



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- (b) The increase principally reflects increased borrowings to fund an increase in the size of our international vehicle rental fleet.

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As of March 31, 2012, the committed credit facilities available to us and/or our subsidiaries included:

|  | <b>Total<br/>Capacity</b> | <b>Outstanding<br/>Borrowings</b> | <b>Letters of<br/>Credit Issued</b> | <b>Available<br/>Capacity</b> |
|--|---------------------------|-----------------------------------|-------------------------------------|-------------------------------|
| Revolving credit facility maturing 2016 <sup>(a) (b)</sup> | \$ 1,435                  | \$                                | \$ 586                              | \$ 849                        |
| Other facilities <sup>(b)</sup>                            | 14                        | 5                                 |                                     | 9                             |

(a) This matures in 2016 and bears interest of one-month LIBOR plus 300 basis points. The senior credit facility, which encompasses our floating rate term loans and the revolving credit facility, is secured by pledges of all of the capital stock of all of our direct or indirect domestic subsidiaries and up to 66% of the capital stock of each foreign subsidiary directly owned by our domestic subsidiaries, subject to certain exceptions, and liens on substantially all of our intellectual property and certain other real and personal property.

(b) These facilities encompass bank overdraft lines of credit, bearing interest of 5.12% to 6.75% as of March 31, 2012.

The following table presents available funding under our debt arrangements related to our vehicle programs at March 31, 2012:

|   | <b>Total<br/>Capacity <sup>(a)</sup></b> | <b>Outstanding<br/>Borrowings</b> | <b>Available<br/>Capacity</b> |
|---|--|-----------------------------------|-------------------------------|
| Debt due to Avis Budget Rental Car Funding <sup>(b)</sup> | \$ 7,901                                 | \$ 5,306                          | \$ 2,595                      |
| Budget Truck financing <sup>(c)</sup>                     | 327                                      | 216                               | 111                           |
| Capital leases  | 510                                      | 427                               | 83                            |
| Other <sup>(d)</sup>                                      | 1,511                                    | 502                               | 1,009                         |
|   | \$ 10,249                                | \$ 6,451                          | \$ 3,798                      |

(a) Capacity is subject to maintaining sufficient assets to collateralize debt.

(b) The outstanding debt is collateralized by approximately \$6.9 billion of underlying vehicles and related assets.

(c) The outstanding debt is collateralized by \$335 million of underlying vehicles and related assets.

(d) The outstanding debt is collateralized by approximately \$1.1 billion of underlying vehicles and related assets.

The significant terms for our outstanding debt instruments, credit facilities and available funding arrangements as of March 31, 2012 can be found in Notes 10 and 11 to our Consolidated Condensed Financial Statements.

**LIQUIDITY RISK**

Our primary liquidity needs include the payment of operating expenses, servicing of corporate and vehicle related debt and procurement of rental vehicles to be used in our operations. Our primary sources of funding are operating revenue, cash received upon sale of vehicles, borrowings under our vehicle-backed borrowing arrangements and our revolving credit facility, and other financing activities.

As discussed above, as of March 31, 2012, we have cash and cash equivalents of \$606 million, available borrowing capacity under our revolving credit facility of \$849 million and available capacity under our vehicle programs of approximately \$3.8 billion.

Our liquidity position may be negatively affected by financial market disruptions or a downturn in the global economy, which may result in unfavorable conditions in the vehicle rental industry, in the asset-backed financing market, and in the credit markets generally. A downturn in the global economy or a disruption in the credit markets could impact our liquidity due to (i) decreased demand and pricing for vehicles in the used vehicle market, (ii) increased costs associated with, and/or reduced capacity or increased collateral needs under, our financings, (iii) the adverse impact of vehicle manufacturers, including General Motors Company, Ford Motor Company, Chrysler Group LLC, PSA Peugeot-Citroën, Volkswagen Group, Kia Motors America, Inc. or Renault S.A., being unable or unwilling to honor obligations under the contracts we have with such manufacturers, including repurchase or guaranteed depreciation obligations related to program vehicles, (iv) disruption in our ability to obtain financing due to negative credit events specific to us or affecting the overall debt market, (v) the impact of an insolvency event or actual or potential default by any of the financial guaranty firms that have insured a portion of our outstanding

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vehicle-backed debt and (vi) the effect of any of Realogy, Wyndham or Travelport being unable or unwilling to honor its obligations under the Separation Agreement and the Tax Sharing Agreement. Financial guaranty firms Ambac Assurance Corporation and Assured Guaranty Corp. currently provide financial guaranties for approximately \$700 million (expiring in 2012) and \$100 million (expiring in 2012), respectively, of our U.S. term asset-backed car rental financing. Certain insolvency events by these financial guarantors would result in principal of the related financings being required to be repaid sooner than anticipated.

Our liquidity position also may be negatively affected if we are unable to remain in compliance with the financial and other covenants associated with our senior credit facility and other borrowings. The financial covenants of our senior credit facility include maximum leverage and minimum coverage ratio requirements. As of March 31, 2012, we were in compliance with the financial covenants in our senior credit facility. For additional information regarding our liquidity risks, see Part I, Item 1A, Risk Factors of our 2011 Form 10-K.

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**CONTRACTUAL OBLIGATIONS**

Our future contractual obligations have not changed significantly from the amounts reported within our 2011 Form 10-K with the exception of our commitment to purchase vehicles, which decreased by approximately \$600 million from December 31, 2011 to approximately \$4.6 billion at March 31, 2012. Changes to our obligations related to corporate indebtedness and debt under vehicle programs are presented above within the section titled "Liquidity and Capital Resources - Debt and Financing Arrangements" and also within Notes 10 and 11 to our Consolidated Condensed Financial Statements.

**ACCOUNTING POLICIES**

The results of the majority of our recurring operations are recorded in our financial statements using accounting policies that are not particularly subjective, nor complex. However, in presenting our financial statements in conformity with generally accepted accounting principles, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions that we are required to make pertain to matters that are inherently uncertain as they relate to future events. Presented within the section titled "Critical Accounting Policies" of our 2011 Form 10-K are the accounting policies (related to goodwill and other indefinite-lived intangible assets, business combinations, vehicles, income taxes, financial instruments and public liability, property damage and other insurance liabilities) that we believe require subjective and/or complex judgments that could potentially affect 2012 reported results. There have been no significant changes to those accounting policies or our assessment of which accounting policies we would consider to be critical accounting policies.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to a variety of market risks, including changes in foreign currency exchange rates, interest rates and gasoline prices. We manage our exposure to market risks through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments, particularly swap contracts, futures and options contracts, to manage and reduce the interest rate risk related to our debt; foreign currency forwards to manage and reduce foreign currency exchange rate risk; and derivative commodity instruments to manage and reduce the risk of changing unleaded gasoline prices.

We are exclusively an end user of these instruments. We do not engage in trading, market-making or other speculative activities in the derivatives markets. We manage our exposure to counterparty credit risk related to our use of derivatives through specific minimum credit standards, diversification of counterparties, and procedures to monitor concentrations of credit risk. Our counterparties are substantial investment and commercial banks with significant experience providing such derivative instruments.

Our total market risk is influenced by a wide variety of factors including the volatility present within the markets and the liquidity of the markets. There are certain limitations inherent in the sensitivity analyses presented. These "shock tests" are constrained by several factors, including the necessity to conduct the analysis based on a single point in time and the inability to include the complex market reactions that normally would arise from the market shifts modeled. For additional information regarding our long-term borrowings and financial instruments, see Notes 6, 10 and 11 to our Consolidated Condensed Financial Statements.

***Foreign Currency Risk Management***

We have foreign currency rate exposure to exchange rate fluctuations worldwide and particularly with respect to the Australian dollar, the Canadian dollar, the Euro, the New Zealand dollar and the British pound sterling. We use foreign currency forward contracts and foreign currency swaps to manage foreign exchange risk that arises from certain intercompany transactions, and from non-functional currency denominated assets and liabilities and earnings denominated in non-U.S. dollar currencies. Our foreign currency forward contracts are often not designated as hedges and therefore changes in the fair value of these derivatives are recognized in earnings as they occur. We anticipate that such foreign currency exchange rate risk will remain a market risk exposure for the foreseeable future.

We assess our market risk based on changes in foreign currency exchange rates utilizing a sensitivity analysis. Based on our foreign exchange forward contracts as of March 31, 2012, we estimate that a 10% change in foreign currency exchange rates would not have a material impact on our earnings. Because gains or losses related to foreign exchange forward contracts are expected to be offset by corresponding gains or losses on the underlying exposures being hedged, when combined, these foreign exchange forward contracts and the underlying exposures do not create a material impact to our consolidated condensed financial statements.

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### ***Interest Rate Risk Management***

Our primary interest rate exposure at March 31, 2012 was interest rate fluctuations in the United States, specifically LIBOR and commercial paper interest rates due to their impact on variable rate borrowings and other interest rate sensitive liabilities. We use interest rate swaps and caps to manage our exposure to interest rate movements. We anticipate that LIBOR and commercial paper rates will remain a primary market risk exposure for the foreseeable future.

We assess our market risk based on changes in interest rates utilizing a sensitivity analysis. Based on our interest rate derivatives as of March 31, 2012, we estimate that a 10% change in interest rates would not have a material impact on our earnings. Because gains or losses related to interest rate derivatives are expected to be offset by corresponding gains or losses on the underlying exposures being hedged, when combined, these interest rate contracts and the offsetting underlying commitments do not create a material impact to our consolidated condensed financial statements.

### ***Commodity Risk Management***

We have commodity price exposure related to fluctuations in the price of unleaded gasoline. We anticipate that such commodity risk will remain a market risk exposure for the foreseeable future. We determined that a hypothetical 10% change in the price of unleaded gasoline would not have a material impact on our earnings for the period ended March 31, 2012.

## **Item 4. Controls and Procedures**

- (a) *Disclosure Controls and Procedures.* Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of such period.
- (b) *Changes in Internal Control Over Financial Reporting.* During the fiscal quarter to which this report relates, there has been no change in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **Item 5. Other Information**

On January 1, 2012, the Company adopted Accounting Standard Updates No. 2011-05 and 2011-12, Presentation of Comprehensive Income. These accounting standards require companies to present total comprehensive income as either a single continuous statement of comprehensive income or in two separate but consecutive statements. The table below reflects the retrospective application of this guidance for the three years ended December 31, 2011, 2010 and 2009. The adoption of these accounting standards did not have a material impact on our financial condition, cash flows or results of operations.

**Table of Contents****Avis Budget Group, Inc.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(In millions, except per share data)

|  | <b>Year Ended December 31,</b> |               |               |
|--|--------------------------------|---------------|---------------|
|  | <b>2011</b>                    | <b>2010</b>   | <b>2009</b>   |
| <b>Net income (loss)</b>   | \$ (29)                        | \$ 54         | \$ (47)       |
| <b>Other comprehensive income, net of tax</b>  |                                |               |               |
| Currency translation adjustments   | \$ (23)                        | \$ 71         | \$ 104        |
| Net unrealized gains (losses) on available-for-sale securities, net of tax of \$0, \$0, and \$0, respectively          | 2                              |               |               |
| Net unrealized gains (losses) on cash flow hedges:   |                                |               |               |
| Unrealized holding gains arising during period, net of tax of (\$44), (\$99) and (\$86), respectively                  | 70                             | 151           | 133           |
| Less: reclassification adjustment for (losses) included in net income, net of tax of \$23, \$59 and \$58, respectively | (37)                           | (91)          | (90)          |
| Minimum pension liability adjustment:  |                                |               |               |
| Pension and post retirement benefits, net of tax of \$13, (\$1) and (\$10), respectively                               | (21)                           | 2             | 15            |
| Less: Pension and post retirement benefits reclassified to earnings, net of tax of \$3, \$2 and \$3, respectively      | (5)                            | (4)           | (5)           |
| <b>Accumulated other comprehensive income (loss)</b>   | <b>(14)</b>                    | <b>129</b>    | <b>157</b>    |
| <b>Comprehensive income (loss)</b>   | <b>\$ (43)</b>                 | <b>\$ 183</b> | <b>\$ 110</b> |

The following will be added to the Condensed Consolidated Statements of Income (Loss) included in the financial statements of the Guarantor and Non-Guarantor Consolidating Financial Statements Note to our annual financial statements.

|   | <b>Parent</b>  | <b>Subsidiary<br/>Issuers</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Total</b>   |
|---|----------------|-------------------------------|-----------------------------------|---------------------------------------|---------------------|----------------|
| <b>For the Year Ended December 31, 2011</b> |                |                               |                                   |                                       |                     |                |
| Net income (loss)                           | \$ (29)        | \$ 23                         | \$ 67                             | \$ 328                                | \$ (418)            | \$ (29)        |
| <b>Comprehensive income (loss)</b>          | <b>\$ (43)</b> | <b>\$ 7</b>                   | <b>\$ 50</b>                      | <b>\$ 358</b>                         | <b>\$ (415)</b>     | <b>\$ (43)</b> |
| <b>For the Year Ended December 31, 2010</b> |                |                               |                                   |                                       |                     |                |
| Net income (loss)                           | \$ 54          | \$ 66                         | \$ 66                             | \$ 428                                | \$ (560)            | \$ 54          |
| <b>Comprehensive income (loss)</b>          | <b>\$ 183</b>  | <b>\$ 195</b>                 | <b>\$ 174</b>                     | <b>\$ 542</b>                         | <b>\$ (911)</b>     | <b>\$ 183</b>  |
| <b>For the Year Ended December 31, 2009</b> |                |                               |                                   |                                       |                     |                |
| Net income (loss)                           | \$ (47)        | \$ (12)                       | \$ 14                             | \$ 483                                | \$ (485)            | \$ (47)        |
| <b>Comprehensive income (loss)</b>          | <b>\$ 110</b>  | <b>\$ 145</b>                 | <b>\$ 175</b>                     | <b>\$ 634</b>                         | <b>\$ (954)</b>     | <b>\$ 110</b>  |

**Item 6. Exhibits**

See Exhibit Index.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AVIS BUDGET GROUP, INC.**

Date: May 9, 2012

/s/ David B. Wyshner  
David B. Wyshner  
Senior Executive Vice President and Chief Financial Officer

Date: May 9, 2012

/s/ Izilda P. Martins  
Izilda P. Martins  
Vice President and Acting Chief Accounting Officer

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated September 5, 2006).   |
| 3.2                | Amended and Restated Bylaws of Avis Budget Group, Inc. (as of November 5, 2009) (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated November 5, 2009).   |
| 10.1               | Incremental Revolving Commitment Agreement, dated as of February 3, 2012, among Avis Budget Holdings, LLC, Avis Budget Car Rental, LLC, Natixis, as Incremental Lender and JPMorgan Chase Bank, N.A., as administrative agent.   |
| 10.2               | Second Amendment, dated as of March 15, 2012, to the Amended and Restated Credit Agreement dated as of May 3, 2011, among Avis Budget Holdings, LLC, Avis Budget Car Rental, LLC, the subsidiary borrowers from time to time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the several lenders from time to time parties thereto J.P. Morgan Securities LLC, Bank Of America Merrill Lynch, Barclays Capital, Deutsche Bank Securities, acting as joint lead arrangers and bookrunners (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 20, 2012).  |
| 10.3               | Series 2012-1 Supplement, dated as of March 14, 2012, between Centre Point Funding, LLC, as Issuer, Budget Truck Rental LLC, individually and as administrator, Deutsche Bank Securities, Inc. as administrative agent for the Purchaser Groups, the Non-Conduit Purchasers and CP Conduit Purchaser Groups from time to time parties thereto, the Funding Agents for the CP Conduit Purchaser Groups, and The Bank of New York Mellon Trust Company, N.A., as Trustee, Series 2012-1 Agent and Securities Intermediary, to the Amended and Restated Base Indenture, dated as of March 9, 2010, between Centre Point Funding, LLC, as Issuer, and The Bank of New York Mellon Trust Company, N.A., as Trustee. |
| 10.4               | Second Amended and Restated Master Motor Vehicle Operating Lease Agreement (Group I), dated March 14, 2012, among, Centre Point Funding, LLC, as Lessor, Budget Truck Rental LLC, as Administrator and as Lessee, and Avis Budget Car Rental, LLC, as Guarantor.   |
| 10.5               | Purchase Agreement, dated as of March 26, 2012, by and among Avis Budget Car Rental, LLC, Avis Budget Finance, Inc., Avis Budget Group, Inc., Avis Budget Holdings, LLC, the subsidiary guarantors party thereto, and Barclays Capital Inc. for itself and on behalf of the several initial purchasers.  |
| 10.6               | Registration Rights Agreement, dated March 29, 2012, among Avis Budget Car Rental, LLC and Avis Budget Finance, Inc., the guarantors parties thereto, and Barclays Capital Inc. for itself and on behalf of the several initial purchasers.  |
| 10.7               | Facility Agreement Amendment Letter, dated as of February 8, 2012, among Avis Finance Company Limited, as Co-ordinator, Credit Agricole Corporate and Investment Bank as Mandated Lead Arranger, Original Lender, Security Agent and Facility Agent, and Credit Agricole Corporate and Investment Bank, Milan Branch, as Original Lender.  |
| 10.8               | Amended and Restated Employment Agreement between Avis Budget Group, Inc. and David B. Wyshner (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 27, 2012).*  |
| 10.9               | Series 2012-1 Supplement, dated as of March 22, 2012, between Avis Budget Rental Car Funding (AESOP) LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and as Series 2012-1 Agent (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 27, 2012).  |
| 10.10              | Series 2012-2 Supplement, dated as of March 22, 2012, between Avis Budget Rental Car Funding (AESOP) LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and as Series 2012-2 Agent (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 27, 2012).  |
| 12                 | Statement re: Computation of Ratio of Earnings to Fixed Charges.   |
| 31.1               | Certification of Chief Executive Officer pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.  |



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|         |   |
|---------|---|
| 31.2    | Certification of Chief Financial Officer pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended. |
| 32      | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                   |
| 101.INS | XBRL Instance Document**  |
| 101.SCH | XBRL Taxonomy Extension Schema.**   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase.**   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase.**  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase.**   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase.**  |

\* Denotes management contract or compensatory plan.

\*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.