

THE SECURITIES ACT

)

Order No. 3025

)

Section 20

)

August 11, 2000

## THE HERTZ CORPORATION

### WHEREAS:

(A) The Hertz Corporation ("Hertz") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of The *Securities Act*, R.S.M. 1988, c. S50 (the "Act") exempting trades in the common stock of Hertz (the "Shares") to the spouses (the "Spouses") of Manitoba resident employees of Hertz and Hertz's affiliates (the "Manitoba Participants") and trades in the Shares acquired by the Manitoba Participants and the Spouses pursuant to The Hertz Corporation Employee Stock Purchase Plan, as amended (the "Plan"), from the requirements of sections 6 and 37 of the Act;

(B) Hertz has represented to the Commission that:

1. Hertz is a company incorporated pursuant to the laws of the State of Delaware. The authorized capital of Hertz consists of 440,000,000 Class A Common Shares and 140,000,000 Class B Common Stock of which 40,443,632 Class A Common Shares and 67,310,167 Class B Common Stock are issued and outstanding as of March 31, 2000. The Class A Common Shares are listed and posted for trading on the New York Stock Exchange;
2. Hertz is not subject to the continuous disclosure requirements of the Act but is a reporting company in the United States with the United States Securities and Exchange Commission (the "SEC") and is current in its reporting obligations under the *Securities Exchange Act of 1934* (the "Exchange Act");
3. The purpose of the Plan is to provide eligible employees of the applicant and certain of the applicants affiliates (collectively, the "Participants") with an opportunity to purchase Class A Common Shares through accumulated payroll deductions;
4. Under the Plan, Class A Common Shares acquired by the Participant may be registered in the name of the Participant or jointly in the name of the Participant or the Participants' spouse;
5. The applicant may use the services of an agent (the "Agent") to purchase Class A Common Shares in accordance with and pursuant to the Plan. The Participants and the Participants' respective spouses may also use the Agent to effect first trades in Class A Common Shares acquired pursuant to the Plan. The Agent will

be registered under applicable securities legislation in the United States. The Agent currently selected under the Plan is J.P. Morgan Securities Inc.;

6. Participants have not been, and will not be induced to participate in the Plan or to acquire Class A Common Shares under the Plan by expectation of employment or continued employment;

7. As of May 31, 2000, Hertz and its affiliates have approximately 60 employees resident in Manitoba eligible to become Participants under the Plan;

8. The Plan provides that the maximum number of Class A Common Shares that will be made available for purchase under the Plan is 400,000 Class A Common Shares, with an annual addition of 200,000 Class A Common Shares on the first day of Hertz's fiscal year for 10 consecutive years beginning with the 2000 fiscal year or until the Plan is terminated, whichever is earlier;

9. The Shares offered under the Plan have been registered with the S.E.C. under the Exchange Act. Manitoba Participants who acquire Shares under the Plan will be provided with a copy of the Plan and substantially the same disclosure as is provided to Participants residing in the United States as well as a copy of this order;

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

**1. THAT**, pursuant to subsection 20(1) of the Act, trades in Shares pursuant to the Plan by Hertz, the Agent and the Manitoba Participants are exempt from sections 6 and 37 of the Act.

**2. THAT** the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Director - Legal