



Statewide Contract Addendum

This addendum is added to and is to be considered part of the subject contract.

Contract Issuance Date: July 27, 2016

Statewide Contract #: SW307A

Contract Title: Immediate Need Automotive Parts

Addendum Date: October 18, 2016

Addendum #: Two (2)

This is a addendum to the Contract awarded to O'Reilly Automotive Stores Inc. by the State of Oklahoma in connection with Solicitation 0900006747.

Partial Assignment of Master Price Agreement.

If you have any questions concerning the addendum contact the contracting officer below.

Theresa Johnson
Statewide Initiatives Contract Officer
Telephone #: (405) 521-2289
theresa.johnson@omes.ok.gov



State of Oklahoma

Office of Management and Enterprise Services

**ADDENDUM 1 TO
STATE OF OKLAHOMA CONTRACT WITH
O'REILLY AUTOMOTIVE STORES INC.
RESULTING FROM SOLICITATION NO. 0900006747**

This Addendum 1 ("Addendum") is an Amendment to the Contract awarded to O'Reilly Automotive Stores Inc. by the State of Oklahoma in connection with Solicitation 0900006747 ("Solicitation") and is effective on the date of the last signature below.

Recitals

Whereas, the State issued a Solicitation for proposals to provide Immediate Need Aftermarket Automotive Parts, as more particularly described in the Solicitation;

Whereas, O'Reilly Automotive Stores Inc. submitted a proposal to the Solicitation and was awarded the Contract in connection with Solicitation 0900006747; and

Whereas, the Contract resulting from Solicitation No. 0900006747 prohibits Contractor from assigning its rights or delegating its responsibilities, in whole or in part, without the prior approval of the State of Oklahoma; and

Whereas, O'Reilly Automotive Stores Inc. ("Stores") is assigning certain rights and responsibilities under the Contract resulting from Solicitation No. 0900006747 to O'Reilly Auto Enterprises LLC ("Enterprises").

Now, therefore, in consideration of the foregoing and the mutual promises set forth herein, the receipt and sufficiency of which are hereby acknowledged the parties agree as follows:

1. Addendum Purpose.

This Addendum memorializes the assignment of certain rights and responsibilities under the Contract resulting from Solicitation No. 0900006747 by O'Reilly Automotive Stores Inc. to O'Reilly Auto Enterprises LLC. This Addendum memorializes the State of Oklahoma approval of such assignment as required by the Contract resulting from Solicitation 0900006747.

2. **Assignment of Certain Rights and Responsibilities under Contract**

Stores assigns certain rights and responsibilities under the Contract resulting from Solicitation No. 0900006747 to Enterprises. Stores assigns to Enterprises all right, title, interest, and obligations granted to or required of Stores under the Contract resulting from Solicitation No 090000674 to Enterprises with respect to the Participating Entities and local governmental agencies in the following states:

- a. Alaska;
- b. Arizona;
- c. California;
- d. Colorado;
- e. Hawaii;
- f. Idaho;
- g. Illinois;
- h. Kansas;
- i. Massachusetts;
- j. Maine;
- k. Michigan;
- l. Minnesota;
- m. Montana;
- n. North Dakota;
- o. Nebraska;
- p. New Hampshire;
- q. New York;
- r. Nevada;
- s. Ohio;
- t. Oregon;
- u. Rhode Island
- v. South Dakota;
- w. Texas;
- x. Utah;
- y. Washington;
- z. West Virginia;
- aa. Wyoming.

The letter of assignment between O'Reilly Automotive Stores Inc. and O'Reilly Automotive Enterprises LLC is attached hereto as Exhibit 1.

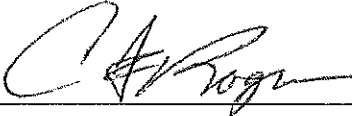
3. **Approval of Assignment by State of Oklahoma**

State of Oklahoma approves of the assignment by Stores to Enterprises.

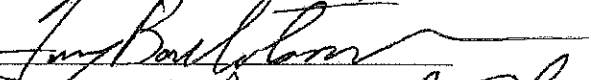
4. Miscellaneous

- a. Enterprises is an affiliate of Stores.
- b. The liability between Stores and Enterprises shall be joint and several.
- c. Both Stores and Enterprises have the same insurance coverage.

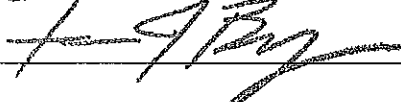
O'REILLY AUTOMOTIVE STORES, INC.

By: 
Title: VP Professional Sales
Date: 10-12-16

O'REILLY AUTO ENTERPRISES, LLC

By: 
Title: SRP Professional Sales
Date: 10-12-16

STATE OF OKLAHOMA

By: 
Title: State Purchasing Director
Date: 10-17-2016

PARTIAL ASSIGNMENT OF MASTER PRICE AGREEMENT

This Partial Assignment of Master Price Agreement (the "Assignment") is made and entered into this 5th day of October, 2016, by and between O'Reilly Automotive Stores, Inc., a Missouri corporation ("Stores") and O'Reilly Auto Enterprises, LLC, a Delaware limited liability company ("Enterprises").

WHEREAS, Stores entered into that certain Master Price Agreement (the "Master Agreement") dated July 20, 2016, with the State of Oklahoma; and

WHEREAS, Stores and Enterprises are affiliated entities, and Stores desires to assign a part of its rights and obligations under the Master Agreement to Enterprises.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, Stores and Enterprises hereby agree as follows:

1. Stores hereby assigns to Enterprises, and Enterprises hereby accepts from Stores, the assignment of Stores' right, title, interest, and obligations granted to or required of Stores under the Master Agreement with respect to the following states: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Illinois, Kansas, Massachusetts, Maine, Michigan, Minnesota, Montana, North Dakota, Nebraska, New Hampshire, New York, Nevada, Ohio, Oregon, Rhode Island, South Dakota, Texas, Utah, Vermont, Washington, West Virginia, and Wyoming.

2. Enterprises will fulfill all of Stores' obligations under the Master Agreement and will be the contracting party to any agreement signed with any purchasing entity in the states listed above. Enterprises will receive all the benefits of Stores arising under the Master Agreement with respect to any such agreements.

O'REILLY AUTOMOTIVE STORES, INC.

By: 

Name: Chuck Rogers

Title: VP of Sales

O'REILLY AUTO ENTERPRISES, LLC

By: 

Name: Tony Bartholomew

Title: Sr VP of Sales