

FLEETCOR TECHNOLOGIES INC

Form 424B4

December 15, 2010

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Filed Pursuant to Rule 424(b)(4)
Registration No. 333-166092

12,675,000 Shares

Common Stock

This is an initial public offering of the common stock of FleetCor Technologies, Inc.

FleetCor Technologies, Inc. is offering 430,961 of the shares to be sold in the offering. The selling stockholders identified in this prospectus are offering an additional 12,244,039 shares. FleetCor will not receive any proceeds from the sale of the shares being sold by the selling stockholders.

Prior to this offering, there has been no public market for the common stock. The initial public offering price per share is \$23.00. FleetCor's common stock has been approved for listing on the New York Stock Exchange, subject to official notice of issuance, under the symbol **FLT**.

See Risk factors beginning on page 11 to read about risks you should consider before buying shares of common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	\$ 23.0000	\$ 291,525,000
Underwriting discount	\$ 1.4375	\$ 18,220,313
Proceeds, before expenses, to us	\$ 21.5625	\$ 9,292,597
Proceeds, before expenses, to the selling stockholders	\$ 21.5625	\$ 264,012,091

To the extent the underwriters sell more than 12,675,000 shares of common stock, the underwriters have the option to purchase up to an additional 1,901,250 shares from the selling stockholders at the initial public offering price less the underwriting discount.

Delivery of the shares of common stock will be made on or about December 20, 2010.

J.P. Morgan

Barclays Capital

PNC Capital Markets LLC

Raymond James

Prospectus dated December 14, 2010.

Goldman, Sachs & Co.

Morgan Stanley

Wells Fargo Securities

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No dealer, salesperson or other person is authorized by us or the selling stockholders to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of the date on the front of this prospectus.

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Prospectus summary

*This summary highlights significant aspects of our business and this offering that appear later in this prospectus, but it is not complete and does not contain all of the information that you should consider before making your investment decision. You should read carefully the entire prospectus, including the section entitled *Risk factors* and the information presented in the historical financial data and related notes, before making an investment decision. This summary contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results discussed in the forward-looking statements as a result of certain factors, including those set forth in this prospectus under the headings *Risk factors* and *Special note regarding forward-looking statements*. In this prospectus, unless indicated otherwise or the context otherwise requires, we, us, our and FleetCor refer to FleetCor Technologies, Inc., the issuer of the common stock, and its subsidiaries.*

Overview

FleetCor is a leading independent global provider of specialized payment products and services to commercial fleets, major oil companies and petroleum marketers. We serve more than 530,000 commercial accounts in 18 countries in North America, Europe, Africa and Asia, and we had approximately 2.5 million commercial cards in use during the month of December 2009. Through our proprietary payment networks, our cards are accepted at approximately 83,000 locations in North America and internationally. In 2009, we processed approximately \$14 billion in purchases on our proprietary networks and third-party networks. We believe that our size and scale, geographic reach, advanced technology and our expansive suite of products, services, brands and proprietary networks contribute to our leading industry position.

We provide our payment products and services in a variety of combinations to create customized payment solutions for our customers and partners. Our payment programs enable businesses to better manage and control employee spending and provide card-accepting merchants with a high volume customer base that can increase their sales and customer loyalty. In order to deliver our payment programs and services and process transactions, we own and operate six proprietary closed-loop networks through which we electronically connect to merchants and capture, analyze and report customized information. We also use third-party networks to deliver our payment programs and services in order to broaden our card acceptance and use. To support our payment products, we also provide a range of services, such as issuing and processing, as well as specialized information services that provide our customers with value-added functionality and data. Our customers can use this data to track important business productivity metrics, combat fraud and employee misuse, streamline expense administration and lower overall fleet operating costs.

We market our payment products directly to a broad range of commercial fleet customers, including vehicle fleets of all sizes and government fleets. Among these customers, we provide our products and services predominantly to small and medium commercial fleets. We believe these fleets represent an attractive segment of the global commercial fleet market given their relatively high use of less efficient payment products, such as cash and general purpose credit cards. We also manage commercial fleet card programs for major oil companies, such as British Petroleum (BP) (including its subsidiary Arco), Chevron and Citgo, and over 800 petroleum marketers. These companies collectively maintain hundreds of thousands of end-customer relationships with commercial fleets. We refer to these major oil companies and petroleum marketers with whom we have strategic relationships as our partners.

FleetCor benefits from an attractive business model, which is characterized by our recurring revenue, significant operating margins and low capital expenditure requirements. Our revenue is recurring in nature because we

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generate fees every time a card is used, customers rely on our payment programs to control their own recurring operating expenses and our partners and customers representing a substantial portion of our revenue enter into multi-year service contracts. Our highly-scalable business model creates significant operating efficiencies, which enable us to generate strong cash flow that may be used to repay indebtedness, make acquisitions and fund the future growth of our business. In addition, this business model enables us to continue to grow our business organically without significant additional capital expenditures.

We believe the fleet card industry is positioned for further consolidation because it is served by a fragmented group of suppliers, few with the size and scale to adequately invest to keep pace with industry advancements. For example, there is significant time and investment required to establish the closed-loop networks and technology solutions that address the diverse requirements of customers and partners across various geographic markets. We believe this dynamic will continue to shift market share to larger scale vendors with advanced technology platforms and drive further consolidation globally.

FleetCor's predecessor company was organized in the United States in 1986. In 2000, our current chief executive officer joined us and we changed our name to FleetCor Technologies, Inc. Since 2000, we have grown significantly through a combination of organic initiatives, product and service innovation and over 40 acquisitions of businesses and commercial account portfolios. We have grown our revenue from \$30.7 million in 2001 to \$381.3 million on a managed basis (as defined in Management's discussion and analysis of financial condition and results of operations) in 2009, representing a compound annual growth rate of 37.0%. In 2009, we generated 35.8% of our revenue from our international operations, compared to none in 2005. For the years ended December 31, 2005, 2006, 2007, 2008 and 2009, our consolidated revenue was \$143.3 million, \$186.2 million, \$264.1 million, \$341.1 million and \$354.1 million, respectively. In the same periods, we generated operating income of \$59.0 million, \$71.8 million, \$105.8 million, \$152.5 million and \$146.0 million, respectively. In addition, we have grown our net income from a net loss of \$12.6 million in 2000 to net income of \$89.1 million in 2009.

Industry background

The electronic payments industry is a large and fast-growing sector that is benefiting from favorable trends around the world. Packaged Facts, a research firm, estimates that total global card purchase volumes reached \$6.8 trillion in 2009, growing at a compound annual growth rate of 10.8% from 2005 to 2009.

Commercial cards provide specialized capabilities and are among the fastest growing segments of the electronic payments industry. Commercial card products are typically charge cards, which are paid in full every month and provide businesses with control over the types of authorized purchases, integration with accounting systems, detailed reporting, and the ability to incorporate and transmit additional data with a payment transaction. Packaged Facts estimates that total global commercial card purchase volumes reached \$916.5 billion in 2009, growing at a compound annual growth rate of 8.2% from 2005 to 2009, and will reach \$1.5 trillion in 2014, growing at a compound annual growth rate of 10.6% from 2009 to 2014.

Fleet cards typically provide differentiated services that help commercial fleet operators operate their businesses more effectively. Fleet cards are specialized commercial cards that fleet operators provide to their drivers to pay for fuel, maintenance, repairs and other approved purchases. Fleet cards typically provide differentiated services, which include significant cost controls (managed through business rules implemented at the point of sale) and access to level 3 data regarding transactions, such as the amount of the expenditure, the identification of the driver and vehicle, the odometer reading, the identity of the fuel or vehicle maintenance provider and the items purchased.

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Fleets represent a large customer base around the world. Fleets are composed of one or more vehicles, including automobiles, vans, SUVs, trucks and buses, used by businesses and governments. We believe small and medium commercial fleets represent a significant market opportunity for growth.

Packaged Facts estimates that there were approximately 41.9 million fleet vehicles in the United States in 2008 and that total U.S. closed-loop fleet card purchase volumes reached \$50.8 billion in 2009, growing at a compound annual growth rate of 6.0% from 2005 to 2009. Based on research by Packaged Facts, 35% of U.S. fleet vehicle fuel volume in 2009 was purchased utilizing closed-loop fleet cards.

Based on our analysis of data from several sources, we believe there were approximately 68 million fleet vehicles in 30 European and Eurasian countries in 2007. Datamonitor, a research firm, estimates that the total value of fuel sold on commercial fuel cards in 16 major European countries reached approximately 68 billion in 2006. Based on our analysis of data available for several of the largest European countries, including France, Germany, Italy, the Netherlands, Spain and the United Kingdom, we estimate that during 2005, approximately 59% of fleet vehicle fuel volume in Europe was purchased with some form of fleet card product.

Industry characteristics provide an attractive growth opportunity. The fleet card industry is served by a fragmented group of participants with varying distribution models, including oil companies, petroleum marketers, third-party independent fleet card issuers and network operators, transaction processors and software service providers. We believe there is a significant amount of aging technology, legacy systems, and dated business practices within the fleet card industry, which we believe will continue to shift market share to larger scale vendors with advanced technology platforms and create significant barriers to entry. Given the generally rising levels of fuel prices and the continued increase in the number and size of commercial fleets, we believe the use of fleet cards will continue to increase around the world. We believe increasing penetration could accelerate the growth of the fleet card sector relative to alternative payment methods, and we believe larger scale participants may be able to grow at a faster rate than the sector due to the fragmented nature of the industry. We believe there will be an increasingly limited number of vendors that can serve the fleet card market effectively and even fewer with the ability to provide products and network services on a global scale.

Our competitive strengths

We believe our competitive strengths include the following:

Global leadership. We are a leading independent global provider of specialized commercial payment products and services to fleets, major oil companies and petroleum marketers. We believe that our deep and diverse relationships, geographic reach, strong brands and scale contribute to our leading industry position.

Broad distribution capabilities. We target new customers across different markets by using multiple distribution channels and tailored sales and marketing efforts designed to address the unique characteristics of individual market segments. By targeting and effectively marketing our products to several different customer segments, we are able to address a variety of growth opportunities and diversify our revenue base.

Proprietary closed-loop networks. We operate six proprietary closed-loop networks which, as of December 31, 2009, served approximately 83,000 acceptance locations in North America and internationally. We believe that the significant time and investment required to establish a large-scale network with mass merchant acceptance makes our model extremely difficult to replicate and creates a significant barrier to entry in our industry.

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Advanced, reliable technology systems. We operate proprietary and industry-leading technology systems that use modern, scalable and standardized architecture. Our business models and best practices are codified in our technology systems, allowing us to take advantage of revenue-enhancing and cost-saving opportunities across our different businesses and geographies.

Superior products and services. We provide products and services tailored to the specific needs of our fleet customers, which we believe makes them more attractive than alternative payment methods such as cash, house accounts and general purpose credit cards, as well as many other fleet card products. We believe we are also able to achieve a competitive advantage over many other fleet card vendors by designing products targeting the unique needs of our customers and partners in different markets.

Strong execution capabilities. Our leadership team has a long and demonstrated track record of growing our business. We have achieved our growth through a strategy combining operational initiatives, strategic relationships and acquisitions.

Our growth strategy

Our strategy is to grow our revenue and profits by further penetrating our target markets, expanding our product and service offerings, entering new geographic markets and acquiring companies that meet our strategic criteria. The key elements of our growth strategy are to:

Penetrate our target markets further. We intend to expand our presence in target markets by adding more customers, cross-selling additional products and services to existing customers, entering into additional strategic relationships and making acquisitions.

Expand our products and services. We will seek to grow revenue by introducing new product features and functionality to our fleet card products, including additional maintenance, lodging and travel and entertainment capabilities. We aim to extend our network offerings in order to help major oil companies and petroleum marketers compete more effectively with other fleet cards and alternative payment methods.

Enter new geographic markets. We intend to continue expanding in areas of Europe and the United States where we currently do not have a significant presence. We are also evaluating other opportunities in markets we believe to be under-penetrated, such as Latin America and parts of Asia.

Pursue growth through strategic acquisitions. Since 2002, we have completed over 40 acquisitions of companies and commercial account portfolios. In certain international markets, where fleet card penetration is below levels observed in the United States, we will seek opportunities to increase our customer base through further strategic acquisitions.

Our products and services

We sell a range of customized fleet and lodging payment programs directly and indirectly through partners, such as major oil companies and petroleum marketers. We provide our customers with various card products that typically function like a charge card to purchase fuel, lodging and related products and services at participating locations. We support these cards with specialized issuing, processing and information services that enable us to manage card accounts, facilitate the routing, authorization, clearing and settlement of transactions, and provide value-added functionality and data including customizable card-level controls and productivity analysis tools. Depending on our customer's and partner's needs, we provide these services in a variety of outsourced solutions

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ranging from a comprehensive end-to-end solution (encompassing issuing, processing and network services) to limited back office processing services. In order to deliver our payment programs and services, we own and operate six proprietary closed-loop networks in North America and internationally. Our networks have well-established brands in local markets and proprietary technology that enable us to capture, transact, analyze and report value-added information pertinent to managing and controlling employee spending.

Risk factors

Investing in our common stock involves substantial risk, and our ability to successfully operate our business is subject to numerous risks, including those that are generally associated with our industry. Any of the risks set forth in this prospectus under the heading "Risk factors" may limit our ability to successfully execute our business strategy. You should carefully consider all of the information set forth in this prospectus and, in particular, should evaluate the specific risks set forth in this prospectus under the heading "Risk factors" in deciding whether to invest in our common stock.

Our principal executive offices are located at 655 Engineering Drive, Suite 300, Norcross, Georgia 30092-2830, and our telephone number at that address is (770) 449-0479. Our website is located at www.fleetcor.com. The information on our website is not part of this prospectus.

Certain data included in this prospectus regarding our industry is derived from our internal assessments, which are based on a variety of sources, including publicly available data and information obtained from customers, other industry sources and management estimates. Independent consultant reports, industry publications and other published industry sources generally indicate that the information contained therein was obtained from sources believed to be reliable but do not guarantee the accuracy and completeness of such information. Our internal data and estimates are based upon information obtained from our investors, customers, suppliers, trade and business organizations, contacts in the markets in which we operate and management's understanding of industry conditions. Although we believe that such information is reliable, we cannot give you any assurance that any projections or estimates will be achieved.

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The offering

Shares of common stock offered by us 430,961 shares

Shares of common stock offered by the selling stockholders 12,244,039 shares

Shares of our common stock to be outstanding after this offering 78,719,146 shares

Option to purchase additional shares of common stock The selling stockholders have granted the underwriters a 30-day option to purchase up to 1,901,250 additional shares of common stock at the initial public offering price.

Voting rights Each share of common stock will entitle its holder to one vote.

Use of proceeds We estimate that the net proceeds we will receive from this offering, after deducting underwriting discounts and other estimated offering expenses payable by us, will be approximately \$5.6 million.

We intend to use approximately \$2.8 million of the net proceeds we will receive from this offering to repay a portion of our outstanding term loans under the 2005 Credit Facility. We intend to use the remaining net proceeds for working capital and other general corporate purposes.

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders.

Dividend policy We currently expect to retain all future earnings, if any, for use in the operation and expansion of our business and debt repayment; therefore, we do not anticipate paying cash dividends on our common stock in the foreseeable future. See Dividend policy below.

Proposed New York Stock Exchange ticker symbol FLT .

Risk factors You should carefully read and consider the information set forth under the heading Risk factors beginning on page 11 of this prospectus and all other information set forth in this prospectus before investing in our common stock.

The common stock to be outstanding after this offering is based on 77,700,311 shares outstanding as of September 30, 2010, and excludes the following:

as of September 30, 2010, 7,348,344 shares issuable upon the exercise of outstanding stock options at a weighted-average exercise price of \$8.11 per share (which amount excludes 587,874 shares in respect of options to be exercised by selling stockholders in connection with this offering); and

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6,750,000 shares reserved for future issuance under our 2010 Equity Compensation Plan.
Except as otherwise indicated, the information in this prospectus:

assumes the automatic conversion of all outstanding shares of our preferred stock into 43,575,148 shares of our common stock immediately prior to the closing of this offering;

assumes the underwriters do not exercise their option to purchase up to 1,901,250 additional shares from the selling stockholders, which would also include the exercise of additional options by selling stockholders in connection with this offering; and

reflects the two and one-half-for-one stock split of shares of our common stock effected on November 29, 2010.

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The table below summarizes our consolidated financial information for the periods indicated and has been derived from our consolidated financial statements and presents certain other financial information. You should read the following information together with the more detailed information contained in Selected consolidated financial data, Management's discussion and analysis of financial condition and results of operations and our consolidated financial statements and the accompanying notes, each appearing elsewhere in this prospectus. The consolidated statement of income data for the years ended December 31, 2006 and 2005 as well as the consolidated balance sheet data as of December 31, 2007, 2006 and 2005 are derived from our audited consolidated financial statements not included in this prospectus. The unaudited consolidated financial statements include, in the opinion of management, all adjustments, which include only normal recurring adjustments, that management considers necessary for the fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results to be expected in any future period.

(in thousands, except per share data)	Nine months ended		2009	2008	Year ended December 31,		
	2010	September 30, 2009			2007	2006	2005
	(unaudited)						
Statement of income data(1):							
Revenues, net	\$ 327,294	\$ 256,761	\$ 354,073	\$ 341,053	\$ 264,086	\$ 186,209	\$ 143,334
Expenses:							
Merchant commissions	39,549	28,860	39,709	38,539	39,358	32,784	24,247
Processing	52,608	43,099	57,997	51,406	34,060	26,388	18,360
Selling	23,155	21,470	30,579	23,778	22,625	19,464	13,740
General and administrative	40,025	38,251	51,375	47,635	41,986	23,175	20,562
Depreciation and amortization	25,238	20,235	28,368	27,240	20,293	12,571	7,448
Operating income	146,719	104,846	146,045	152,455	105,764	71,827	58,977
Other (income) expense, net	(767)	(369)	(933)	(2,488)	(1,554)	39	1,997
Interest expense, net	16,352	13,023	17,363	20,256	19,735	11,854	7,564
Total other expense	15,585	12,654	16,430	17,768	18,181	11,893	9,561
Income before income taxes	131,134	92,192	129,615	134,687	87,583	59,934	49,416
Provision for income taxes	40,752	28,088	40,563	37,405	25,998	21,957	18,748
Net income	\$ 90,382	\$ 64,104	\$ 89,052	\$ 97,282	\$ 61,585	\$ 37,977	\$ 30,668
Pro forma earnings per share (unaudited)(2):							
Earnings per share, basic	\$.89	\$.78	\$ 1.10	\$ 1.36	\$.87	\$.58	\$.46
Earnings per share, diluted	.93	.82	1.12	1.36	.87	.58	.45
Weighted average shares outstanding, basic	77,600	74,548	75,253	68,108	67,271	61,892	65,812
Weighted average shares outstanding, diluted	82,009	78,307	79,177	71,683	71,113	65,809	68,622
Balance sheet data (at end of period)							
Cash and cash equivalents	\$ 110,773	\$ 69,019	\$ 84,701	\$ 70,355	\$ 68,864	\$ 18,191	\$
Restricted cash (3)	65,927	73,485	67,979	71,222	76,797	64,016	

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Total assets	1,503,527	1,201,655	1,209,545	929,062	875,106	657,925	266,359
Total debt	501,326	360,250	351,551	370,747	341,851	255,032	127,543
Total stockholders equity	571,929	445,005	474,049	273,264	192,009	158,482	58,179
Other financial information							
(unaudited):							
EBITDA(4)	\$ 172,724(5)	\$ 125,450	\$ 175,346	\$ 182,183	\$ 127,611	\$ 84,359	\$ 64,428
Adjusted EBITDA(4)	172,724(5)	129,506	180,646	197,983	143,811	97,494	71,411
Adjusted net income(4)	103,566	74,807	103,938	112,732	71,139	42,756	33,127

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- (1) In June 2009, the Financial Accounting Standards Board, or FASB, issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. This guidance was effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, our statements of income will no longer include securitization activities in revenue. Rather, we will report interest income, provision for bad debts and interest expense associated with the debt securities issued from our securitization facility.
- (2) Pro forma to give effect to (1) the conversion of all outstanding shares of our convertible preferred stock into 43,575,148 shares of our common stock immediately prior to the closing of this offering as though the conversion had occurred at the beginning of the indicated fiscal period, (2) the forgiveness of all cumulative dividends on our convertible preferred stock, except for a portion of the dividends related to the Series D-3 convertible preferred stock where holders will receive cash dividends of approximately \$7.3 million calculated as of September 30, 2010, (3) a two and one-half-for-one stock split of shares of our common stock effected on November 29, 2010 and (4) compensation expense of approximately \$12.8 million related to 1,506,805 shares of restricted stock which will vest upon the closing of this offering.
- (3) Restricted cash represents customer deposits repayable on demand.
- (4) EBITDA is calculated as net income before the provision for income taxes, interest expense, net and depreciation and amortization. Adjusted EBITDA is calculated as EBITDA adjusted for the incremental interest expense attributable to our securitization facility. Adjusted net income is calculated as net income, adjusted to eliminate (a) stock-based compensation expense related to share-based compensation awards, (b) amortization of deferred financing costs and intangible assets and (c) amortization of the premium recognized on the purchase of receivables. We prepare adjusted net income to eliminate the effect of items that we do not consider indicative of our core operating performance. EBITDA, adjusted EBITDA and adjusted net income are supplemental measures of operating performance that do not represent and should not be considered as an alternative to net income or cash flow from operations, as determined by U.S. generally accepted accounting principles, or U.S. GAAP, and our calculation thereof may not be comparable to that reported by other companies. EBITDA, Adjusted EBITDA and adjusted net income have limitations as analytical tools, and you should not consider them in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Some of the limitations are:

EBITDA, adjusted EBITDA and adjusted net income do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

EBITDA, adjusted EBITDA and adjusted net income do not reflect changes in, or cash requirements for, our working capital needs;

adjusted net income does not reflect the non-cash component of employee compensation;

EBITDA and adjusted EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; and

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and adjusted EBITDA do not reflect any cash requirements for such replacements.

We compensate for these limitations by relying primarily on our U.S. GAAP results and using EBITDA, adjusted EBITDA and adjusted net income only supplementally. We also compensate for these limitations by disclosing such limitations and reconciling EBITDA, adjusted EBITDA and adjusted net income to the most directly comparable U.S. GAAP measure, net income. Further, we also review U.S. GAAP measures and evaluate individual measures that are not included in EBITDA, adjusted EBITDA and adjusted net income. We believe that our presentation of these U.S. GAAP and non-GAAP financial measurements provides information that is useful to analysts and investors because they are important indicators of the strength of our operations and the performance of our core business. We believe it is useful to exclude stock-based compensation expense from adjusted net income because non-cash equity grants made at a certain price and point in time do not necessarily reflect how our business is performing at any particular time and stock-based compensation expense is not a key measure of our core operating performance. We also believe that amortization expenses can vary substantially from company to company and from period to period depending upon their financing and accounting methods, the fair value and average expected life of their acquired intangible assets, their capital structures and the method by which their assets were acquired; therefore, we have excluded amortization expense from our adjusted net income.

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Management uses EBITDA, adjusted EBITDA and adjusted net income:

as measurements of operating performance because they assist us in comparing our operating performance on a consistent basis;

for planning purposes, including the preparation of our internal annual operating budget;

to allocate resources to enhance the financial performance of our business; and

to evaluate the performance and effectiveness of our operational strategies.

In addition, management uses EBITDA and adjusted EBITDA to calculate incentive compensation for our employees.

We believe these measurements are used by investors as supplemental measures to evaluate the overall operating performance of companies in our industry. By providing these non-GAAP financial measures, together with reconciliations, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing strategic initiatives.

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The following table reconciles net income to EBITDA and adjusted EBITDA:

(in thousands)	Nine Months ended September 30,		2009	2008	Year ended December 31,		
	2010	2009			2007	2006	2005
Net income	\$ 90,382	\$ 64,104	\$ 89,052	\$ 97,282	\$ 61,585	\$ 37,977	\$ 30,668
Provision for income taxes	40,752	28,088	40,563	37,405	25,998	21,957	18,748
Interest expense, net	16,352	13,023	17,363	20,256	19,735	11,854	7,564
Depreciation and amortization	25,238	20,235	28,368	27,240	20,293	12,571	7,448
EBITDA	172,724(5)	125,450	175,346	182,183	127,611	84,359	64,428
Incremental interest expense(a)	N/A(5)	4,056	5,300	15,800	16,200	13,135	6,983
Adjusted EBITDA(a)	\$ 172,724(5)	\$ 129,506	\$ 180,646	\$ 197,983	\$ 143,811	\$ 97,494	\$ 71,411

- (a) We utilize an off-balance sheet securitization facility in the ordinary course of our business to finance a portion of our accounts receivable. Accounts receivable that we sell under the securitization facility are reported in our consolidated financial statements in accordance with relevant authoritative literature. Trade accounts receivable sold under this program are excluded from accounts receivable in our consolidated financial statements. In June 2009, the Financial Accounting Standards Board, or FASB, issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. This guidance was effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, our statements of income no longer include securitization activities in revenue. Rather, we report interest income, provision for bad debts and interest expense associated with the debt securities issued from our securitization facility. Although the provision for bad debts and interest expense related to our securitization facility are currently reported in revenue, we monitor these costs on a managed basis. Our revenue, processing expense, provision for bad debts and interest expense on a managed basis are set forth and reconciled under Management's Discussion and Analysis of Financial Condition and Results of Operations Accounts Receivable Securitization. The incremental interest expense represents the additional amount of interest expense that would have been reported if the new authoritative guidance discussed herein was applied to all years presented.

The following table reconciles net income to adjusted net income:

(in thousands)	Twelve Months ended September 30,		Nine Months ended September 30,		2009	2008	Year ended December 31,		
	2010	2010	2010	2009			2007	2006	2005
Net income	\$115,330	\$ 90,382	\$ 64,104	\$ 89,052	\$ 97,282	\$ 61,585	\$ 37,977	\$ 30,668	
Stock-based compensation expense	3,120	2,453	1,999	2,666	2,758	1,165	139	93	
Amortization of intangible assets	16,867	12,749	9,782	13,900	12,038	9,825	4,978	2,060	
Amortization of premium on receivables	3,262	2,447	2,442	3,257	5,471	1,702	1,443	581	
Amortization of deferred financing costs	2,153	1,480	1,169	1,842	1,123	895	982	1,229	
Total pre-tax adjustments	25,402	19,129	15,392	21,665	21,390	13,587	7,542	3,963	
Income tax impact of pre-tax adjustments at the effective tax rate	(7,856)	(5,945)	(4,689)	(6,779)	(5,940)	(4,033)	(2,763)	(1,504)	
Adjusted net income	\$132,876	\$ 103,566	\$ 74,807	\$ 103,938	\$ 112,732	\$ 71,139	\$ 42,756	\$ 33,127	

In addition, adjusted net income (loss) was \$24,579, \$11,734, \$(12,492) and \$(1,455) for the years ended December 31, 2004, 2003, 2002 and 2001, respectively. The following table reconciles net income to adjusted net income (loss) for these periods.

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(in thousands)	Year ended December 31,			
	2004	2003	2002	2001
Net income (loss)	\$ 22,708	\$ 10,806	\$ (18,956)	\$ (3,680)
Stock based compensation expense	244	523		
Amortization of goodwill and intangible assets	376	178		990
Goodwill impairment			4,305	
Amortization of discount on related-party notes	119		1,664	732
Amorization of deferred financing costs	1,132	238	513	503
Total pre-tax adjustments	1,871	939	6,482	2,225
Income tax impact of pre-tax adjustments at the effective tax rate		(11)	(18)	
Adjusted net income (loss)	\$ 24,579	\$ 11,734	\$ (12,492)	\$ (1,455)

- (5) For periods ended subsequent to January 1, 2010 interest expense, net includes incremental interest expense attributable to our securitization facility. Had we continued to include the incremental interest expense attributable to the securitization facility of \$3.7 million within revenue for the nine months ended September 30, 2010, EBITDA would have been \$169.0 million.

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Risk factors

*This offering involves a high degree of risk. In addition to the other information contained in this prospectus, prospective investors should carefully consider the following risks before investing in our common stock. If any of the following risks actually occur, our business, operating results and financial condition could be materially adversely affected. As a result, the trading price of our common stock could decline, and you may lose all or part of your investment in our common stock. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See *Special note regarding forward-looking statements* in this prospectus.*

Risks related to our business

A decline in retail fuel prices could adversely affect our revenue and operating results.

Our fleet customers use our products and services primarily in connection with the purchase of fuel. Accordingly, our revenue is affected by fuel prices, which are subject to significant volatility. A decline in retail fuel prices could cause a decrease in our revenue from fees paid to us by merchants based on a percentage of each transaction purchase amount. We believe that in 2009, approximately 19.1% of our consolidated revenue, as adjusted for the impact of the new accounting guidance related to our securitization facility as described under the heading

Management's discussion and analysis of financial condition and results of operations Accounts receivable securitization, was directly influenced by the absolute price of fuel. In this prospectus, for the periods between January 1, 2005 and December 31, 2009, we refer to our consolidated revenue as adjusted for the impact of the new accounting guidance related to our securitization facility as our consolidated revenue on a managed basis. For the periods prior to January 1, 2005, we did not maintain a securitization facility. Changes in the absolute price of fuel may also impact unpaid account balances and the late fees and charges based on these amounts. A decline in retail fuel prices could adversely affect our revenue and operating results.

Fuel prices are dependent on several factors, all of which are beyond our control. These factors include, among others:

supply and demand for oil and gas, and market expectations regarding supply and demand;

actions by members of OPEC and other major oil-producing nations;

political conditions in oil-producing and gas-producing nations, including insurgency, terrorism or war;

oil refinery capacity;

weather;

the prices of foreign exports;

the implementation of fuel efficiency standards and the adoption by our fleet customers of vehicles with greater fuel efficiency or alternative fuel sources;

general worldwide economic conditions; and

governmental regulations, taxes and tariffs.

A portion of our revenue is derived from fuel-price spreads. As a result, a contraction in fuel-price spreads could adversely affect our operating results.

Approximately 18.6% of our consolidated revenue on a managed basis in 2009 was derived from transactions where our revenue is tied to fuel-price spreads. Fuel-price spreads equal the difference between the fuel price we charge to the fleet customer and the fuel price paid to the fuel merchant. In transactions where we derive revenue

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from fuel-price spreads, the fuel price paid to the fuel merchant is calculated as the merchant's wholesale cost of fuel plus a commission. The merchant's wholesale cost of fuel is dependent on several factors including, among others, the factors described above affecting fuel prices. The fuel price that we charge to our fleet customer is dependent on several factors including, among others, the fuel price paid to the fuel merchant, posted retail fuel prices and competitive fuel prices. We experience fuel-price spread contraction when the merchant's wholesale cost of fuel increases at a faster rate than the fuel price we charge to our fleet customers, or the fuel price we charge to our fleet customers decreases at a faster rate than the merchant's wholesale cost of fuel. Accordingly, when fuel-price spreads contract, we generate less revenue, which could adversely affect our operating results.

If we fail to adequately assess and monitor credit risks of our customers, we could experience an increase in credit loss.

We are subject to the credit risk of our customers, many of which are small to mid-sized businesses. We use various methods to screen potential customers and establish appropriate credit limits, but these methods cannot eliminate all potential credit risks and may not always prevent us from approving customer applications that are fraudulently completed. Changes in our industry and movement in fuel prices may result in periodic increases to customer credit limits and spending and, as a result, increased credit losses. We may also fail to detect changes to the credit risk of customers over time. Further, during a declining economic environment, we experience increased customer defaults. If we fail to adequately manage our credit risks, our bad debt expense could be significantly higher than historic levels and adversely affect our business, operating results and financial condition. Although the provision for bad debts and interest expense related to our securitization facility were included as a component of net revenue for the periods prior to January 1, 2010 in accordance with then-prevailing accounting guidance, we considered such amounts an expense for the periods prior to January 1, 2010. Accordingly, for internal reporting purposes, we included such amount as a component of operating expense, which we refer to as on a managed basis. As further described under the heading Management's discussion and analysis of financial condition and results of operations Accounts receivable securitization, on a managed basis, our provision for bad debts equaled \$32.6 million for the year ended December 31, 2009. For the nine months ended September 30, 2010, our provision for bad debts equaled \$15.1 million.

We derive a portion of our revenue from program fees and charges paid by the users of our cards. Any decrease in our receipt of such fees and charges, or limitations on our fees and charges, could adversely affect our business, results of operations and financial condition.

Our card programs include a variety of fees and charges associated with transactions, cards, reports, late payments and optional services. We derived approximately 54.0% of our consolidated revenue on a managed basis from these fees and charges during the year ended December 31, 2009 and approximately 55.0% of our consolidated revenue from these fees and charges during the nine months ended September 30, 2010. If the users of our cards decrease their transaction activity, the extent to which they pay invoices late or their use of optional services, our revenue could be materially adversely affected. In addition, several market factors can affect the amount of our fees and charges, including the market for similar charges for competitive card products and the availability of alternative payment methods such as cash or house accounts. Furthermore, regulators and Congress have scrutinized the electronic payments industry's pricing, charges and other practices related to its customers. Any legislative or regulatory restrictions on our ability to price our products and services could materially and adversely affect our revenue. Any decrease in our revenue derived from these fees and charges could materially and adversely affect our business, operating results and financial condition.

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We operate in a competitive business environment, and if we are unable to compete effectively, our business, operating results and financial condition would be adversely affected.

The market for our products and services is highly competitive, and competition could intensify in the future. Our competitors vary in size and in the scope and breadth of the products and services they offer. Our primary competitors in the United States are small, regional and large independent fleet card providers, major oil companies and petroleum marketers that issue their own fleet cards and major financial services companies that provide card services to major oil companies and petroleum marketers. We also compete for customers with providers of alternative payment mechanisms, such as financial institutions that issue corporate and consumer credit cards and merchants offering house cash accounts or other forms of credit. Our primary competitors in Europe are independent fleet card providers, major oil companies and petroleum marketers that issue branded fleet cards, and providers of card outsourcing services to major oil companies and petroleum marketers.

The most significant competitive factors in our business are the breadth of product and service features, network acceptance size, customer service and account management and price. We may experience competitive disadvantages with respect to any of these factors from time to time as potential customers prioritize or value these competitive factors differently. As a result, a specific offering of our products and service features, networks and pricing may serve as a competitive advantage with respect to one customer and a disadvantage for another based on the customers preferences.

Some of our existing and potential competitors have longer operating histories, greater brand name recognition, larger customer bases, more extensive customer relationships or greater financial and technical resources. In addition, our larger competitors may also have greater resources than we do to devote to the promotion and sale of their products and services and to pursue acquisitions. For example, major oil companies and petroleum marketers and large financial institutions may choose to integrate fuel-card services as a complement to their existing card products and services. As a result, they may be able to adapt more quickly to new or emerging technologies and changing opportunities, standards or customer requirements. To the extent that our competitors are regarded as leaders in specific categories, they may have an advantage over us as we attempt to further penetrate these categories.

Future mergers or consolidations among competitors, or acquisitions of our competitors by large companies may present competitive challenges to our business. Resulting combined entities could be at a competitive advantage if their fuel-card products and services are effectively integrated and bundled into sales packages with their widely utilized non-fuel-card-related products and services. Further, larger competitors have reduced, and could continue to reduce, the fees for their services, which has increased and may continue to increase pricing pressure within our markets.

Overall, increased competition in our markets could result in intensified pricing pressure, reduced profit margins, increased sales and marketing expenses and a failure to increase, or a loss of, market share. We may not be able to maintain or improve our competitive position against our current or future competitors, which could adversely affect our business, operating results and financial condition.

Our business is dependent on several key strategic relationships, the loss of which could adversely affect our operating results.

We intend to seek to expand our strategic relationships with major oil companies. We refer to the major oil companies and petroleum marketers with whom we have strategic relationships as our partners. During 2009 and the nine months ended September 30, 2010, our top three strategic relationships with major oil companies accounted for approximately 18% and 22%, respectively, of our consolidated revenue. No single partner represented more than 10% of our consolidated revenue in 2009. In the nine months ended September 30, 2010, one partner accounted for approximately 11% of our consolidated revenue. Two of our partners each represented

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greater than 5% of our consolidated revenue during 2009. Our agreements with our major oil company partners typically have initial terms of five to ten years with current remaining terms ranging from less than one year up to seven years.

The success of our business is in part dependent on our ability to maintain these strategic relationships and enter into additional strategic relationships with major oil companies. In our relationships with these major oil companies, our services are marketed under our partners' brands. If these partners fail to maintain their brands, or decrease the size of their branded networks, our ability to grow our business may be adversely affected. Our inability to maintain or further develop these relationships or add additional strategic relationships could materially and adversely affect our business and operating results.

To enter into a new strategic relationship or renew an existing strategic relationship with a major oil company, we often must participate in a competitive bidding process, which may focus on a limited number of factors, such as pricing. The use of these processes may affect our ability to effectively compete for these relationships. Our competitors may be willing to bid for these contracts on pricing or other terms that we consider uneconomical in order to win this business. The loss of our existing major oil company partners or the failure to contract with additional partners could materially and adversely affect our business, operating results and financial condition.

We depend, in part, on our merchant relationships to grow our business. To grow our customer base, we must retain and add relationships with merchants who are located in areas where our customers purchase fuel and lodging. If we are unable to maintain and expand these relationships, our business may be adversely affected.

A portion of our growth is derived from acquiring new merchant relationships to serve our customers, our new and enhanced product and service offerings and cross-selling our products and services through existing merchant relationships. We rely on the continuing growth of our merchant relationships and our distribution channels in order to expand our customer base. There can be no guarantee that this growth will continue. Similarly, our growth also will depend on our ability to retain and maintain existing merchant relationships that accept our proprietary closed-loop networks in areas where our customers purchase fuel and lodging. Our contractual agreements with fuel merchants typically have initial terms of one year and automatically renew on a year-to-year basis unless either party gives notice of termination. Our agreements with lodging providers typically have initial terms of one year and automatically renew on a month-to-month basis unless either party gives notice of termination. Furthermore, merchants with which we have relationships may experience bankruptcy, financial distress, or otherwise be forced to contract their operations. The loss of existing merchant relationships, the contraction of our existing merchants' operations or the inability to acquire new merchant relationships could adversely affect our ability to serve our customers and our business and operating results.

A decline in general economic conditions, and in particular, a decline in demand for fuel and other vehicle products and services would adversely affect our business, operating results and financial condition.

Our operating results are materially affected by conditions in the economy generally, both in the United States and internationally. We generate revenue based in part on the volume of fuel purchase transactions we process. Our transaction volume is correlated with general economic conditions in the United States and Europe and in particular, the amount of business activity in these economies. Downturns in these economies are generally characterized by reduced commercial activity and, consequently, reduced purchasing of fuel and other vehicle products and services by businesses. The recession in 2007 and 2008 negatively affected the organic growth of our business in 2009, which resulted from lower transaction volume from existing customers. Unfavorable changes in economic conditions, including declining consumer confidence, inflation, recession or other changes, may lead our customers, which are largely comprised of commercial fleets, to demand less fuel, or lead our partners to reduce their use of our products and services. These declines could result from, among other things, reduced fleet traffic, corporate purchasing, travel and other commercial activities from which we derive revenue.

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Further, economic conditions also may impact the ability of our customers or partners to pay for fuel or other services they have purchased and, as a result, our reserve for credit losses and write-offs of accounts receivable could increase. In addition, demand for fuel and other vehicle products and services may be reduced by other factors that are beyond our control, such as the development and use of vehicles with greater fuel efficiency and alternative fuel sources.

We are unable to predict the likely duration and severity of the current disruption in financial markets and adverse economic conditions in the United States and Europe. As a result, a sustained deterioration in general economic conditions in the United States or Europe, or increases in interest rates in key countries in which we operate, could adversely affect our business and operating results.

We have expanded into new lines of business in the past and may do so in the future. If we are unable to successfully integrate these new businesses, our results of operations and financial condition may be adversely affected.

We have expanded our business to encompass new lines of business in the past. For example, within the past several years we have entered into the lodging card business in the United States and now offer a limited telematics service to European customers. We may continue to enter new lines of business and offer new products and services in the future. There is no guarantee that we will be successful in integrating these new lines of business into our operations. If we are unable to do so, our operating results and financial condition may be adversely affected.

If we fail to develop and implement new technology, products and services, adapt our products and services to changes in technology or the marketplace, or if our ongoing efforts to upgrade our technology, products and services are not successful, we could lose customers and partners.

The markets for our products and services are highly competitive, and characterized by technological change, frequent introduction of new products and services and evolving industry standards. We must respond to the technological advances offered by our competitors and the requirements of our customers and partners, in order to maintain and improve upon our competitive position. We may be unsuccessful in expanding our technological capabilities and developing, marketing or selling new products and services that meet these changing demands, which could jeopardize our competitive position. In addition, we engage in significant efforts to upgrade our products and services and the technology that supports these activities on a regular basis. If we are unsuccessful in completing the migration of material technology, otherwise upgrading our products and services and supporting technology or completing or gaining market acceptance of new technology, products and services, it would have a material adverse effect on our ability to retain existing customers and attract new ones in the impacted business line.

Our debt obligations, or our incurrence of additional debt obligations, could limit our flexibility in managing our business and could materially and adversely effect our financial performance.

As of September 30, 2010, we had approximately \$323.5 million of long-term indebtedness outstanding. In addition, we are permitted under our credit agreement to incur additional indebtedness, subject to specified limitations. Our substantial indebtedness currently outstanding, or as may be outstanding if we incur additional indebtedness, could have important consequences, including the following:

we may have difficulty satisfying our obligations under our debt facilities and, if we fail to satisfy these obligations, an event of default could result;

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we may be required to dedicate a substantial portion of our cash flow from operations to required payments on our indebtedness, thereby reducing the availability of cash flow for acquisitions, working capital, capital expenditures and other general corporate activities. See

Management's discussion and analysis of financial condition and results of operations Contractual obligations, which sets forth our payment obligations with respect to our existing long-term debt;

covenants relating to our debt may limit our ability to enter into certain contracts or to obtain additional financing for acquisitions, working capital, capital expenditures and other general corporate activities;

covenants relating to our debt may limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, including by restricting our ability to make strategic acquisitions;

we may be more vulnerable than our competitors to the impact of economic downturns and adverse developments in the industry in which we operate;

we are exposed to the risk of increased interest rates because certain of our borrowings are subject to variable rates of interest;

although we have no current intention to pay any dividends, we may be unable to pay dividends or make other distributions with respect to your investment; and

we may be placed at a competitive disadvantage against any less leveraged competitors.

The occurrence of one or more of these potential consequences could have a material adverse effect on our business, financial condition, operating results, and ability to satisfy our obligations under our indebtedness.

In addition, we and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although our credit agreement contains restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of additional indebtedness that could be incurred in compliance with these restrictions could be substantial. If new debt is added to our existing debt levels, the related risks that we will face would increase.

We meet a significant portion of our working capital needs through a securitization facility, which we must renew on an annual basis.

We meet a significant portion of our working capital needs through a securitization facility, pursuant to which we sell accounts receivable to a special-purpose entity that in turn sells undivided participation interests in the accounts receivable to certain purchasers, who finance their purchases through the issuance of short-term commercial paper. The securitization facility has a one year term. During the financial crisis that began in 2008, the market for commercial paper experienced significant volatility. Although we have been able to renew our securitization facility annually, there can be no assurance that we will continue to be able to renew this facility in the future on terms acceptable to us.

A significant rise in fuel prices could cause our accounts receivable to increase beyond the capacity of the securitization facility. There can be no assurance that the size of the facility can be expanded to meet these increased working capital needs. Further, we may not be able to fund such increases in accounts receivable with our available cash resources. Our inability to meet working capital needs could adversely affect our financial condition and business, including our relationships with merchants, customers and partners. Further, we are exposed to the risk of increased interest rates because our borrowings under the securitization facility are subject to variable rates of interest.

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We are subject to risks related to volatility in foreign currency exchange rates, and restrictions on our ability to utilize revenue generated in foreign currencies.

As a result of our foreign operations, we are subject to risks related to changes in currency rates for revenue generated in currencies other than the U.S. dollar. For the year ended December 31, 2009 and the nine months ended September 30, 2010, approximately 36.0% and 33.0% of our revenue, respectively, was denominated in currencies other than the U.S. dollar (primarily Czech koruna and British pound). Revenue and profit generated by international operations may increase or decrease compared to prior periods as a result of changes in foreign currency exchange rates. Resulting exchange gains and losses are included in our net income. Volatility in foreign currency exchange rates may materially adversely affect our operating results and financial condition.

Furthermore, we are subject to exchange control regulations that restrict or prohibit the conversion of more than a specified amount of our foreign currencies into U.S. dollars, and, as we expand, we may become subject to further exchange control regulations that limit our ability to freely utilize and transfer currency in and out of particular jurisdictions. These restrictions may make it more difficult to effectively utilize the cash generated by our operations and may adversely effect our financial condition.

We conduct a significant portion of our business in foreign countries and we expect to expand our operations into additional foreign countries where we may be adversely affected by operational and political risks that are greater than in the United States.

We have foreign operations in, or provide services in, Belarus, Belgium, Canada, the Czech Republic, Estonia, Ireland, Latvia, Lithuania, Luxembourg, the Netherlands, Pakistan, Poland, the Russian Federation, Slovakia, South Africa, Ukraine and the United Kingdom. We also expect to seek to expand our operations into various countries in Asia, Europe and Latin America as part of our growth strategy.

Some of the countries where we operate, and other countries where we will seek to operate, have undergone significant political, economic and social change in recent years, and the risk of unforeseen changes in these countries may be greater than in the United States. In particular, changes in laws or regulations, including with respect to taxation, information technology, data transmission and the Internet, or in the interpretation of existing laws or regulations, whether caused by a change in government or otherwise, could materially adversely affect our business, operating results and financial condition. In addition, conducting and expanding our international operations subjects us to other risks that we do not generally face in the United States. These include:

difficulties in managing the staffing of our international operations, including hiring and retaining qualified employees;

increased expense related to localization of our products and services, including language translation and the creation of localized agreements;

potentially adverse tax consequences, including the complexities of foreign value added tax systems, restrictions on the repatriation of earnings and changes in tax rates;

increased expense to comply with foreign laws and legal standards, including laws that regulate pricing and promotion activities and the import and export of information technology, which can be difficult to monitor and are often subject to change;

increased expense to comply with U.S. laws that apply to foreign operations, including the Foreign Corrupt Practices Act and Office of Foreign Assets Control regulations;

longer accounts receivable payment cycles and difficulties in collecting accounts receivable;

increased financial accounting and reporting burdens and complexities;

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political, social and economic instability;

terrorist attacks and security concerns in general; and

reduced or varied protection for intellectual property rights and cultural norms in some geographies that are simply not respectful of intellectual property rights.

The occurrence of one or more of these events could negatively affect our international operations and, consequently, our operating results. Further, operating in international markets requires significant management attention and financial resources. Due to the additional uncertainties and risks of doing business in foreign jurisdictions, international acquisitions tend to entail risks and require additional oversight and management attention that are typically not attendant to acquisitions made within the United States. We cannot be certain that the investment and additional resources required to establish, acquire or integrate operations in other countries will produce desired levels of revenue or profitability.

We are dependent on technology systems and electronic communications networks managed by third parties, which could result in our inability to prevent disruptions in our services.

Our ability to process and authorize transactions electronically depends on our ability to communicate with our fuel, lodging and vehicle maintenance providers electronically through point-of-sale devices and electronic networks that are owned and operated by third parties. In addition, in order to process transactions promptly, our computer equipment and network servers must be functional 24 hours a day, which requires access to telecommunications facilities managed by third-parties and the availability of electricity, which we do not control. A severe disruption of one or more of these networks, including as a result of utility or third-party system interruptions, could impair our ability to authorize transactions and process information, which could harm our reputation, result in a loss of customers or partners and adversely affect our business and operating results.

We also utilize third-party providers to assist us with disaster recovery operations. As a result, we are subject to the risk of a provider's unresponsiveness in the event of a significant breakdown in our computer equipment or networks. Furthermore, our property and business interruption insurance may not be adequate to compensate us for all losses or failures that may occur.

We may experience software defects, system errors, computer viruses and development delays, which could damage customer relations, decrease our profitability and expose us to liability.

Our products and services are based on proprietary and third-party network technology and processing systems that may encounter development delays and could be susceptible to undetected errors, viruses or defects. Development delays, system errors, viruses or defects that result in service interruption or data loss could have a material adverse effect on our business, damage our reputation and subject us to third-party liability. In addition, errors, viruses and defects in our network technology and processing systems could result in additional development costs and the diversion of our technical and other resources from other development efforts or operations. Further, our attempts to limit our potential liability, through disclaimers and limitation-of-liability provisions in our agreements, may not be successful.

We may incur substantial losses due to fraudulent use of our fleet cards.

Under certain circumstances, when we fund customer transactions, we may bear the risk of substantial losses due to fraudulent use of our fleet cards. We do not maintain any insurance to protect us against any such losses.

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We may not be able to adequately protect the data we collect about our customers and partners, which could subject us to liability and damage our reputation.

We electronically receive, process, store and transmit our customers' and partners' sensitive information, including bank account information and expense data. We keep this information confidential; however, our websites, networks, information systems, services and technologies may be targeted for sabotage, disruption or misappropriation. Unauthorized access to our networks and computer systems could result in the theft or publication of confidential information or the deletion or modification of records or could otherwise cause interruptions in our service and operations.

Because techniques used to obtain unauthorized access or to sabotage systems change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Although we believe we have sufficient controls in place to prevent disruption and misappropriation and to respond to such attacks, any inability to prevent security breaches could have a negative impact on our reputation, expose us to liability, decrease market acceptance of electronic transactions and cause our present and potential clients to choose another service provider. Any of these developments could have a material adverse effect on our business, operating results and financial condition.

We expect to expand through acquisitions, which may divert our management's attention and result in unexpected operating difficulties, increased costs and dilution to our stockholders. We also may never realize the anticipated benefits of the acquisitions.

We have been an active business acquirer both in the United States and internationally, and, as part of our growth strategy, we expect to seek to acquire businesses, commercial account portfolios, technologies, services and products in the future. We have substantially expanded our overall business, customer base, headcount and operations both domestically and internationally through acquisitions. The acquisition and integration of each business involves a number of risks and may result in unforeseen operating difficulties and expenditures in assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired business. Furthermore, future acquisitions may:

involve our entry into geographic or business markets in which we have little or no prior experience;

involve difficulties in retaining the customers of the acquired business;

result in a delay or reduction of sales for both us and the business we acquire; and

disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our current business.

In addition, international acquisitions often involve additional or increased risks including, for example:

difficulty managing geographically separated organizations, systems and facilities;

difficulty integrating personnel with diverse business backgrounds and organizational cultures;

increased expense to comply with foreign regulatory requirements applicable to acquisitions;

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difficulty entering new foreign markets due to, among other things, lack of customer acceptance and a lack of business knowledge of these new markets; and

political, social and economic instability.

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To complete a future acquisition, we may determine that it is necessary to use a substantial amount of our cash or engage in equity or debt financing. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters that make it more difficult for us to obtain additional capital in the future and to pursue other business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all, which could limit our ability to engage in acquisitions. Moreover, we can make no assurances that the anticipated benefits of any acquisition, such as operating improvements or anticipated cost savings, would be realized or that we would not be exposed to unexpected liabilities in connection with any acquisition.

Further, an acquisition may negatively affect our operating results because it may require us to incur charges and substantial debt or other liabilities, may cause adverse tax consequences, substantial depreciation and amortization or deferred compensation charges, may require the amortization, write-down or impairment of amounts related to deferred compensation, goodwill and other intangible assets, or may not generate sufficient financial return to offset acquisition costs.

The market for fleet-card services is evolving and may not continue to develop or grow.

Our fleet-card businesses rely on the acceptance and use of payment cards by businesses to purchase fuel for their vehicle fleets. If the use of fleet cards by businesses does not continue to grow, it could have a material adverse effect on our business, operating results and financial condition. In order to consistently increase and maintain our profitability, businesses and partners must continue to adopt our services. Similarly, growth in the acceptance and use of fleet cards will be impacted by the acceptance and use of electronic payment transactions generally. Furthermore, new technologies may displace fleet cards as payment mechanisms for fuel purchase transactions. A decline in the acceptance and use of fleet cards, and electronic payment transactions generally, by businesses and merchants could have a material adverse effect on our business, operating results and financial condition. The market for our lodging cards is also evolving and that portion of our business is subject to similar risks.

Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our financial results.

Our balance sheet includes goodwill and intangible assets that represent approximately 52% of our total assets at September 30, 2010. These assets consist primarily of goodwill and identified intangible assets associated with our acquisitions. We also expect to engage in additional acquisitions, which may result in our recognition of additional goodwill and intangible assets. Under current accounting standards, we are required to amortize certain intangible assets over the useful life of the asset, while goodwill is not amortized. On at least an annual basis, we assess whether there have been impairments in the carrying value of goodwill and intangible assets. If the carrying value of the asset is determined to be impaired, then it is written down to fair value by a charge to operating earnings. An impairment of a significant portion of goodwill or intangible assets could materially negatively affect our operating results and financial condition.

If we are unable to protect our intellectual property rights and confidential information, our competitive position could be harmed and we could be required to incur significant expenses in order to enforce our rights.

To protect our proprietary technology, we rely on copyright, trade secret and other intellectual property laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. Despite

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our precautions, it may be possible for third parties to obtain and use without consent confidential information or infringe on our intellectual property rights, and our ability to police that misappropriation or infringement is uncertain, particularly in countries outside of the United States. In addition, our confidentiality agreements with employees, vendors, customers and other third parties may not effectively prevent disclosure or use of proprietary technology or confidential information and may not provide an adequate remedy in the event of such unauthorized use or disclosure.

Protecting against the unauthorized use of our intellectual property and confidential information is expensive, difficult and not always possible. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our confidential information, including trade secrets, or to determine the validity and scope of the proprietary rights of others. This litigation could be costly and divert management resources, either of which could harm our business, operating results and financial condition. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property and proprietary information.

We cannot be certain that the steps we have taken will prevent the unauthorized use or the reverse engineering of our proprietary technology. Moreover, others may independently develop technologies that are competitive to ours or infringe our intellectual property. The enforcement of our intellectual property rights also depends on our legal actions against these infringers being successful, and we cannot be sure these actions will be successful, even when our rights have been infringed. Furthermore, effective patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which we may offer our products and services.

Claims by others that we or our customers infringe their intellectual property rights could harm our business.

Third parties could claim that our technologies and processes underlying our products and services infringe their intellectual property. In addition, to the extent that we gain greater visibility and market exposure as a public company, we may face a higher risk of being the target of intellectual property infringement claims asserted by third parties. We may, in the future, receive notices alleging that we have misappropriated or infringed a third party's intellectual property rights. There may be third-party intellectual property rights, including patents and pending patent applications, that cover significant aspects of our technologies, processes or business methods. Any claims of infringement or misappropriation by a third party, even those without merit, could cause us to incur substantial defense costs and could distract our management from our business, and there can be no assurance that we will be able to prevail against such claims. Some of our competitors may have the capability to dedicate substantially greater resources to enforcing their intellectual property rights and to defending claims that may be brought against them than we do. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages, potentially including treble damages if we are found to have willfully infringed a patent. A judgment could also include an injunction or other court order that could prevent us from offering our products and services. In addition, we might be required to seek a license for the use of a third party's intellectual property, which may not be available on commercially reasonable terms or at all. Alternatively, we might be required to develop non-infringing technology, which could require significant effort and expense and might ultimately not be successful.

Third parties may also assert infringement claims against our customers relating to their use of our technologies or processes. Any of these claims might require us to defend potentially protracted and costly litigation on their behalf, regardless of the merits of these claims, because under certain conditions we agree to indemnify our customers from third-party claims of intellectual property infringement. If any of these claims succeed, we might be forced to pay damages on behalf of our customers, which could adversely affect our business, operating results and financial condition.

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Our success is dependent, in part, upon our executive officers and other key personnel, and the loss of key personnel could materially adversely affect our business.

Our success depends, in part, on our executive officers and other key personnel. Our senior management team has significant industry experience and would be difficult to replace. The market for qualified individuals is competitive, and we may not be able to attract and retain qualified personnel or candidates to replace or succeed members of our senior management team or other key personnel. The loss of key personnel could materially adversely affect our business.

Changes in laws, regulations and enforcement activities may adversely affect our products and services and the markets in which we operate.

The electronic payments industry is subject to increasing regulation in the United States and internationally. Domestic and foreign government regulations impose compliance obligations on us and restrictions on our operating activities, which can be difficult to administer because of their scope, mandates and varied requirements. We are subject to a number of government regulations, including, among others: interest rate and fee restrictions; credit access and disclosure requirements; collection and pricing regulations; compliance obligations; security and data breach requirements; identity theft avoidance programs; and anti-money laundering compliance programs. Government regulations can also include licensing or registration requirements. While a large portion of these regulations focuses on individual consumer protection, legislatures continue to consider whether to include business consumers within the scope of these regulations. As a result, new or expanded regulation focusing on business cardholders or changes in interpretation or enforcement of regulations may have an adverse effect on our business and operating results, due to increased compliance costs and new restrictions affecting the terms under which we offer our products and services. In addition, we have structured our business in accordance with existing tax laws and interpretations, including those related to state occupancy taxes, value added taxes in foreign jurisdictions and restrictions on repatriation of funds or transfers of revenue between jurisdictions. Changes in tax laws or their interpretations could increase our tax liability, further limit our utilization of funds located in foreign jurisdictions and have a material adverse effect on our business and financial condition.

We generate a portion of our revenue from our lodging card business, which is affected by conditions in the hotel industry generally and has a concentration of customers in the railroad and trucking industries.

Revenue from our lodging card business, which we acquired on April 1, 2009, equaled \$37.1 million of our consolidated revenue for the year ended December 31, 2009. Our lodging card business earns revenue from customers purchasing lodging from the hotel industry and derives a significant portion of this revenue from end users in the railroad and trucking industries. Therefore, we are exposed to risks affecting each of these industries. For example, unfavorable economic conditions adversely impacting the hotel, railroad and trucking industries generally could cause a decrease in demand for our products and services in our lodging card business, resulting in decreased revenue. In addition, mergers or consolidations in these industries could reduce our customer and partnership base, resulting in a smaller market for our products and services.

We contract with government entities and are subject to risks related to our governmental contracts.

In the course of our business we contract with government entities, including state and local government fleet customers, as well as federal government agencies. As a result, we are subject to various laws and regulations that apply to companies doing business with federal, state and local governments. The laws relating to government contracts differ from other commercial contracting laws and our government contracts may contain

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pricing terms and conditions that are not common among private contracts. In addition, we may be subject to investigation from time to time concerning our compliance with the laws and regulations relating to our government contracts. Our failure to comply with these laws and regulations may result in suspension of these contracts or administrative or other penalties.

Litigation and regulatory actions could subject us to significant fines, penalties or requirements resulting in increased expenses.

We are not currently party to any legal proceedings or governmental inquiries or investigations that we consider to be material. We are, however, subject to litigation from time to time in the ordinary course of our business, which if ultimately determined unfavorably could force us to pay damages or fines, or change our business practices, any of which could have a material adverse effect on our operating results. In addition, we may become involved in various actions or proceedings brought by domestic and foreign governmental regulatory agencies in the event of alleged noncompliance with laws or regulations, which could potentially subject us to significant fines, penalties or other requirements resulting in increased expenses or restricting the conduct of our business. We are currently involved in such an investigation by the Office of Fair Trading in the United Kingdom, relating to our Keyfuels product line. This product line consists of our proprietary payment card and associated site network in the United Kingdom. A competitor alleged we are dominant in a relevant market with our Keyfuels product line. The Office of Fair Trading is investigating whether we are dominant and, if dominant, whether some of our contracts with some sites and dealers would constitute exclusive dealings requiring them to be reformed to eliminate exclusivity. Although we do not currently anticipate an adverse result or material adverse impact from the investigation, if determined adversely, the regulator has authority to require us to reform contracts to eliminate exclusivity and impose significant fines.

We rely on third parties for card issuing and processing services supporting our MasterCard network fleet card products. Failure to maintain these contractual relationships upon acceptable terms would have an adverse effect on our MasterCard network fleet card offerings, customer retention and operating results.

Some of our fleet-card products in North America are accepted in the MasterCard merchant network pursuant to our contractual relationships with two issuing banks and two third-party processors. In order to continue offering fleet cards accepted at MasterCard network merchants, we must maintain our contractual relationship with at least one issuing bank. Further, unless we develop our own MasterCard-approved processing capabilities, we must continue to obtain processing services from at least one processor approved by MasterCard with the capability to provide acceptable levels of reporting data for fleet operators. Generally, these contracts have remaining terms of between three and five years and automatically renew from year to year unless either party provides notice of termination; however, one of the two issuing banks has provided us with notice that it does not intend to automatically renew our agreement when it expires in 2012. Approximately 1.4% of our 2009 revenue and 2.3% of our revenue for the nine months ended September 30, 2010, respectively, was associated with this issuing bank. We intend to replace this issuing bank if satisfactory arrangements to renew the contract are not concluded and we believe an alternative issuing bank can be found; however, our failure to maintain these relationships, or find suitable alternatives, could have an adverse effect on our MasterCard network fleet card products, our customer retention and our operating results.

Changes in MasterCard interchange fees could decrease our revenue.

A portion of our revenue is generated by network processing fees charged to merchants, known as interchange fees, associated with transactions processed using our MasterCard-branded fleet cards. Interchange fee amounts associated with our MasterCard network fleet cards are affected by a number of factors, including regulatory limits in the United States and Europe and fee changes imposed by MasterCard. In addition, interchange fees are

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the subject of intense legal and regulatory scrutiny and competitive pressures in the electronic payments industry, which could result in lower interchange fees generally in the future. Temporary or permanent decreases in the interchange fees associated with our MasterCard network fleet-card transactions, could adversely affect our business and operating results.

If we are not able to maintain and enhance our brands, it could adversely affect our business, operating results and financial condition.

We believe that maintaining and enhancing our brands is critical to our customer relationships, and our ability to obtain partners and retain employees. The successful promotion of our brands will depend upon our marketing and public relations efforts, our ability to continue to offer high-quality products and services and our ability to successfully differentiate our services from those of our competitors. In addition, future extension of our brands to add new products or services different from our current offerings may dilute our brands, particularly if we fail to maintain our quality standards in these new areas. The promotion of our brands will require us to make substantial expenditures, and we anticipate that the expenditures will increase as our markets become more competitive and we expand into new markets. To the extent that these activities yield increased revenue, this revenue may not offset the expenses we incur. There can be no assurance that our brand promotion activities will be successful.

Failure to comply with the United States Foreign Corrupt Practices Act, and similar laws associated with our international activities, could subject us to penalties and other adverse consequences.

As we continue to expand our business internationally, we may expand into certain foreign countries, particularly those with developing economies, where companies often engage in business practices that are prohibited by U.S. regulations, including the United States Foreign Corrupt Practices Act, or the FCPA. Such laws prohibit improper payments or offers of payments to foreign governments and their officials and political parties by U.S. and other business entities for the purpose of obtaining or retaining business. We have implemented policies to discourage such practices; however, there can be no assurances that all of our employees, consultants and agents, including those that may be based in or from countries where practices that violate U.S. laws may be customary, will not take actions in violation of our policies, for which we may be ultimately responsible. Violations of the FCPA may result in severe criminal or civil sanctions and suspension or debarment from U.S. government contracting, which could negatively affect our business, operating results and financial condition.

Risks related to this offering and ownership of our common stock

Our stock price will likely be volatile and your investment could decline in value.

The market price of our common stock following this offering may fluctuate substantially as a result of many factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of the value of your investment in our common stock. Factors that could cause fluctuations in the market price of our common stock include the following:

quarterly variations in our results of operations;

results of operations that vary from the expectations of securities analysts and investors;

results of operations that vary from those of our competitors;

changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

announcements by us or our competitors of significant contracts, acquisitions, or capital commitments;

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announcements by third parties of significant claims or proceedings against us;

regulatory developments in the United States and abroad;

future sales of our common stock, and additions or departures of key personnel; and

general domestic and international economic, market and currency factors and conditions unrelated to our performance.

In addition, the stock market in general has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to operating performance of individual companies. These broad market factors may seriously harm the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted. A securities class action suit against us could result in significant liabilities and, regardless of the outcome, could result in substantial costs and the diversion of our management's attention and resources.

Our common stock has no prior market and our stock price may decline after the offering.

Before this offering, there has been no public market for shares of our common stock. Although our common stock has been approved for listing on the New York Stock Exchange, subject to official notice of issuance, an active trading market for our common stock may not develop or, if it develops, may not be sustained after this offering. Our company and the representatives of the underwriters will negotiate to determine the initial public offering price. The initial public offering price may be higher than the market price of our common stock after the offering and you may not be able to sell your shares of our common stock at or above the price you paid in the offering. As a result, you could lose all or part of your investment.

Our principal stockholders will have a controlling influence over our business affairs and may make business decisions with which you disagree and which may adversely affect the value of your investment.

After this offering, it is anticipated that our principal stockholders and their affiliates will beneficially own or control, directly or indirectly, 53,366,451 shares of our common stock, which in the aggregate will represent approximately 66% of the outstanding shares of our common stock. As a result, if some of these persons or entities act together, they will have the ability to exercise significant influence over matters submitted to our stockholders for approval, including the election and removal of directors, amendments to our certificate of incorporation and bylaws and the approval of any business combination. These actions may be taken even if they are opposed by other stockholders. This concentration of ownership may also have the effect of delaying or preventing a change of control of our company or discouraging others from making tender offers for our shares, which could prevent our stockholders from receiving a premium for their shares.

Some of these persons or entities who make up our principal stockholders may have interests different from yours. For example, because many of these stockholders purchased their shares at prices substantially below the price at which shares are being sold in this offering and have held their shares for a relatively longer period, they may be more interested in selling FleetCor to an acquirer than other stockholders or may want us to pursue strategies that deviate from the interests of other stockholders.

Investors purchasing common stock in this offering will experience immediate and substantial dilution.

The initial public offering price of shares of our common stock is substantially higher than the net tangible book value per outstanding share of our common stock. You will incur immediate and substantial dilution of \$17.79 per share in the net tangible book value of shares of our common stock, based on the initial public offering

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price of \$23.00 per share. In addition, we have outstanding options with exercise prices significantly below the initial public offering price. To the extent outstanding options are ultimately exercised, there will be further dilution of the common stock sold in this offering.

Future sales, or the perception of future sales, of a substantial amount of our common shares could depress the trading price of our common stock.

If we or our stockholders sell substantial amounts of our shares of common stock in the public market following this offering or if the market perceives that these sales could occur, the market price of shares of our common stock could decline. These sales may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate, or to use equity as consideration for future acquisitions.

Upon completion of this offering, we will have 475 million shares of common stock authorized and 78,719,146 shares of common stock outstanding. Of these shares, the 12,675,000 shares to be sold in this offering will be freely tradable. Before the sale of any shares to be sold in this offering, we, our executive officers and directors, and the selling stockholders and other stockholders (subject to certain limited exceptions) will have entered into agreements with the underwriters not to sell or otherwise dispose of shares of our common stock for a period of at least 180 days following completion of this offering, with certain exceptions. Immediately upon the expiration of this lock-up period, 15,647,786 shares will be freely tradable pursuant to Rule 144 under the Securities Act of 1933 by non-affiliates and another 50,396,360 shares will be eligible for resale pursuant to Rule 144 under the Securities Act of 1933, subject to the volume, manner of sale and other limitations of Rule 144.

Our failure to maintain effective internal control over financial reporting could adversely affect our business, operating results and financial condition.

Beginning with our annual report for the year ended December 31, 2011, Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, will require us to include a report by our management on our internal control over financial reporting. This report must contain an assessment by management of the effectiveness of our internal control over financial reporting as of the end of the year and a statement as to whether or not our internal controls are effective. Our annual report for the year ended December 31, 2011 must also contain a statement that our independent registered public accounting firm has issued an attestation report on our internal control over financial reporting.

In order to achieve timely compliance with Section 404, we have begun a process to document and evaluate our internal control over financial reporting. Our efforts to comply with Section 404 have resulted in, and are likely to continue to result in, significant costs, the commitment of time and operational resources and the diversion of management's attention. Even if we develop effective controls, such controls may become inadequate because of changes in conditions, and the degree of compliance with the policies or procedures may deteriorate. If our management identifies one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an unqualified opinion that we have maintained effective internal control over financial reporting, market perception of our financial condition and the market price of our stock may be adversely affected, we could be subject to sanctions or investigations by the New York Stock Exchange, the Securities and Exchange Commission (the SEC) or other regulatory authorities, and customer perception of our business may suffer.

Furthermore, implementing any appropriate changes to our internal control over financial reporting may entail substantial costs to modify our existing accounting systems, may take a significant period of time to complete and

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may distract our officers, directors and employees from the operation of our business. These changes, however, may not be effective in maintaining the adequacy of our internal control over financial reporting, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could adversely affect our business, operating results and financial condition.

Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.

Upon completion of this offering, we will become subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Our disclosure controls and procedures are designed to reasonably ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is accumulated and communicated to management and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are and will be met. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

We will incur significantly increased costs as a result of operating as a public company, and our management will be required to devote substantial time to compliance efforts.

As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002 and rules subsequently implemented by the Securities and Exchange Commission and the New York Stock Exchange impose additional requirements on public companies, including enhanced corporate governance practices. For example, the listing requirements for the New York Stock Exchange provide that listed companies satisfy certain corporate governance requirements relating to independent directors, audit committees, stockholder meetings, stockholder approvals, solicitation of proxies, conflicts of interest, stockholder voting rights and codes of business conduct. Our management and other personnel will need to devote a substantial amount of time and resources in complying with these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors and board committees or as executive officers and more expensive for us to obtain director and officer liability insurance.

Anti-takeover provisions in our charter documents could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

Our corporate documents, to be effective immediately before this offering, and the Delaware General Corporation Law contain provisions that may enable our board of directors to resist a change in control of FleetCor even if a change in control were to be considered favorable by you and other stockholders. These provisions:

stagger the terms of our board of directors and require supermajority stockholder voting to remove directors;

authorize our board of directors to issue preferred stock and to determine the rights and preferences of those shares, which may be senior to our common stock, without prior stockholder approval;

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establish advance notice requirements for nominating directors and proposing matters to be voted on by stockholders at stockholder meetings;

prohibit our stockholders from calling a special meeting and prohibit stockholders from acting by written consent; and

require supermajority stockholder voting to effect certain amendments to our certificate of incorporation and bylaws.

In addition, our certificate of incorporation will prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or consolidating with us except under certain circumstances. These provisions could discourage, delay or prevent a transaction involving a change in control of FleetCor. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take other corporate actions you desire.

We do not expect to pay any dividends on our common stock for the foreseeable future.

We currently expect to retain all future earnings, if any, for future operation, expansion and debt repayment and have no current plans to pay any cash dividends to holders of our common stock for the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our operating results, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. In addition, we must comply with the covenants in our credit agreements in order to be able to pay cash dividends, and our ability to pay dividends generally may be further limited by covenants of any existing and future outstanding indebtedness we or our subsidiaries incur. As a result, you may not receive any return on an investment in our common stock unless you sell our common stock for a price greater than that which you paid for it.

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Special note regarding forward-looking statements

This prospectus contains statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, in contrast with statements that reflect historical facts. Many of these statements are contained under the headings

Prospectus summary, Management's discussion and analysis of financial condition and results of operations and Business. In some cases, we have identified such forward-looking statements with typical conditional words such as anticipate, intend, believe, estimate, plan, seek, or expect, may, will, would, could or should, the negative of these terms or other comparable terminology.

These forward-looking statements are not a guarantee of performance, and you should not place undue reliance on such statements. We have based these forward-looking statements largely on our current expectations and projections about future events. Forward-looking statements are subject to many uncertainties and other variable circumstances, including those discussed in this prospectus under the headings Risk factors and Management's discussion and analysis of financial condition and results of operations, many of which are outside of our control, that could cause our actual results and experience to differ materially from any forward-looking statement. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date hereof. We do not undertake, and specifically decline, any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments.

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Use of proceeds

We estimate that the net proceeds we will receive from the sale of 430,961 shares of our common stock in this offering, after deducting underwriting discounts and other offering expenses payable by us, will be approximately \$5.6 million. We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders, which include members of our senior management (including any shares sold by the selling stockholders pursuant to the underwriters' option to purchase additional shares), although we will receive the exercise price in respect of any options to purchase shares of common stock that are exercised by selling stockholders in connection with this offering. See Principal and selling stockholders for more information.

We intend to use approximately \$2.8 million of the net proceeds from this offering to repay a portion of our existing term loan indebtedness under our 2005 Credit Facility, as further described under Description of indebtedness 2005 Credit Facility. As of September 30, 2010, we had \$274.0 million in outstanding term loans under the 2005 Credit Facility, which bears interest at LIBOR plus 2.25% (2.5% at September 30, 2010) and matures in April 2013. In addition, we intend to use the remaining net proceeds for working capital and other general corporate purposes.

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Dividend policy

We currently expect to retain all future earnings, if any, for use in the operation and expansion of our business. We have never declared or paid any dividends on our common stock and do not anticipate paying cash dividends to holders of our common stock in the foreseeable future. In addition, our credit agreements restrict our ability to pay dividends. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and covenants in our existing financing arrangements and any future financing arrangements.

Pursuant to the terms of our Series D-3 preferred stock, accumulated and unpaid dividends on the Series D-3 convertible preferred stock, in an aggregate amount of approximately \$7.3 million as of September 30, 2010, become payable in cash upon the automatic conversion of the Series D-3 convertible preferred stock into common stock in connection with this offering. The actual amount of this dividend will differ based on the actual closing date of this offering.

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Capitalization

The following table sets forth our cash and cash equivalents and our capitalization as of September 30, 2010:

on an actual basis;

on a pro forma basis to give effect to (1) the automatic conversion of all of the outstanding shares of our convertible preferred stock into 43,575,148 shares of our common stock immediately prior to the closing of this offering, (2) a two and one-half-for-one stock split of shares of our common stock effected on November 29, 2010, (3) the amendment and restatement of our certificate of incorporation in connection with this offering, (4) the payment of three-eighths of the cumulative dividend on the Series D-3 convertible preferred stock, aggregating \$7.3 million and (5) compensation expense of approximately \$12.8 million related to 1,506,805 shares of restricted stock which will vest upon the closing of this offering; and

on a pro forma as adjusted basis to give further effect to (1) the sale by us of 430,961 shares of common stock in this offering at the public offering price of \$23.00 per share, after deducting the estimated underwriting discounts and commissions and other offering expenses payable by us, (2) the exercise of 587,874 fully vested stock options by selling stockholders, our receipt of \$3.3 million representing the aggregate exercise price of such options and the sale of the option shares in this offering and (3) the repayment of an estimated \$2.8 million of outstanding term loans under the 2005 Credit Facility with a portion of the net proceeds of this offering.

You should read the following information together with the information contained in Selected consolidated financial data, Management's discussion and analysis of financial condition and results of operations and our consolidated financial statements and the accompanying notes appearing elsewhere in this prospectus.

(dollars in thousands)	As of September 30, 2010		
	Actual	Pro forma	
		Pro forma	as adjusted
		(unaudited)	(unaudited)
Cash and cash equivalents (excluding restricted cash)	\$ 110,773	\$ 103,462	\$ 109,617
Total debt (including current portion):			
Term note payable - domestic	274,000	274,000	271,179
Term note payable - foreign	59,209	59,209	59,209
Other debt	168,117	168,117	168,117
Total debt	501,326	501,326	498,505
Convertible preferred stock, par value \$0.001 per share: 1,919,135 shares authorized and issued and 1,668,449 shares outstanding, actual, and no shares authorized, issued and outstanding, pro forma and pro forma as adjusted, for Series D-1; 230,769 shares authorized and issued and 201,923 shares outstanding, actual, and no shares authorized, issued and outstanding, pro forma and pro forma as adjusted, for Series D-2; 3,995,413 shares authorized, issued and outstanding, actual, and no shares authorized, issued and outstanding, pro forma and pro forma as adjusted, for Series D-3; 8,164,281 shares authorized, issued and outstanding, actual, and no shares authorized, issued and outstanding, pro forma and pro forma as adjusted, for Series D-4; and 3,400,000 shares authorized, issued and outstanding, actual, and no shares authorized, issued and outstanding, pro	344,018		

forma and pro forma as adjusted, for Series E (aggregate liquidation preference of \$409,996)

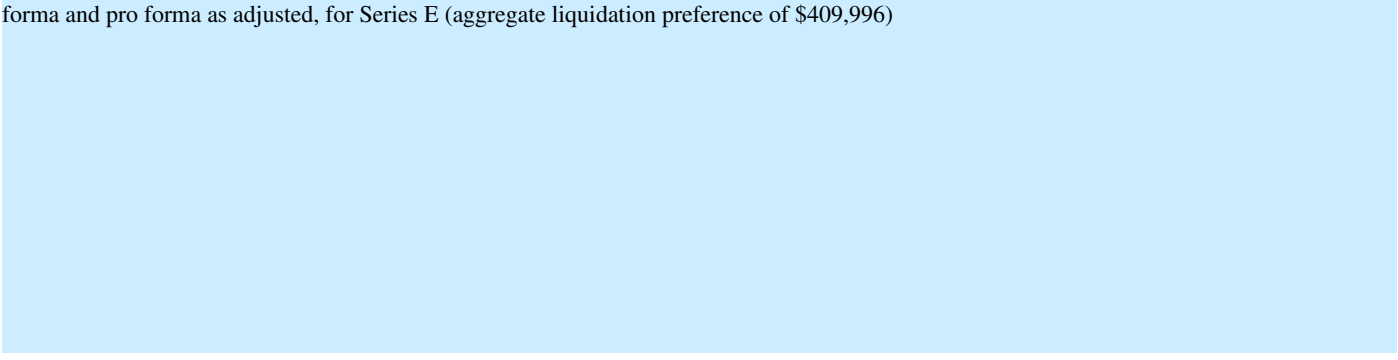


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(dollars in thousands)	As of September 30, 2010		
	Actual	Pro forma (unaudited)	Pro forma as adjusted (unaudited)
Preferred stock, par value \$0.001 per share: 1,000,000 shares authorized, no shares issued or outstanding, actual; 25,000,000 shares authorized, no shares issued or outstanding, pro forma and pro forma as adjusted			
Common stock, par value \$0.001 per share: 52,000,000 shares authorized, 26,416,540 shares issued and 13,650,069 outstanding, actual; 475,000,000 shares authorized, pro forma and pro forma as adjusted 109,616,490 shares issued and 77,700,311 shares outstanding, pro forma; 110,047,451 shares issued and 78,131,272 shares outstanding, pro forma as adjusted	26	110	110
Additional paid-in capital	97,968	386,234	395,210
Retained earnings	312,742	361,099	361,099
Accumulated other comprehensive loss	(7,605)	(7,605)	(7,605)
Treasury stock 12,766,471 shares, actual; 31,916,179 shares, pro forma and pro forma as adjusted	(175,220)	(175,220)	(175,220)
Total stockholders equity	571,929	564,618	573,594
Total capitalization	\$ 1,073,255	\$ 1,065,944	\$ 1,072,099

The table above excludes:

as of September 30, 2010, 7,348,344 shares of common stock issuable upon the exercise of outstanding stock options at a weighted-average exercise price of \$8.11 per share (which amount excludes 587,874 shares in respect of options to be exercised by selling stockholders in connection with this offering); and

6,750,000 shares of common stock reserved for future issuance under our 2010 Equity Compensation Plan.

Table of Contents**Index to Financial Statements****Dilution**

If you invest in shares of our common stock, your interest will be diluted to the extent of the difference between the initial public offering price per share of our common stock and the net tangible book value per share of our common stock upon the closing of this offering. Pro forma net tangible book value per share of common stock is determined by dividing the number of outstanding shares of common stock, after giving effect to (1) a two and one-half-for-one split of shares of our common stock effected on November 29, 2010 and (2) the automatic conversion of all outstanding shares of our convertible preferred stock into common stock immediately prior to the closing of this offering into the net tangible book value attributable to our common stock, which is our total tangible assets less our total liabilities. After giving further effect to (1) the payment of accrued dividends on our Series D-3 convertible preferred stock, which are payable in connection with the conversion of such preferred stock into common stock, (2) the sale of shares of our common stock by us in this offering at the initial public offering price of \$23.00 per share, and after deducting the estimated underwriting discounts and commissions and other offering expenses payable by us, (3) the repayment of an estimated \$2.8 million of outstanding term loans under the 2005 Credit Facility with a portion of the net proceeds of this offering and (4) the exercise of 587,874 fully vested stock options by selling stockholders, our receipt of \$3.3 million representing the aggregate exercise price of such options and the sale of the option shares in this offering, the adjusted pro forma net tangible book value attributable to shares of our common stock as of September 30, 2010 would have been approximately \$573.6 million, or \$5.21 per share. This represents an immediate increase in pro forma net tangible book value of \$0.06 per share to the holders of our existing common stock and an immediate dilution of \$17.79 per share to new investors purchasing shares of common stock at the initial public offering price.

The following table illustrates this per share dilution:

Assumed initial public offering price per share	\$ 23.00
Pro forma net tangible book value per share as of September 30, 2010	\$ 5.15
Increase in pro forma net tangible book value per share attributable to investors purchasing shares in this offering	.03
Increase in pro forma net tangible book value per share in connection with exercise of and sale of fully vested stock options by selling stockholders in this offering	.03
Adjusted pro forma net tangible book value per share after this offering	5.21
Dilution in net tangible book value per share to new investors	\$ 17.79

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The following table sets forth, as of September 30, 2010, the differences between the number of shares of common stock purchased from us, after giving effect to (i) a two and one-half for one stock split of shares of our common stock effected on November 29, 2010, (ii) the conversion of our convertible preferred stock into common stock, (iii) the total price paid and average price per share paid by existing stockholders and by the new investors in this offering at the public offering price of \$23.00 per share and (iv) the exercise and sale of fully vested stock options by selling stockholders in this offering.

	Shares purchased		Total consideration		Average price
	Number	Percent	Amount	Percent	per share
Existing shares	78,288,185	99.4%	\$ 385,407,897	97.5%	\$ 4.92
New shares	430,961	.6	9,912,103	2.5	23.00
Total	78,719,146	100%	\$ 395,320,000	100%	

If the underwriters exercise their option to purchase up to 1,901,250 additional shares in full, the following will occur:

the number of existing shares of common stock will represent 99.4% of the total number of shares of our common stock outstanding after this offering; and

the number of new shares will represent approximately 0.6% of the total number of shares of our common stock outstanding after this offering.

The foregoing discussion and tables assume no exercise of stock options to purchase 7,348,344 shares of our common stock issuable upon the exercise of stock options outstanding as of September 30, 2010, at a weighted average exercise price of \$8.11 per share, other than the exercise of 587,874 options by selling stockholders in connection with this offering. To the extent that any options are exercised, new investors will experience further dilution.

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Unaudited pro forma condensed consolidated financial information

On April 1, 2009, FleetCor entered into an acquisition agreement to acquire all of the outstanding stock of CLC Group, Inc. and subsidiaries which we refer to in this prospectus as the CLC Acquisition. The total consideration for this acquisition was \$169.1 million, consisting of cash paid of \$161.1 million and the issuance of \$8 million of our Series E convertible preferred stock.

The unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2009 has been derived from the application of pro forma adjustments to our historical audited consolidated financial statements for the year ended December 31, 2009 and CLC Group, Inc. and subsidiaries' unaudited financial statements for the quarter ended March 31, 2009 and gives effect to the CLC Acquisition as if it occurred on January 1, 2009. The unaudited pro forma condensed consolidated statement of income for the nine months ended September 30, 2009 has been derived from the application of pro forma adjustments to our historical unaudited consolidated financial statements for the nine months ended September 30, 2009 and CLC Group, Inc. and subsidiaries' unaudited financial statements for the quarter ended March 31, 2009 and gives effect to the CLC Acquisition as if it occurred on January 1, 2009. Our operating results for all periods subsequent to March 31, 2009 reflect the impact of the CLC Acquisition. The acquisition was accounted for as a purchase in accordance with the authoritative guidance related to business combinations. We have not included pro forma balance sheet information because our consolidated balance sheet, as of December 31, 2009, reflects the effect of the CLC Acquisition.

The unaudited pro forma condensed consolidated statement of income does not purport to represent what our results of operations would have been if the CLC Acquisition had occurred on January 1, 2009 and are not intended to project our results of operations for any future period. The unaudited pro forma adjustments are based on estimates, available information and certain assumptions that we believe are reasonable and may be revised as additional information becomes available. The pro forma adjustments and principal assumptions are described in the accompanying notes. You should read this table together with the discussion under the headings "Selected consolidated financial data" and "Management's discussion and analysis of financial condition and results of operations" and CLC Group, Inc. and subsidiaries consolidated financial statements and the related notes included elsewhere in this prospectus.

Table of ContentsIndex to Financial Statements**FleetCor Technologies, Inc.****Unaudited pro forma condensed consolidated statement of income****Year ended December 31, 2009****(in thousands, except share data)**

	CLC Group, Inc.			
	and subsidiaries			
	January 1, 2009			
	through			
	FleetCor Technologies, Inc.	March 31, 2009	Acquisition adjustments	Pro forma
Revenues, net	\$ 354,073	\$ 16,308	\$	\$ 370,381
Operating expenses	179,660	7,187		186,847
	174,413	9,121		183,534
Depreciation and amortization	28,368	790	469(a)	29,627
Operating income	146,045	8,331	(469)	153,907
Other (income) expense, net	(933)	132		(801)
Interest expense, net	17,363	253		17,616
Total other expense	16,430	385		16,815
Income before income taxes	129,615	7,946	(469)	137,092
Provision for income taxes	40,563	3,266	(150)(b)	43,679
Net income	\$ 89,052	\$ 4,680	\$ (319)	\$ 93,413
Pro forma earnings per share(c):				
Basic				\$ 2.33
Diluted				1.15
Basic weighted average shares outstanding				33,802
Diluted weighted average shares outstanding				80,979

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- (a) Represents additional amortization of intangible assets recorded in connection with the purchase price allocation of the CLC Acquisition computed as follows:

Amortization of intangible assets based on purchase price allocation	\$ 1,069
Amortization of intangible assets included in CLC Group, Inc. and subsidiaries historical financial statements	600
Additional amortization expense	\$ 469

- (b) Represents a reduction in the provision for income taxes for the additional amortization expense recorded that related to intangible assets in connection with the CLC Group, Inc. and subsidiaries purchase price allocation.

- (c) Pro forma basic and diluted earnings per share give effect to the two and one-half-for-one stock split effected on November 29, 2010.

Table of ContentsIndex to Financial Statements**FleetCor Technologies, Inc.****Unaudited pro forma condensed consolidated statement of income****Nine months ended September 30, 2009****(in thousands, except share data)**

	FleetCor Technologies, Inc.	CLC Group, Inc. and subsidiaries(a)	Acquisition adjustments	Pro forma
Revenues, net	\$ 256,761	\$ 16,308	\$	\$ 273,069
Operating expenses	131,680	7,187		138,867
	125,081	9,121		134,202
Depreciation and amortization	20,235	790	469	21,494
Operating income	104,846	8,331	(469)(b)	112,708
Other (income) expense, net	(369)	132		(237)
Interest expense, net	13,023	253		13,276
Total other expense	12,654	385		13,039
Income before income taxes	92,192	7,946	(469)	99,669
Provision for income taxes	28,088	3,266	(150)(c)	31,204
Net income	\$ 64,104	\$ 4,680	\$ (319)	\$ 68,465
Pro forma earnings per share(d):				
Basic				\$ 1.57
Diluted				.85
Basic weighted average shares outstanding				33,775
Diluted weighted average shares outstanding				80,780

(a) Represents CLC Group, Inc. and subsidiaries unaudited financial statements for the quarter ended March 31, 2009. Our operating results for all periods subsequent to March 31, 2009 reflect the impact of the CLC Acquisition.

(b) Represents additional amortization of intangible assets recorded in connection with the purchase price allocation of the CLC Acquisition computed as follows:

Amortization of intangible assets based on purchase price allocation	\$ 1,069
Amortization of intangible assets included in CLC Group, Inc. and subsidiaries historical financial statements	600

Additional amortization expense

\$ 469

- (c) Represents a reduction in the provision for income taxes for the additional amortization expense recorded that related to intangible assets in connection with the CLC Group, Inc. and subsidiaries purchase price allocation.
- (d) Pro forma basic and diluted earnings per share give effect to the two and one-half-for-one stock split effected on November 29, 2010.

Table of Contents**Index to Financial Statements****Selected consolidated financial data**

We derived the consolidated statement of income and other financial data for the years ended December 31, 2009, 2008 and 2007 and the selected consolidated balance sheet data as of December 31, 2009 and 2008 from the audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of income data for the nine months ended September 30, 2010 and 2009 as well as the consolidated balance sheet data as of September 30, 2010 are derived from our unaudited consolidated financial statements that are included elsewhere in this prospectus. We derived the selected historical financial data for the years ended December 31, 2006 and 2005 and the selected consolidated balance sheets as of December 31, 2007, 2006 and 2005 from our audited consolidated financial statements that are not included in this prospectus.

The selected consolidated financial data set forth below should be read in conjunction with Management's discussion and analysis of financial condition and results of operations and our audited consolidated financial statements and notes thereto included elsewhere in this prospectus. The unaudited consolidated financial statements include, in the opinion of management, all adjustments, which include only normal recurring adjustments, that management considers necessary for the fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results to be expected in any future period.

(in thousands, except per share data)	Nine months ended		2009	2008	Year ended December 31,		
	September 30, 2010	2009			2007	2006	2005
	(unaudited)						
Consolidated statement of income data(1):							
Revenues, net	\$ 327,294	\$ 256,761	\$ 354,073	\$ 341,053	\$ 264,086	\$ 186,209	\$ 143,334
Expenses:							
Merchant commissions	39,549	28,860	39,709	38,539	39,358	32,784	24,247
Processing	52,608	43,099	57,997	51,406	34,060	26,388	18,360
Selling	23,155	21,470	30,579	23,778	22,625	19,464	13,740
General and administrative	40,025	38,251	51,375	47,635	41,986	23,175	20,562
Depreciation and amortization	25,238	20,235	28,368	27,240	20,293	12,571	7,448
Operating income	146,719	104,846	146,045	152,455	105,764	71,827	58,977
Other, net	(767)	(369)	(933)	(2,488)	(1,554)	39	1,997
Interest expense, net	16,352	13,023	17,363	20,256	19,735	11,854	7,564
Total other expense	15,585	12,654	16,430	17,768	18,181	11,893	9,561
Income before income taxes	131,134	92,192	129,615	134,687	87,583	59,934	49,416
Provision for income taxes	40,752	28,088	40,563	37,405	25,998	21,957	18,748
Net income	\$ 90,382	\$ 64,104	\$ 89,052	\$ 97,282	\$ 61,585	\$ 37,977	\$ 30,668
Pro forma earnings per share (unaudited)(2):							
Earnings per share, basic	\$.89	\$.78	\$ 1.10	\$ 1.36	\$.87	\$.58	\$.46
Earnings per share, diluted	.93	.82	1.12	1.36	.87	.58	.45
Weighted average shares outstanding, basic	77,600	74,548	75,253	68,108	67,271	61,892	65,812
Weighted average shares outstanding, diluted	82,009	78,307	79,177	71,683	71,113	65,809	68,622

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(in thousands)	As of September 30,					As of December 31,	
	2010	2009	2008	2007	2006	2005	
Consolidated balance sheet data:							
Cash and cash equivalents(3)	\$ 110,773	\$ 84,701	\$ 70,355	\$ 68,864	\$ 18,191	\$	
Restricted cash(3)(4)	65,927	67,979	71,222	76,797	64,016		
Total assets	1,503,527	1,209,545	929,062	875,106	657,925	266,359	
Total debt	501,326	351,551	370,747	341,851	255,032	127,543	
Total stockholders' equity	571,929	474,049	273,264	192,009	158,482	58,179	

- (1) In June 2009, the Financial Accounting Standards Board, or FASB, issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. This guidance was effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, our statements of income will no longer include securitization activities in revenue. Rather, we will report interest income, provision for bad debts and interest expense associated with the debt securities issued from our securitization facility.
- (2) Pro forma to give effect to (1) the conversion of all outstanding shares of our convertible preferred stock into 43,575,148 shares of our common stock immediately prior to the completion of this offering, (2) the forgiveness of all cumulative dividends except for a portion of the dividends related to Series D-3 convertible preferred stock where holders will receive cash dividends of approximately \$7.3 million on our convertible preferred stock calculated as of September 30, 2010, (3) a two and one-half-for-one stock split of shares of our common stock effected on November 29, 2010 offering and (4) compensation expense of approximately \$12.8 million related to 1,506,805 shares of restricted stock which will vest upon the closing of this offering.
- (3) No cash and cash equivalents were maintained at December 31, 2005 due to a negative cash balance, which was classified as accounts payable. Further, there was no restricted cash at December 31, 2005 as restricted cash relates to acquisitions we made in 2006.
- (4) Restricted cash represents customer deposits repayable on demand.

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Management's discussion and analysis of financial condition and results of operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes appearing elsewhere in this prospectus. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management's expectations. Factors that could cause such differences include, but are not limited to, those identified below and those described in Risk factors appearing elsewhere in this prospectus. All foreign currency amounts that have been converted into U.S. dollars in this discussion are based on the exchange rate as reported by OANDA for the applicable periods. In this prospectus, when we refer to consolidated revenue, the provision for bad debts and interest expense on a managed basis, in each case, for the periods between January 1, 2005 and December 31, 2009, such amounts have been adjusted for the impact of the new accounting guidance related to our securitization facility as further discussed below. For the periods prior to January 1, 2005, we did not maintain a securitization facility. The term managed basis is used throughout Management's discussion and analysis of financial condition and results of operations.

Overview

FleetCor is a leading independent global provider of specialized payment products and services to commercial fleets, major oil companies and petroleum marketers. We serve more than 530,000 commercial accounts in 18 countries in North America, Europe, Africa and Asia, and we had approximately 2.5 million commercial cards in use during the month of December 2009. Through our proprietary payment networks, our cards are accepted at approximately 83,000 locations in North America and internationally. In 2009, we processed approximately \$14 billion in purchases on our proprietary networks and third-party networks. We believe that our size and scale, geographic reach, advanced technology and our expansive suite of products, services, brands and proprietary networks contribute to our leading industry position.

We provide our payment products and services in a variety of combinations to create customized payment solutions for our customers and partners. We sell these products and services directly and indirectly through partners with whom we have strategic relationships, such as major oil companies and petroleum marketers. We refer to these major oil companies and petroleum marketers as our partners. We provide our customers with various card products that typically function like a charge card to purchase fuel, lodging and related products and services at participating locations. Our payment programs enable businesses to better manage and control employee spending and provide card-accepting merchants with a high volume customer base that can increase their sales and customer loyalty.

In order to deliver our payment programs and services and process transactions, we own and operate six proprietary closed-loop networks through which we electronically connect to merchants and capture, analyze and report customized information. We also use third-party networks to deliver our payment programs and services in order to broaden our card acceptance and use. To support our payment products, we also provide a range of services, such as issuing and processing, as well as specialized information services that provide our customers with value-added functionality and data. Our customers can use this data to track important business productivity metrics, combat fraud and employee misuse, streamline expense administration and lower overall fleet operating costs.

FleetCor's predecessor company was organized in the United States in 1986. In 2000, our current chief executive officer joined us and we changed our name to FleetCor Technologies, Inc. Since 2000, we have grown significantly through a combination of organic initiatives, product and service innovation and over 40

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acquisitions of businesses and commercial account portfolios. We have grown our revenue from \$30.7 million in 2001 to \$381.3 million on a managed basis in 2009, representing a compound annual growth rate of 37.0%. In 2009, we generated 35.8% of our revenue from our international operations, compared to none in 2005. In addition, we have grown our net income from a net loss of \$12.6 million in 2000 to net income of \$89.1 million in 2009. Our corporate headquarters are located in Norcross, Georgia. As of December 31, 2009, we employed approximately 1,130 employees, approximately 650 of whom were located in the United States.

Our segments, sources of revenue and expenses***Segments***

We operate in two segments, which we refer to as our North American and International segments. Our revenue is reported net of the wholesale cost for underlying products and services. In this prospectus, we refer to this net revenue as revenue. For the years ended December 31, 2009, 2008, 2007 and 2006, and the nine months ended September 30, 2010 and 2009, our North American and International segments generated the following revenue:

(dollars in millions)	Revenue	Nine months ended September 30,				Year ended December 31,						
		2010 % of total revenue	2009 % of total revenue	2009 % of total revenue	2008 % of total revenue	2007 % of total revenue	2006 % of total revenue					
North America	\$219.4	67.0%	\$ 167.0	65.0%	\$ 227.4	64.2%	\$ 205.5	60.2%	\$ 161.4	61.1%	\$ 169.6	91.1%
International	107.9	33.0%	89.8	35.0%	126.7	35.8%	135.6	39.8%	102.7	38.9%	16.6	8.9%
	\$327.3	100.0%	\$ 256.8	100.0%	\$ 354.1	100.0%	\$ 341.1	100.0%	\$ 264.1	100.0%	\$ 186.2	100.0%

For the years ended December 31, 2009, 2008, 2007 and 2006, and the nine months ended September 30, 2009, our consolidated revenues, net on a managed basis for our North American and International segments was as follows:

(dollars in millions)	Nine months ended September 30,				Year ended December 31,					
	2009 % of total revenue	2009 % of total revenue	2009 % of total revenue	2008 % of total revenue	2007 % of total revenue	2006 % of total revenue				
North America	\$ 188.4	67.7%	\$ 254.6	66.8%	\$ 248.7	64.7%	\$ 188.9	64.8%	\$ 193.1	92.1%
International	89.8	32.3%	126.7	33.2%	135.6	35.3%	102.7	35.2%	16.6	7.9%
	\$ 278.2	100.0%	\$ 381.3	100.0%	\$ 384.3	100.0%	\$ 291.6	100.0%	\$ 209.7	100.0%

Revenue, net on a managed basis for the twelve months ended September 30, 2010 aggregated \$430.4 million. North American and International segment revenue, net on a managed basis for the twelve months ended September 30, 2010 aggregated \$285.6 million and \$144.8 million, respectively. Revenue, net for the twelve months ended September 30, 2010 represents revenue, net for the year ended December 31, 2009, minus revenue, net for the nine months ended September 30, 2009, plus revenue, net for the nine months ended September 30, 2010.

Table of Contents**Index to Financial Statements*****Sources of Revenue***

Transactions. In both of our segments, we derive revenue from transactions and the related revenue per transaction. As illustrated in the diagram below, a transaction is defined as a purchase by a customer. Our customers include holders of our card products and those of our partners, for whom we manage card programs. Revenue from transactions is derived from our merchant and network relationships as well as our customers and partners. Through our merchant and network relationships we primarily offer fuel, vehicle maintenance or lodging services to our customers. We also earn revenue from our customers and partners through program fees and charges. The following diagram illustrates a typical transaction flow.

Illustrative Transaction Flow

From our merchant and network relationships, we derive revenue from the difference between the price charged to a customer for a transaction and the price paid to the merchant or network for the same transaction. As illustrated in the table below, the price paid to a merchant or network may be calculated as (i) the merchant's wholesale cost of fuel plus a markup; (ii) the transaction purchase price less a percentage discount; or (iii) the transaction purchase price less a fixed fee per unit. The difference between the price we pay to a merchant and the merchant's wholesale cost for the underlying products and services is considered a merchant commission and is recognized as an expense. Approximately 46.0% and 45.0% of our revenue during 2009 and the first nine months of 2010, respectively, was derived from our merchant and network relationships.

Illustrative Revenue Model for Fuel Purchases**(unit of one gallon)**

Illustrative Revenue Model				Merchant Payment Methods			
Retail Price	\$ 3.00	i) Cost Plus Mark-up:		ii) Percentage Discount:		iii) Fixed Fee:	
Wholesale Cost	(2.86)	Wholesale Cost	\$ 2.86	Retail Price	\$ 3.00	Retail Price	\$ 3.00
		Mark-up	0.05	Discount (3%)	(0.09)	Fixed Fee	(0.09)
FleetCor Revenue	\$ 0.14						
Merchant Commission	\$ (0.05)	Price Paid to Merchant	\$ 2.91	Price Paid to Merchant	\$ 2.91	Price Paid to Merchant	\$ 2.91
Price Paid to Merchant	\$ 2.91						

From our customers and partners, we derive revenue from a variety of program fees including transaction fees, card fees, network fees and report fees. Our payment programs include other fees and charges associated with late payments and based on customer credit risk. Approximately 54.0% and 55.0% of our revenue during 2009 and the first nine months of 2010, respectively, was derived from customer and partner program fees and charges.

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Transaction volume and revenue per transaction. Set forth below is revenue per transaction information for the years ended December 31, 2009, 2008 and 2007 and the nine months ended September 30, 2010 and 2009:

	Nine months ended September 30,		2009	Year ended December 31,		
	2010	2009		2008	2007	2006
Transactions (in millions)						
North America	111.0	107.2	143.4	149.5	130.0	142.0
International	36.4	36.8	50.5	39.9	28.4	3.5
Total transactions	147.4	144.0	193.9	189.4	158.4	145.5
Revenue per transaction						
North America	\$ 1.98	\$ 1.56	\$ 1.59	\$ 1.37	\$ 1.24	\$ 1.19
International	2.97	2.44	2.51	3.40	3.61	4.80
Consolidated revenue per transaction	2.22	1.78	1.83	1.80	1.67	1.28
Managed consolidated revenue per transaction	N/A(1)	1.93	1.97	2.02	1.84	1.45

(1) As a result of the adoption of authoritative accounting guidance, effective January 1, 2010, our statements of income no longer include securitization activities in revenues and therefore this presentation is not applicable for this period.

For the nine months ended September 30, 2010 compared to the same period in 2009, transaction volume increased from 144.0 million to 147.4 million, an increase of 3.4 million or 2.3%. We experienced an increase in transactions in our North American segment due to our acquisition of CLC Group, Inc. and subsidiaries in April 2009, and organic growth in certain payment programs. We experienced a decrease in transactions in our International segment due to the loss of a high transaction, low revenue contract, partially offset by organic growth in certain payment programs.

From 2008 to 2009 transactions increased from 189.3 million to 193.9 million, an increase of 4.6 million or 2.4%. We experienced a decrease in transactions in our North American segment due primarily to a reduction in transactions by existing customers that we believe was a result of the economic downturn, partially offset by our acquisition of CLC Group, Inc., in April 2009, and organic growth in certain payment programs. We experienced an increase in transactions in our International segment due to the full year impact of acquisitions completed in 2008 and new acquisitions in 2009. Transactions increased from 158.4 million in 2007 to 189.3 million in 2008, an increase of 30.9 million or 19.5%. The increase was due primarily to organic growth in the business and acquisitions in our International segment.

Revenue per transaction is derived from the various revenue types as discussed above and can vary based on geography, the relevant merchant relationship, the payment product utilized and the types of products or services purchased, the mix of which would be influenced by our acquisitions, organic growth in our business, and fluctuations in foreign currency exchange rates. Revenue per transaction per customer increases as the level of services we provide to a customer increases. The revenue per transaction in the International segment runs higher than the North America segment due primarily to higher margins and higher fuel prices in our international product lines. International revenue per transaction has decreased from 2007 to 2009 in part due to changes in foreign exchange rates and the impact of an acquisition completed in 2008 that carries a lower fee per transaction based on the relevant card products associated with this acquisition.

Our consolidated revenue per transaction increased from \$1.85 in the nine months ended September 30, 2009 to \$2.22 in the nine months ended September 30, 2010. The increase was primarily due to the following:

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during the nine months ended September 30, 2010, our total revenue increased by \$21.4 million, or \$0.08 per transaction, as a result of the adoption of authoritative accounting guidance related to our asset securitization facility as further discussed in Note 2 Summary of significant accounting policies ;

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acquisitions completed during 2009, which carried a higher rate per transaction due to the relevant card products associated with these acquisitions;

higher program fees and charges in certain payment programs;

the weakening of the U.S. dollar during the nine months ended September 30, 2010, relative to other foreign currencies, which resulted in favorable foreign exchange rates that increased our revenue per transaction; and

the loss of a high transaction, low revenue contract in our International segment.

Our consolidated revenue per transaction increased from \$1.80 in 2008 to \$1.83 in 2009. During 2009, our consolidated revenue per transaction was positively impacted by:

acquisitions completed during 2009, that carried a higher rate per transaction due to the relevant card products associated with these acquisitions; and

higher program fees and charges primarily resulting from the full-year impact of the implementation of a private label contract on our proprietary system.

During 2009, our consolidated revenue per transaction was negatively impacted by a range of factors, including:

the strengthening of the U.S. dollar during 2009, relative to other foreign currencies, which resulted in unfavorable foreign exchange rates that reduced our 2009 revenue per transaction;

the wholesale price of fuel decreased at a higher rate than the retail price of fuel during the second half of 2008 causing the margin between the wholesale cost of fuel and the retail price of fuel in 2008 to expand beyond historical levels. In 2009, fuel price spreads returned to historical levels; and

the average retail price of fuel in 2009 was significantly lower than the average retail price of fuel in 2008, which resulted in a decrease in our 2009 revenue per transaction.

Our consolidated revenue per transaction increased from \$1.67 in 2007 to \$1.80 in 2008. During 2008, our revenue per transaction was positively impacted by:

higher program fees and charges primarily resulting from the full-year impact of a private label contract and organic growth in our existing business; and

the wholesale price of fuel decreased at a higher rate than the retail price of fuel during the second half of 2008 causing the margin between the wholesale cost of fuel and the retail price of fuel in 2008 to expand beyond historical levels;

the average retail price of fuel in 2008 was significantly higher than the average retail price of fuel in 2007, which resulted in an increase in our 2008 revenue per transaction; and

the weakening of the U.S. dollar during 2008, relative to foreign currencies, which resulted in favorable foreign exchange rates that increased our 2008 consolidated revenue per transaction.

During 2008, our consolidated revenue per transaction was negatively impacted by:

an acquisition completed during 2008, that carried a lower rate per transaction due to the relevant card products associated with the acquisition.

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Sources of expenses

We incur expenses in the following categories:

Merchant commissions We incur merchant commissions expenses when we reimburse merchants with whom we have direct, contractual relationships in respect of specific transactions in which a customer purchases products or services from the merchant. Merchant commission equals the difference between the price paid by us to the merchant and the merchant's wholesale cost of the underlying products or services.

Processing Our processing expense consists of expenses related to processing transactions, servicing our customers and merchants and bad debt expense related to non-securitized accounts receivable.

Selling Our selling expenses consist primarily of wages, benefits, sales commissions (other than merchant commissions) and related expenses for our sales, marketing and account management personnel and activities.

General and administrative Our general and administrative expenses include compensation and related expenses (including stock-based compensation) for our executive, finance and accounting, information technology, human resources, legal and other administrative personnel. Also included are facilities expenses, third-party professional services fees, travel and entertainment expenses, and other corporate-level expenses.

Depreciation and amortization Our depreciation and amortization expenses include depreciation of property and equipment, consisting of computer hardware and software (including proprietary software development expense), card-reading equipment, furniture, fixtures, vehicles and buildings and leasehold improvements related to office space. Our amortization expenses include intangible assets related to customer and vendor relationships, tradenames and trademarks, non-compete agreements and software. We are amortizing intangible assets related to business acquisitions and certain private label contracts associated with the purchase of accounts receivable.

Other income, net Other income, net includes foreign currency transaction gains or losses, revenue/costs from the sale of assets and other miscellaneous operating costs and revenue.

Interest expense, net Interest expense, net includes interest income on our cash balances and interest expense on our outstanding debt and excludes interest on our securitization facility. We have historically invested our cash primarily in short-term money market funds.

Provision for income taxes The provision for income taxes consists primarily of corporate income taxes related to profits resulting from the sale of our products and services in the United States and internationally. Our worldwide effective tax rate is lower than the U.S. statutory rate of 35%, due primarily to lower rates in foreign jurisdictions and foreign-sourced non-taxable income.

Factors and trends impacting our business

We believe that the following factors and trends are important in understanding our financial performance:

Fuel prices Our fleet customers use our products and services primarily in connection with the purchase of fuel. Accordingly, our revenue is affected by fuel prices, which are subject to significant volatility. A change in retail fuel prices could cause a decrease or increase in our

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revenue from several sources, including fees paid to us based on a percentage of each customer's total purchase. We believe that in 2009, approximately 19.1% of our consolidated revenue on a managed basis was directly influenced by the absolute price of fuel. Changes in the absolute price of fuel may also impact unpaid account balances and the late fees and charges based on these amounts.

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Fuel-price spread volatility A portion of our revenue involves transactions where we derive revenue from fuel-price spreads, which is the difference between the price charged to a fleet customer for a transaction and the price paid to the merchant for the same transaction. In these transactions, the price paid to the merchant is based on the wholesale cost of fuel. The merchant's wholesale cost of fuel is dependent on several factors including, among others, the factors described above affecting fuel prices. The fuel price that we charge to our customer is dependent on several factors including, among others, the fuel price paid to the merchant, posted retail fuel prices and competitive fuel prices. We experience fuel-price spread contraction when the merchant's wholesale cost of fuel increases at a faster rate than the fuel price we charge to our customers, or the fuel price we charge to our customers decreases at a faster rate than the merchant's wholesale cost of fuel. Approximately 18.6% of our consolidated revenue on a managed basis in 2009 was derived from transactions where our revenue is tied to fuel-price spreads.

Acquisitions Since 2002, we have completed over 40 acquisitions of companies and commercial account portfolios. Acquisitions have been an important part of our growth strategy, and it is our intention to continue to seek opportunities to increase our customer base and diversify our service offering through further strategic acquisitions. The impact of acquisitions has, and may continue to have, a significant impact on our results of operations and may make it difficult to compare our results between periods.

Interest rates Our results of operations are affected by interest rates. We are exposed to market risk changes in interest rates on our cash investments and debt.

Global economic downturn Our results of operations are materially affected by conditions in the economy generally, both in North America and internationally. Factors affected by the economy include our transaction volumes and the credit risk of our customers. These factors affected our businesses in both our North American and International segments.

Foreign currency changes Our results of operations are impacted by changes in foreign currency rates; namely, by movements of the British pound, the Czech koruna, the Russian rouble, the Canadian dollar and the Euro relative to the U.S. dollar. Approximately 64% of our revenue in 2009 was derived in U.S. dollars and was not affected by foreign currency exchange rates.

Expenses In connection with being a public company and complying with the Sarbanes-Oxley Act of 2002, we expect our general and administrative expense to increase and then remain relatively constant or increase slightly as a percentage of revenue. Over the long term, we expect that our general and administrative expense will decrease as a percentage of revenue as our revenue increases. To support our expected revenue growth, we plan to continue to incur additional sales and marketing expense by investing in our direct marketing, third-party agents, internet marketing, telemarketing and field sales force.

Accounts receivable securitization

We utilize an off-balance sheet securitization facility in the ordinary course of our business to finance a portion of our accounts receivable. Our off-balance sheet activity utilizes a qualified special-purpose entity, or QSPE, in the form of a limited liability company. The QSPE raises funds by issuing debt to third-party investors. The QSPE holds trade accounts receivable whose cash flows are the primary source of repayment for the liabilities of the QSPE. Investors only have recourse to the assets held by the QSPE. Our involvement in these arrangements takes the form of originating accounts receivable and providing servicing activities. Accounts receivable that we sell under the securitization facility are reported in our consolidated financial statements in accordance with relevant authoritative literature. Trade accounts receivable sold under this program are excluded from accounts receivable in our consolidated financial statements.

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In June 2009, the Financial Accounting Standards Board, or FASB, issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. The concept of a QSPE entity, which had previously facilitated sale accounting for certain asset transfers, is removed by this standard. This guidance was effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, we consolidate the QSPE and the securitization of accounts receivable related to the QSPE are accounted for as a secured borrowing rather than as a sale. Accordingly, we record accounts receivable and short-term debt related to the securitization facilities as assets and liabilities on our balance sheet. In addition, our statements of income no longer includes securitization activities in revenue. Rather, we report provision for bad debts and interest expense associated with the debt securities issued by the QSPE.

As a result of the implementation of this guidance, at September 30, 2010, we had \$167 million of accounts receivable and short-term debt on our balance sheet. See Note 2 Summary of significant accounting policies to our consolidated financial statements included herein for further details.

Although bad debt and interest associated with our securitization facility were reported in revenue for the periods prior to January 1, 2010, we monitored these costs on a managed basis. The following table presents certain statement of income items adjusted for the impact of the new accounting guidance described above related to our securitization facility.

(in millions)	Nine months ended September 30, 2009						Year ended December 31, 2007					
	Adjust-		Adjust-		Adjust-		Adjust-		Adjust-		Adjust-	
	As reported	ments	As adjusted	As reported	ments	As adjusted	As reported	ments	As adjusted	As reported	ments	As adjusted
Net revenue	\$256.8	\$21.4	\$278.2	\$354.1	\$27.2	\$381.3	\$341.1	\$43.2	\$384.3	\$264.1	\$27.5	\$291.6
Processing expense	43.1	17.3	60.4	58.0	21.9	79.9	51.4	27.4	78.8	34.1	11.3	45.4
Interest expense, net	13.0	4.1	17.1	17.4	5.3	22.7	20.3	15.8	36.1	19.7	16.2	35.9

(in millions)	Year ended December 31, 2005					
	Adjust-		Adjust-		Adjust-	
	As reported	ments	As adjusted	As reported	ments	As adjusted
Net revenue	\$186.2	\$23.5	\$209.7	\$143.4	\$16.6	\$160.0
Processing expense	26.3	10.4	36.7	18.4	9.6	28.0
Interest expense, net	11.9	13.1	25.0	7.5	7.0	14.5

For periods prior to the year ended December 31, 2005, we did not maintain an asset securitization facility. Our revenue for the years ended December 31, 2004, 2003, 2002 and 2001 equaled \$100.0 million, \$72.6 million, \$43.2 million and \$30.7 million, respectively.

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Managed provision for bad debts as a percentage of gross billed revenue is as follows (dollar amounts in millions):

	Nine months ended September 30, 2009	2009	2008	2007	Year ended December 31, 2006
Provision for bad debt included in:					
Processing expense	\$ 8.1	\$ 10.7	\$ 7.5	\$ 3.7	\$ 4.8
Revenue, net	17.3	21.9	27.4	11.3	10.4
Managed provision for bad debts	25.4	32.6	34.9	15.0	15.2
Managed provision for bad debts as a percentage of gross billed revenue (1)	0.62%	0.56%	0.43%	0.36%	0.43%

- (1) In this table, gross billed revenue represents revenue billed to customers, when our card products are utilized, for which we bear credit risk and includes the costs underlying the transaction (e.g. fuel and lodging). Gross billed revenue is calculated on a one quarter lag. For example, gross billed revenue for the year ended December 31, 2007 is calculated as gross billed revenue for the three months ended December 31, 2006 plus gross billed revenue for the nine month period from January 1, 2007 through September 30, 2007. We believe this calculation better matches our provision for bad debts with the related gross billed revenue. For the nine months ended September 30, 2010 the provision for bad debts was \$15.1 million, or 0.30%, as a percentage of gross billed revenue. Managed provision for bad debts as a percentage of gross billed revenue for the quarters ended March 31, June 30, September 30, and December 31, 2009 was 0.74%, 0.73%, 0.40%, and 0.43%, respectively. Managed provision for bad debt as a percentage of gross billed revenue for the quarters ended March 31, June 30, and September 30, 2010 was 0.32%, 0.32%, and 0.27%, respectively. Managed provision for bad debts as a percentage of billed revenue for the period January 1, 2006 to December 31, 2008 was 0.41%.

Acquisitions

During 2009, we acquired three companies the two largest of which are described below. The results of CLC Group, Inc. and its subsidiaries since the date of acquisition are included within our North American segment. The results of operations for the remaining acquisitions are included in our International segment from their respective dates of acquisition.

In April 2009, we completed the acquisition of all of the outstanding stock of CLC Group, Inc., a provider of lodging management programs based in Wichita, Kansas, which we refer to as the CLC Acquisition in this prospectus. The aggregate purchase price was \$169.1 million, \$161.1 million paid in cash and \$8.0 million paid in the form of our Series E convertible preferred stock. Through this acquisition, we entered the lodging payments business. The consolidated financial statements of CLC Group, Inc. and its subsidiaries for 2008 are included elsewhere in this prospectus and pro forma adjustments to our historical results of operations for the year ended December 31, 2009 and for the nine months ended September 30, 2009, to give effect to the CLC Acquisition as if it occurred on January 1, 2009, are included in this prospectus under the caption Unaudited pro forma condensed consolidated financial information.

In August 2009, we completed the acquisition of all of the outstanding shares of ReD Fuel Cards (Europe) Limited, a fleet card company based in the United Kingdom, which we refer to as the ReD Acquisition in this prospectus. The aggregate purchase price was \$62.9 million (based on the exchange rate on the date of acquisition). As a result of this acquisition, we expanded our commercial fleet card offerings in the United Kingdom and Ireland.

During 2008, we acquired four companies, the three largest of which are discussed below. The results of operations for these acquisitions are included in our International segment from their respective dates of acquisition.

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In March 2008, we completed the acquisition of all of the outstanding shares of Abbey Group (OXON) Limited, a fleet card company based in the United Kingdom, and affiliated entities, for an aggregate purchase price of \$15.0 million (based on the exchange rate on the date of the acquisition).

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In June 2008, we completed the acquisition of all of the outstanding shares of ICP International Card Products B.V., or ICP, a payment transaction processing company based in the Netherlands, for an aggregate cash purchase price of \$5.9 million (based on the exchange rate on the date of the acquisition). As a result of this acquisition, we expanded our processing services for major oil companies in Europe, Asia and Africa.

In July 2008, we completed the acquisition of all of the outstanding shares of Petrol Plus Region, an independent fuel card provider based in Russia, and an affiliated entity, for an aggregate purchase price of \$49.0 million. As a result of this acquisition, we have become the leading independent fuel card company in Russia with additional operations in Poland, Lithuania, Latvia and Estonia.

In April 2007, we completed the acquisition of all of the outstanding shares of Fambo UK Limited, a fuel card company based in the United Kingdom, for an aggregate purchase price of \$34.3 million (based on the exchange rate on the date of the acquisition). The results of operations for this acquisition are included in the consolidated results of operations of our International segment from the date of acquisition.

Results of operations**Year ended December 31, 2009 compared to the year ended December 31, 2008**

The following table sets forth selected consolidated statement of operations data for the years ended December 31, 2009 and 2008 (dollars in millions).

	Year ended December 31, 2009	% of total revenue	Year ended December 31, 2008	% of total revenue	Increase (decrease)	% Change
Revenues, net:						
North America	\$ 227.4	64%	\$ 205.5	60%	\$ 21.9	10.7 %
International	126.7	36%	135.6	40%	(8.9)	(6.6)%
Total revenues, net	354.1	100%	341.1	100%	13.0	3.8 %
Consolidated operating expenses:						
Merchant commissions	39.7	11%	38.5	11%	1.2	3.1 %
Processing	58.0	16%	51.4	15%	6.6	12.8 %
Selling	30.6	9%	23.8	7%	6.8	28.6 %
General and administrative	51.4	15%	47.6	14%	3.8	8.0 %
Depreciation and amortization	28.4	8%	27.3	8%	1.1	4.0 %
Operating income	146.0	41%	152.5	45%	(6.5)	(4.3)%
Other income, net	(.9)	0%	(2.5)	(1)%	1.6	(64.0)%
Interest expense, net	17.3	5%	20.3	6%	(3.0)	(14.8)%
Provision for income taxes	40.5	11%	37.4	11%	3.1	8.3 %
Net income	\$ 89.1	25%	\$ 97.3	29%	\$ (8.2)	(8.4)%
Operating income for segments:						
North America	\$ 91.7	40%	\$ 88.3	43%	\$ 3.4	3.9 %
International	54.3	43%	64.2	47%	(9.9)	(15.4)%

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Operating income	\$	146.0	41%	\$	152.5	45%	\$	(6.5)	(4.3)%
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Operating margin for segments:

North America	40.3%	43.0%	(2.5)%
International	42.9%	47.3%	(4.4)%

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Revenue

Our consolidated revenue increased from \$341.1 million in 2008 to \$354.1 million in 2009, an increase of \$13.0 million, or 3.8%. During 2009, our consolidated revenue was positively impacted by:

acquisitions completed during 2009, which represented an aggregate of \$45.5 million in revenue from their respective dates of acquisition;

acquisitions completed during 2008, which contributed an aggregate of \$7.2 million in revenue in 2009 in excess of revenue recognized in 2008 (excluding the impact of foreign exchange rate fluctuations); and

higher program fees and charges from our existing customers, including the full-year impact of the implementation of a private label contract on our proprietary system, which contributed approximately \$14.9 million of revenue year over year.

During 2009, our consolidated revenue was negatively impacted by a range of factors, including:

the strengthening of the U.S. dollar during 2009, relative to other foreign currencies, which resulted in unfavorable foreign exchange rates as compared to 2008 that reduced our revenue in 2009 by \$18.1 million;

lower transaction volumes during 2009 due primarily to the impact of the economic downturn;

a decrease in the wholesale price of fuel at a higher rate than the retail price of fuel during the second half of 2008, causing the margin between the wholesale cost of fuel and the retail price of fuel to expand beyond historical levels. We believe the differential contributed incremental revenue of approximately \$9 million in 2008 relative to revenue in 2009. Fuel-price spread margins returned to more historical levels in 2009; and

the average retail price of fuel was lower in 2009 as compared to 2008. We believe that the lower average retail price of fuel in 2009 reduced revenue by approximately \$10 million.

North American segment revenue

North American revenue increased from \$205.5 million in 2008 to \$227.4 million in 2009, an increase of \$21.9 million, or 10.7%. The increase in our North American revenue was due primarily to:

the impact of nine months of revenue following the CLC Acquisition in April 2009, the results of which were reported in our results of operations from the date of acquisition and represented \$37.1 million in revenue;

the loss on sales of receivables to the securitization facility, which on a managed basis represents interest on the securitization facility and bad debt expense on the securitized accounts receivable, decreased from \$43.2 million in 2008 to \$27.2 million in 2009, resulting in a lower adjustment to revenue of \$16.0 million in 2009 versus 2008; and

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\$14.9 million in higher program fees and charges from our existing customers, including the full-year impact of the implementation of a private label contract on our proprietary system.

The increase in North American revenue was primarily offset by:

a decrease in the wholesale price of fuel at a higher rate than the retail price of fuel during the second half of 2008, causing the margin between the wholesale cost of fuel and the retail price of fuel to expand beyond historical levels. We believe the differential contributed incremental revenue of approximately \$9 million in 2008 relative to revenue in 2009. Fuel-price spread margins returned to more historical levels in 2009;

the average retail price of fuel was lower in 2009 as compared to 2008. We believe that the lower average retail price of fuel in 2009 reduced revenue by approximately \$10 million; and

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lower transaction volumes, which we believe resulted from the economic downturn.

International segment revenue

International segment revenue decreased from \$135.6 million in 2008 to \$126.7 million in 2009, a decrease of \$8.9 million, or 6.6%. The decrease in International segment revenue was due primarily to the following:

the strengthening of the U.S. dollar during 2009, relative to foreign currencies, which resulted in unfavorable foreign exchange rates that reduced our revenue in 2009 by \$18.1 million; and

lower transaction volumes, which we believe resulted from the economic downturn.

The decrease in International segment revenue was partially offset by:

the full-year impact of acquisitions completed during 2008 and the partial-year impact of acquisitions completed during 2009, which represented an aggregate increase in revenue of \$15.7 million in 2009; and

higher revenue per transaction from our existing card products as compared to 2008.

Consolidated operating expenses

Merchant commissions. Merchant commissions increased from \$38.5 million in 2008 to \$39.7 million in 2009, an increase of \$1.2 million, or 3.1%. This increase was due primarily to acquisitions completed during 2009 which added \$6.2 million in expense, partially offset by the favorable impact of foreign exchange rates of \$3.3 million, and lower transaction volumes by existing customers, which we believe were due to the economic downturn.

Processing. Processing expenses increased from \$51.4 million in 2008 to \$58.0 million in 2009, an increase of \$6.6 million, or 12.8%. This increase was due primarily to the impact of acquisitions completed during 2009 of \$7.7 million and an increase of \$0.5 million for bad debt related to non-securitized accounts receivable due to a higher percentage of uncollectible accounts. These increases were partially offset by the favorable impact of foreign exchange rates of \$1.0 million and lower servicing costs of \$2.4 million due to operating efficiencies.

Selling. Selling expenses increased from \$23.8 million in 2008 to \$30.6 million in 2009, an increase of \$6.8 million, or 28.6%. The increase was due primarily to the impact of acquisitions completed during 2009 of \$3.5 million and additional sales and marketing expense of \$4.1 million to increase sales production. These increases were partially offset by the favorable impact of foreign exchange rates of \$0.7 million.

General and administrative. General and administrative expense increased from \$47.6 million in 2008 to \$51.4 million in 2009, an increase of \$3.8 million, or 8.0%. An increase of \$9.2 million was attributable to acquisitions completed during 2009. This increase was partially offset by the favorable impact of foreign exchange rates of \$3.7 million and operating efficiencies that we believe reduced expenses by \$2.2 million.

Depreciation and amortization. Depreciation and amortization increased from \$27.3 million in 2008 to \$28.4 million in 2009, an increase of \$1.1 million, or 4.0%. An increase of \$5.7 million was attributable to acquisitions completed during 2009 due primarily to the amortization of intangible assets related to customer and vendor relationships, tradenames and trademarks, non-compete agreements and software. This increase was partially offset by the impact of a contract that became fully amortized during 2008 and represented \$5.9 million of additional amortization in 2008.

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Operating income decreased from \$152.5 million in 2008 to \$146.0 million in 2009, a decrease of \$6.5 million, or 4.3%. Our operating margin was 44.7% and 41.2% for 2008 and 2009, respectively. The decrease in operating income and margin from 2008 to 2009 was due primarily to the impact of lower price-spread revenue during 2009 relative to the higher than normal fuel-price spreads experienced during the second half of 2008, the unfavorable impact of foreign exchange rates in 2009 compared to 2008, lower average retail price of fuel in 2009 compared to 2008 and a decrease in transaction volumes as a result of the global economic downturn.

For the purpose of segment operations, we calculate segment operating income by subtracting segment operating expenses from segment revenue. Similarly, segment operating margin is calculated by dividing segment operating income by segment revenue.

North American segment operating income

North American operating income increased from \$88.3 million in 2008 to \$91.7 million in 2009, an increase of \$3.4 million, or 3.9%. North American operating margin was 43.0% and 40.3% for 2008 and 2009, respectively. The increase in operating income from 2008 to 2009 was due primarily to the impact of the CLC Acquisition, which we completed in April 2009, and organic growth in our rate per transaction during 2009 compared to 2008. These factors were partially offset by lower fuel-price spread revenue in 2009 compared to 2008 due to higher than normal fuel-price spreads in the second half of 2008, a lower average retail price of fuel in 2009 compared to 2008 and a decrease in transaction volumes, which we believe resulted from the economic downturn. Operating margin decreased from 2008 to 2009 due primarily to lower fuel-price spread revenue in 2009 as discussed above without a corresponding decrease in our operating expenses. As a result, the higher than normal revenues in 2008 increased operating margin in that year by approximately 3%.

International segment operating income

International operating income decreased from \$64.2 million in 2008 to \$54.3 million in 2009, a decrease of \$9.9 million, or 15.4%. International operating margin was 47.3% and 42.9% for 2008 and 2009, respectively. The decrease in operating income and margin from 2008 to 2009 was due primarily to the impact of foreign exchange rates and lower transaction volumes as a result of the economic downturn. These factors were partially offset by the impact of completed acquisitions during 2009 and the full year impact of the acquisitions completed during 2008.

Other income, net

Other income decreased from \$2.5 million in 2008 to \$0.9 million in 2009, a decrease of \$1.6 million, or 64.0%. The decrease was due primarily to the reversal of a previously-recorded litigation reserve of \$1.1 million in 2008 and losses on foreign currency transactions of \$0.5 million in 2009.

Interest expense, net

Interest expense, net reflects the amount of interest paid on our 2005 Credit Facility and CCS Credit Facility described below under the headings 2005 Credit Facility and CCS Credit Facility, respectively, offset by interest income. Interest expense decreased from \$20.3 million in 2008 to \$17.3 million in 2009, a decrease of \$3.0 million, or 14.8%. The decrease from 2008 to 2009 resulted from lower average interest rates during 2009 than experienced during 2008. The average interest rate (including the effect of interest rate derivatives) on the

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2005 Credit Facility was 5.13% in 2009 versus 6.19% in 2008. The average interest rate on the CCS Credit Facility was 3.81% in 2009 versus 5.82% in 2008.

Provision for income taxes

The provision for income taxes increased from \$37.4 million in 2008 to \$40.5 million in 2009, an increase of \$3.1 million, or 8.3%. The increase from 2008 to 2009 was due primarily to an increase in our effective tax rate from 27.8% in 2008 to 31.3% in 2009. The increase in our effective tax rate was due primarily to the increase in valuation allowances on state net operating losses. As of December 31, 2009, we had net operating loss carryforwards for state income tax purposes of approximately \$53.0 million, which are available to offset future state taxable income through 2021. A valuation allowance was made against our state net operating loss carryforwards, the cumulative effect of which was recognized as an increase in tax expense of approximately \$0.9 million for 2009. Additionally, part of the increase was due to acquisition-related costs, which were expensed for accounting purposes but capitalized for tax purposes, and the mix of earnings between domestic and foreign jurisdictions with differing tax rates.

Net income

For all the reasons discussed above, our net income decreased from \$97.3 million in 2008 to \$89.1 million in 2009, a decrease of \$8.2 million, or 8.4%.

Year ended December 31, 2008 compared to the year ended December 31, 2007

The following table sets forth selected consolidated statement of operations data for the years ended December 31, 2008 and 2007 (dollars in millions).

	Year ended December 31, 2008	% of total revenue	Year ended December 31, 2007	% of total revenue	Increase (decrease)	% change
Revenues, net:						
North America	\$ 205.5	60%	\$ 161.4	61%	\$ 44.1	27.3%
International	135.6	40%	102.7	39%	32.9	32.0%
Total revenues, net	341.1	100%	264.1	100%	77.0	29.2%
Consolidated operating expenses:						
Merchant commissions	38.5	11%	39.4	15%	(.9)	(2.3)%
Processing	51.4	15%	34.1	13%	17.3	50.7%
Selling	23.8	7%	22.6	9%	1.2	5.3%
General and administrative	47.6	14%	42.0	16%	5.6	13.3%
Depreciation and amortization	27.3	8%	20.2	8%	7.1	35.1%
Operating income	152.5	45%	105.8	40%	46.7	44.1%
Other income, net	(2.5)	(1)%	(1.5)	(1)%	(1.0)	66.7%
Interest expense, net	20.3	6%	19.7	7%	.6	3.0%
Provision for income taxes	37.4	11%	26.0	10%	11.4	43.8%
Net income	\$ 97.3	29%	\$ 61.6	23%	\$ 35.7	58.0%

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Operating income for segments:							
North America	\$	88.3	43%	\$	64.6	40%	\$ 23.7 36.7%
International		64.2	47%		41.2	40%	23.0 55.8%
Operating income	\$	152.5	45%	\$	105.8	40%	\$ 46.7 44.1%
Operating margin for segments:							
North America		43.0%			40.0%		2.9%
International		47.3%			40.1%		7.2%

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Revenue

Our consolidated revenue increased from \$264.1 million in 2007 to \$341.1 million in 2008, an increase of \$77.0 million, or 29.2%. During 2008, our consolidated revenue was positively impacted by:

acquisitions of businesses during 2008, which represented an aggregate of \$15.1 million in revenue from their respective dates of acquisition;

acquisitions of businesses and a commercial account portfolio completed during 2007, which contributed an aggregate of \$7.6 million in 2008 in excess of revenue recognized in 2007;

higher program fees and other fees and charges primarily resulting from the full-year impact of a private label contract and higher fees for a number of our commercial account portfolios;

the decrease in the wholesale price of fuel at a higher rate than the retail price of fuel during the second half of 2008, which caused the margin between the wholesale cost of fuel and the retail price of fuel to expand beyond historical levels and which we believe contributed incremental revenue of approximately \$23 million relative to revenue in 2007; and

the average retail price of fuel was higher in 2008 as compared to 2007. We believe that the higher average retail price of fuel in 2008 increased revenue by approximately \$7 million.

Our consolidated revenue was also negatively impacted during 2008 by lower transaction volumes which we believe resulted from the economic downturn.

North American segment revenue

Revenue increased from \$161.4 million in 2007 to \$205.5 million in 2008, an increase of \$44.1 million, or 27.3%. The increase in revenue was due primarily to:

higher program fees and other fees and charges primarily as a result of the full-year impact of a private label contract and higher fees in a number of our commercial account portfolios of \$43.7 million;

incrementally higher fuel-price spread revenue of approximately \$23 million during 2008 relative to 2007; and

the average retail price of fuel was higher in 2008 as compared to 2007. We believe that the higher average retail price of fuel in 2008 increased revenue by approximately \$7 million.

The increase in North America revenue was partially offset by:

a change in the loss on sales of receivables to the securitization facility (on a managed basis we view the loss as interest on the securitization facility and bad debt expense on the securitized accounts receivable) resulting in a higher adjustment to revenue of \$15.7 million in 2008; and

lower transaction volumes during 2008, which we believe resulted from the economic downturn.

International segment revenue

Revenue increased from \$102.7 million in 2007 to \$135.6 million in 2008, an increase of \$32.9 million, or 32.0%. The increase in revenue was due primarily to:

acquisitions completed during 2008 plus the full-year impact of acquisitions completed during 2007, which represented an aggregate of \$22.7 million in revenue in 2008;

higher transaction volumes and revenue per transaction from our existing card products as compared to 2007; and

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the weakening of the U.S. dollar during 2008, relative to certain foreign currencies, which resulted in favorable foreign exchange rates that increased our revenue in 2008 by \$8.6 million.

Consolidated operating expenses

Merchant commissions. Merchant commissions decreased from \$39.4 million in 2007 to \$38.5 million in 2008, a decrease of \$0.9 million, or 2.3%. The decrease was attributable primarily to lower transaction volumes that incurred merchant commissions.

Processing. Processing expense increased from \$34.1 million in 2007 to \$51.4 million in 2008, an increase of \$17.3 million, or 50.7%. The increase from 2007 to 2008 was due primarily to the implementation of a new private label contract of \$4.3 million, the impact of four completed acquisitions during 2008 and the full-year impact of acquisitions completed during 2007 of \$5.1 million, and additional credit/collections department expense of \$3.5 million.

Selling. Selling expense increased from \$22.6 million in 2007 to \$23.8 million in 2008, an increase of \$1.2 million, or 5.3%. The increase resulted from the impact of acquisitions completed in 2007 and 2008 of \$2.0 million.

General and administrative. General and administrative expense increased from \$42.0 million in 2007 to \$47.6 million in 2008, an increase of \$5.6 million, or 13.3%. The increase was due primarily to the impact of acquisitions completed in 2007 and 2008 of \$4.4 million, additional stock-based compensation expense of \$1.5 million and increased acquisition related expenses. These increases were partially offset by cost saving initiatives of \$1.9 million.

Depreciation and amortization. Depreciation and amortization increased from \$20.2 million in 2007 to \$27.3 million in 2008, an increase of \$7.1 million, or 35.1%. The increase was due primarily to acquisitions completed during 2008, which increased depreciation and amortization by \$1.5 million and the amortization of the premium attributable to the purchase of a new private label portfolio of \$1.5 million. Amortization expense increased as a result of our amortization of intangible assets related to customer and vendor relationships, intellectual property and software. In addition, during 2008, we accelerated the amortization of a private label contract of \$2.2 million.

Operating income and operating margin for segments***Consolidated operating income***

Operating income increased from \$105.8 million in 2007 to \$152.5 million in 2008, an increase of \$46.7 million, or 44.1%. Our operating margin was 40.0% and 44.7% for 2007 and 2008, respectively. The increase in operating income from 2007 to 2008 resulted from a number of factors, the most significant of which included the completion of four acquisitions during 2008 and the full-year impact of three acquisitions completed during 2007, higher price-spread revenue as a result of higher than normal fuel-price spreads in the second half of 2008 compared to 2007, higher average retail price of fuel in 2008 as compared to 2007 and organic growth in the business. In addition, the impact of higher fuel spread revenue in 2008 increased operating margins compared to 2007.

North American segment operating income

North American operating income increased from \$64.6 million in 2007 to \$88.3 million in 2008, an increase of \$23.7 million, or 36.7%. The North American operating margin was 40.0% and 43.0% for 2007 and 2008, respectively. The increase in operating income from 2007 to 2008 resulted from a number of factors, the most significant of which related to higher fuel price-spread revenue as a result of higher than normal fuel-price

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spreads in the second half of 2008 compared to 2007, higher average retail price of fuel in 2008 as compared to 2007 and organic growth in our business. In addition, the impact of higher fuel price-spread revenue in 2008 increased operating margins.

International segment operating income

International operating income increased from \$41.2 million in 2007 to \$64.2 million in 2008, an increase of \$23.0 million, or 55.8%. International operating margin was 40.1% and 47.3% for 2007 and 2008, respectively. The increase in operating income from 2007 to 2008 was due primarily to acquisitions completed during 2008 and the full-year impact of acquisitions completed during 2007, favorable foreign currency exchange rates in 2008 versus 2007 and organic growth in our business. Operating margins were also positively impacted during 2008 by the economies of scale gained through the integration of acquired companies into our existing business.

Other income, net

Other income increased from \$1.5 million in 2007 to \$2.5 million in 2008, an increase of \$1.0 million, or 66.7%. The increase was due primarily to the reversal of a previously recorded litigation reserve of \$1.1 million in 2008.

Interest expense, net

Interest expense increased from \$19.7 million in 2007 to \$20.3 million in 2008, an increase of \$0.6 million, or 3.0%. The increase from 2007 to 2008 resulted from additional borrowings of \$50.0 million under our 2005 Credit Facility. The increase in interest associated with the increased borrowing was offset by lower average interest rates in 2008 on the 2005 Credit Facility. The average interest rate (including the effect of interest rate derivatives) on the 2005 Credit Facility was 6.19% in 2008 versus 7.72% in 2007. The average interest rate on the CCS Credit Facility was 5.82% in 2008 versus 5.15% in 2007.

Provision for income taxes

The provision for income taxes increased from \$26.0 million in 2007 to \$37.4 million in 2008, an increase of \$11.4 million, or 43.8%. The increase was due primarily to higher income before taxes of \$134.7 million in 2008 compared to \$87.6 million in 2007. Our consolidated effective tax rate for 2008 was 27.8% as compared to 29.7% for 2007. The decrease in our effective tax rate was due primarily to a reduction in our reserve for uncertain tax positions in certain foreign jurisdictions, a reduction in the statutory tax rate in certain foreign jurisdictions and the mix of earnings between domestic and foreign jurisdictions.

Net income

For all the reasons discussed above, our net income increased from \$61.6 million in 2007 to \$97.3 million in 2008, an increase of \$35.7 million, or 58.0%.

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The following table sets forth selected consolidated statement of operations data for the nine months ended September 30, 2010 and 2009 (dollars in thousands).

	Nine months ended September 30, 2010	% of Revenue	Nine months ended September 30, 2009	% of Revenue	Increase (Decrease)	% Change
Revenues, net:						
North America	\$ 219,447	67%	\$ 167,002	65%	\$ 52,445	31.4%
International	107,847	33%	89,759	35%	18,088	20.2%
Total revenues, net	327,294	100%	256,761	100%	70,533	27.5%
Consolidated operating expenses:						
Merchant commissions	39,549	12%	28,860	11%	10,689	37.0%
Processing	52,608	16%	43,099	17%	9,509	22.1%
Selling	23,155	7%	21,470	8%	1,685	7.8%
General and administrative	40,025	12%	38,251	15%	1,774	4.6%
Depreciation and amortization	25,238	8%	20,235	8%	5,003	24.7%
Operating Income	146,719	45%	104,846	41%	41,873	39.9%
Other income, net	(767)	0%	(369)	0%	(398)	107.9%
Interest expense, net	16,352	5%	13,023	5%	3,329	25.6%
Provision for income taxes	40,752	12%	28,088	11%	12,664	45.1%
Net income	\$ 90,382	28%	\$ 64,104	25%	\$ 26,278	41.0%
Operating income for segments:						
North America	\$ 95,185	43.4%	\$ 65,978	39.5%	\$ 29,207	44.3%
International	51,534	47.8%	38,868	43.3%	12,666	32.6%
Operating income	\$ 146,719	44.8%	\$ 104,846	40.8%	\$ 41,873	39.9%
Operating margin for segments:						
North America	43.4%		39.5%		3.9%	
International	47.8%		43.3%		4.5%	

Revenue

Our consolidated revenue increased from \$256.8 million in the nine months ended September 30, 2009 to \$327.3 million in the nine months ended September 30, 2010, an increase of \$70.5 million, or 27.5%. The increase in revenue was primarily due to the following:

during the nine months ended September 30, 2010, our total revenue increased by \$21.4 million as a result of the adoption of authoritative accounting guidance related to our asset securitization facility as further discussed in Note 2 Summary of significant accounting policies ;

acquisitions completed during 2009, which increased revenue by \$10.9 million in the first nine months of 2010;

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increased volume and higher program fees and charges from our existing customers, which increased revenue in the nine months ended September 30, 2010 by approximately \$37.7 million; and

the weakening of the U.S. dollar during the nine months ended September 30, 2010, relative to other foreign currencies, which resulted in favorable foreign exchange rates as compared to the nine months ended September 30, 2009, which increased our revenue in the nine months ended September 30, 2010 by \$0.6 million.

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North American segment revenue

North American segment revenue increased from \$167.0 million in the nine months ended September 30, 2009 to \$219.4 million in the nine months ended September 30, 2010, an increase of \$52.4 million, or 31.4%. The increase was primarily due to the following:

during the nine months ended September 30, 2010, our total revenue increased by \$21.4 million as a result of the adoption of authoritative accounting guidance related to our asset securitization facility as further discussed in Note 2 Summary of significant accounting policies ;

an acquisition completed in April 2009 which added approximately \$11.6 million in revenue for the nine months ended September 30, 2010, which was offset by a decrease of \$12.0 million related to the fulfillment of a contract which expired;

\$30.1 million in higher program fees and charges from our existing customers; and

higher transaction volumes, which we believe resulted from the economic recovery.

International segment revenue

International segment revenue increased from \$89.8 million in the nine months ended September 30, 2009 to \$107.8 million in the nine months ended September 30, 2010, an increase of \$18.1 million, or 20.2%. The increase in International segment revenue was due primarily to the following:

the impact of acquisitions completed during 2009, which represented an increase in revenue of \$11.3 million in the nine months ended September 30, 2010;

the weakening of the U.S. dollar during the nine months ended September 30, 2010, relative to foreign currencies, which resulted in favorable foreign exchange rates that increased our revenue in the nine months ended September 30, 2010 by \$0.6 million; and

higher revenue per transaction from our existing card products as compared to the nine months ended September 30, 2009.

Consolidated operating expenses

Merchant commissions. Merchant commissions increased from \$28.9 million in the nine months ended September 30, 2009 to \$39.5 million in the nine months ended September 30, 2010, an increase of \$10.7 million, or 37.0%. This increase was due primarily to organic growth in certain payment programs.

Processing. Processing expense increased from \$43.1 million in the nine months ended September 30, 2009 to \$52.6 million in the nine months ended September 30, 2010, an increase of \$9.5 million, or 22.1%. During the nine months ended September 30, 2010, our processing expenses increased by \$17.3 million as a result of the adoption of authoritative accounting guidance related to our asset securitization facility as further discussed in Note 2 Summary of significant accounting policies and the impact of acquisitions completed during 2009 which added \$3.2 million in processing expense in the nine months ended September 30, 2010. Partially offsetting these increases was lower bad debt in our existing businesses of \$10.3 million.

Selling. Selling expense increased from \$21.5 million in the nine months ended September 30, 2009 to \$23.2 million in the nine months ended September 30, 2010, an increase of \$1.7 million, or 7.8%. The increase was due primarily to the impact of acquisitions completed during 2009 of \$0.3 million and organic growth in certain payment programs.

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General and administrative. General and administrative expense increased from \$38.3 million in the nine months ended September 30, 2009 to \$40.0 million in the nine months ended September 30, 2010, an increase of \$1.8 million, or 4.6%. The increase was primarily due to the impact of acquisitions completed during 2009 of \$0.2 million, an unfavorable impact of foreign exchange rates of \$0.8 million and an investment in increased head count to support new business development.

Depreciation and amortization. Depreciation and amortization increased from \$20.2 million in the nine months ended September 30, 2009 to \$25.2 million in the nine months ended September 30, 2010, an increase of \$5.0 million, or 24.7%. An increase of \$1.3 million was attributable to the impact of the amortization of intangible assets related to customer and vendor relationships, tradenames and trademarks, non-compete agreements and software associated with acquisitions completed during 2009. The increase in depreciation is also related to the depreciation of a new operating system put into service during 2009.

Operating income and operating margin

Consolidated operating income

Operating income increased from \$104.8 million in the nine months ended September 30, 2009 to \$146.7 million in the nine months ended September 30, 2010, an increase of \$41.9 million, or 39.9%. Our operating margin was 40.8% and 44.8% for the nine months ended September 30, 2009 and 2010, respectively. The increase in operating income and margin during these periods was due primarily to a favorable impact of foreign exchange rates in the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009, acquisitions completed during 2009 that carried a higher operating margin than our existing businesses, lower bad debt expense and an increase in revenue per transaction in our existing businesses.

For the purpose of segment operations, we calculate segment operating income by subtracting segment operating expenses from segment revenue. Similarly, segment operating margin is calculated by dividing segment operating income by segment revenue.

North American segment operating income

North American operating income increased from \$66.0 million in the nine months ended September 30, 2009 to \$95.2 million in the nine months ended September 30, 2010, an increase of \$29.2 million, or 44.3%. North American operating margin was 39.5% and 43.4% for the nine months ended September 30, 2009 and 2010, respectively. The increase in operating income and margins during these periods was due primarily to the impact of the CLC Acquisition, which closed in April 2009 and carried a higher operating margin than our existing businesses, and organic growth in our rate per transaction during the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009.

International segment operating income

International operating income increased from \$38.9 million in the nine months ended September 30, 2009 to \$51.5 million in the nine months ended September 30, 2010, an increase of \$12.7 million, or 32.6%. International operating margin was 43.3% and 47.8% for the nine months ended September 30, 2009 and 2010, respectively. The increase in operating income and margin during these periods was due primarily to the impact of completed acquisitions during the nine months ended September 30, 2009, the impact of foreign exchange rates and an increase in rate per transaction resulting from organic growth and the loss of a high transaction, low revenue contract during the nine months ended September 30, 2010.

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Other income, net

Other income increased from \$0.4 million in the nine months ended September 30, 2009 to \$0.8 million in the nine months ended September 30, 2010, an increase of \$0.4 million, or 107.9%.

Interest expense, net

Interest expense, net reflects the amount of interest paid on our 2005 Credit Facility and CCS Credit Facility net of interest income. Interest expense increased from \$13.0 million in the nine months ended September 30, 2009 to \$16.4 million in the nine months ended September 30, 2010, an increase of \$3.3 million, or 25.6%. During the nine months ended September 30, 2010, our interest expense increased by \$4.1 million as a result of the adoption of authoritative accounting guidance related to our asset securitization facility as further discussed in Note 2 Summary of significant accounting policies, and higher average interest rates on the 2005 Credit Facility. These increases were partially offset by higher interest income, the impact of lower principal balances on both the 2005 Credit Facility and the CCS Credit Facility and lower average interest rates on the CCS Credit Facility. The average interest rate (including the effect of interest rate derivatives) on the 2005 Credit Facility was 5.80% in the nine months ended September 30, 2010 versus 5.31% in the nine months ended September 30, 2009. The average interest rate on the CCS Credit Facility was 2.67% in the nine months ended September 30, 2010 versus 3.76% in the nine months ended September 30, 2009.

Provision for income taxes

The provision for income taxes increased from \$28.1 million in the nine months ended September 30, 2009 to \$40.8 million in the nine months ended September 30, 2010, an increase of \$12.7 million, or 45.1%. We provide for income taxes during interim periods based on an estimate of our effective tax rate for the year. Discrete items and changes in the estimate of the annual tax rate are recorded in the period they occur. Our effective tax rate for the nine months ended September 30, 2010 was 31.1% as compared to 30.5% for the nine months ended September 30, 2009. The increase in the effective tax rate was primarily due to a change in the mix of earnings between the United States and Europe. We pay taxes in many different taxing jurisdictions, including the United States, most U.S. states and many non-U.S. jurisdictions. The tax rates in non-U.S. taxing jurisdictions are lower than the U.S. tax rate. Consequently, as our earnings fluctuate between taxing jurisdictions our effective tax rate fluctuates.

Net income

For all the reasons discussed above, our net income increased from \$64.1 million in the nine months ended September 30, 2009 to \$90.4 million in the nine months ended September 30, 2010, an increase of \$26.3 million, or 41.0%.

Table of Contents**Index to Financial Statements****Quarterly results of operations**

The following table sets forth our selected unaudited quarterly consolidated statement of income data for each of the eight quarters in the two-year period ended September 30, 2010. This information is derived from our unaudited financial statements, which in the opinion of management contain all adjustments necessary for a fair statement of such financial data. The results of historical periods are not necessarily indicative of the results of operations for any future period. You should read this data together with our consolidated financial statements and the accompanying notes appearing elsewhere in this prospectus.

(in millions)	September 30, 2010	June 30, 2010	March 31, 2010	December 31, 2009	September 30, 2009	June 30, 2009	March 31, 2009	Quarter ended December 31, 2008
Revenues, net	\$ 111.7	\$ 111.4	\$ 104.2	\$ 97.3	\$ 100.6	\$ 88.1	\$ 68.1	\$ 91.3
Operating income	49.1	50.6	47.1	41.2	47.9	33.9	23.1	32.0
Net income	33.4	29.6	27.3	24.9	29.9	20.8	13.4	22.4

Liquidity and capital resources

Our principal liquidity requirements are to service and repay our indebtedness, make acquisitions of businesses and commercial account portfolios and meet working capital, tax and capital expenditure needs.

Sources of liquidity

At September 30, 2010, our unrestricted cash and cash equivalent balance totaled \$110.8 million. Our restricted cash balance at September 30, 2010 totaled \$65.9 million. Restricted cash represents customer deposits, primarily in the Czech Republic, which we are restricted from using other than to repay customer deposits and which may not be deposited outside of the Czech Republic.

We utilize an accounts receivable securitization facility to finance a majority of our domestic fuel card receivables, to lower our cost of funds and more efficiently use capital. We generate and record accounts receivable when a customer makes a purchase from a merchant using one of our card products and generally pay merchants within seven days of receiving the merchant billing. As a result, we utilize the asset securitization facility as a source of liquidity to provide the cash flow required to fund merchant payments while we collect customer balances. These balances are primarily composed of charge balances, which are typically billed to the customer on a weekly, semimonthly or monthly basis, and are generally required to be paid within 30 days of billing. We also consider the undrawn amounts under our securitization facility and 2005 Credit Facility as funds available for working capital purposes or for acquisitions. At September 30, 2010, we had the ability to generate approximately \$80.8 million of additional liquidity under our securitization facility and \$50.0 million available under the 2005 Credit Facility.

Based on our current forecasts and anticipated market conditions, we believe that our current cash balances, our available borrowing capacity and our ability to generate cash from operations, will be sufficient to fund our liquidity needs for at least the next 12 months. However, we regularly evaluate our cash requirements for current operations, commitments, capital requirements and acquisitions, and we may elect to raise additional funds for these purposes in the future, either through the issuance of debt and equity securities or otherwise. We may not be able to obtain additional financing on terms favorable to us, if at all.

Table of Contents**Index to Financial Statements*****Cash flows***

The following table summarizes our cash flows for the years ended December 31, 2009, 2008 and 2007 and for the nine months ended September 30, 2010 and 2009.

(in millions)	Nine months ended September 30,		Year ended December 31,		
	2010	2009	2009	2008	2007
Net cash provided by operating activities	\$ 106.9	\$ 150.2	\$ 178.8	\$ 59.0	\$ 55.9
Net cash used in investing activities	(13.3)	(233.1)	(240.8)	(63.0)	(40.8)
Net cash (used in) provided by financing activities	(69.2)	76.2	72.2	14.0	30.9

Operating activities. Net cash provided by operating activities for the nine months ended September 30, 2010 was \$106.9 million compared to \$150.2 million for the nine months ended September 30, 2009. The decrease is attributable primarily to an increase in prepaid expenses and other current assets of \$34.0 million related to the timing of purchases in our U.K. operations, an increase in accounts receivable of \$29.0 million, and a decrease in the provision for losses on accounts receivable due to lower bad debts of \$10.4 million. These decreases were offset by an increase in restricted cash of \$4.3 million primarily due to favorable foreign exchange rate fluctuations and higher net income of \$26.3 million.

Net cash provided by operating activities for 2009 was \$178.8 million compared to \$59.0 million for 2008. This improvement is attributable primarily to working capital improvements of \$102.8 million, driven mainly by an increase in accounts payable due to timing of year-end merchant payables, interest and income tax and improved collection on accounts receivable, and an increase in prepaid expenses related to timing of purchases that contributed approximately \$24.3 million year over year. These increases were partially offset by lower net income of \$8.2 million.

Net cash provided by operating activities for 2008 was \$59.0 million compared to \$55.9 million for 2007. This improvement is attributable primarily to increased net income of \$36.0 million, an increase in provision for losses on accounts receivable due to higher bad debts of \$19.5 million and an increase in restricted cash due to favorable foreign exchange rate fluctuations of \$18.4 million. These increases were partially offset by a reduction in working capital of \$76.8 million. The decrease in working capital was a result of improved collections on accounts receivable, offset by a reduction in accounts payable due to timing of year end merchant payables, interest and income tax payments.

Investing activities. Net cash used in investing activities for the nine months ended September 30, 2010 was \$13.3 million compared to \$233.1 million for the nine months ended September 30, 2009. The decrease is attributable to acquisitions completed during the nine months ended September 30, 2010 of \$6.2 million as compared to \$225.6 million in the nine months ended September 30, 2009.

Net cash used in investing activities increased \$177.8 million in 2009, from \$63 million in 2008, due primarily to acquisitions completed in 2009 of \$175.2 million. In addition, our capital expenditures increased from \$7.1 million in 2008 to \$9.7 million in 2009 primarily as a result of additional investments to build and enhance our proprietary processing systems. Net cash used in investing activities increased \$22.2 million in 2008, from \$40.8 million in 2007 due primarily to acquisitions.

Financing activities. Net cash used in financing activities increased \$145.4 million, from net cash provided by financing activities of \$76.2 million in the nine months ended September 30, 2009 to net cash used in financing activities of \$69.2 million for the nine months ended September 30, 2010. The increase is attributable primarily to the inclusion of the securitization facility, which as of January 1, 2010 was consolidated, and the absence of equity proceeds to us from the issuance of preferred stock during the nine months ended September 30, 2010.

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During the nine months ended September 30, 2010, we made net payments on the securitization facility of approximately \$51.0 million. In April 2009, we received net proceeds of \$93.5 million from the issuance of our Series E preferred stock.

Net cash provided by financing activities increased \$58.2 million, from \$14.0 million in 2008. The increase in cash provided by financing activities resulted from the net proceeds received from the issuance of our Series E preferred stock of \$93.7 million in April 2009. In addition, during 2009 we made principal payments on the 2005 Credit Facility and the CCS Credit Facility of \$21.0 million compared to aggregate principal payments of \$33.8 million in 2008. These increases were offset by note proceeds of \$50.0 million received in 2008 under the delayed draw portion of the 2005 Credit Facility.

Net cash provided by financing activities decreased \$16.9 million in 2008, from \$30.9 million in 2007. The decrease is due primarily to \$39.8 million in note proceeds and a \$24.6 million increase in principal note payments, partially offset by the repurchase of common stock of \$24.3 million in 2007 and the premium paid on the purchase of receivables of \$14.3 million in 2007.

Capital spending summary

Our capital expenditures were \$7.1 million and \$7.5 million in the nine months ended September 30, 2010 and 2009, respectively, a decrease of \$0.4 million. Our capital expenditures were \$5.3 million in 2006 and \$7.1 million in both 2007 and 2008. Our capital expenditures increased to \$9.7 million in 2009, an increase of \$2.6 million, or 36.6%, from 2008. The increase was related primarily to investments to enhance our existing processing systems and to develop a new European processing system. We anticipate our capital expenditures to increase to approximately \$9.3 million during 2010 as we continue to enhance our existing processing systems.

2005 Credit Facility

We are a party to a credit agreement, dated as of June 29, 2005, which has been subsequently amended and restated as of April 30, 2007, among FleetCor Technologies Operating Company, LLC and FleetCor UK Acquisition Limited, as borrowers, FleetCor Technologies, Inc., JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, J.P. Morgan Europe Limited, as London agent, and the other lenders party thereto. We refer to this facility as the 2005 Credit Facility in this prospectus.

The 2005 Credit Facility provides for term loans in the amount of \$250.0 million and two tranches of multicurrency revolving loans, each of which revolving loans may be made in U.S. dollars, British pounds or Euros; a U.S. tranche for the U.S. borrower of up to \$30.0 million (with a \$10.0 million sub-limit for letters of credit), and a global tranche for both the U.S. borrower and U.K. borrower of up to \$20.0 million. The 2005 Credit Facility also includes a \$10.0 million swing line facility which is available to the U.S. borrower. The credit agreement also provides for delayed draw term loans in the amount of up to \$50.0 million, of which \$50.0 million was borrowed in April 2008. The 2005 Credit Facility further provides for incremental term loans in an aggregate amount not to exceed \$100.0 million. None of the incremental term loans have been made. As of September 30, 2010, we had \$274.0 million in outstanding term loans and no borrowings on the revolving line under the 2005 Credit Facility.

Interest on the facilities may accrue, at our election, based on a base rate, EURIBOR or LIBOR, plus a margin. The margin with respect to term loans is fixed at 2.25% for LIBOR and EURIBOR loans and at 1.25% for base rate loans. With respect to revolving loans and letter of credit fees, the margin or fee is determined based on our leverage ratio and ranges from 2.00% to 2.50% for LIBOR and EURIBOR loans and from 1.00% to 1.50% for base rate loans. As of September 30, 2010 our term loans bore interest at LIBOR plus 2.25% and we had no U.S. revolving loans or multicurrency loans outstanding. Interest on overdue amounts will accrue at a rate equal to the

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applicable interest rate plus 2% per annum. As described below under the heading "Market risk - Use of derivatives", we were required under the credit agreement to enter into interest rate swaps with respect to at least 40% of our long term debt.

The stated maturity date for our term loans is April 30, 2013 and the stated maturity date for our revolving loans and letters of credit is April 30, 2012. The term loans are payable in quarterly installments of .25% of the initial aggregate principal amount of the loans and are due on the last business day of each March, June, September, and December with the final principal payment due in April 2013. Principal payments of \$14.0 million, \$7.9 million and \$2.3 million were made on the term loan during 2009, 2008 and the nine months ended September 30, 2010, respectively.

Our credit agreement contains a number of negative covenants restricting, among other things, indebtedness, investments, liens, dispositions of assets, restricted payments (including dividends), mergers and acquisitions, burdensome agreements (as defined in the 2005 Credit Facility), accounting changes, transactions with affiliates, prepayments of indebtedness, and capital expenditures. Two financial covenants, including a leverage ratio requirement and an interest coverage ratio requirement, are measured quarterly. We are currently required to maintain a leverage ratio of not greater than 2.25 to 1, and beginning January 1, 2011, we will be required to maintain a leverage ratio of not greater than 2.00 to 1. We are required to maintain an interest coverage ratio of not less than 4.00 to 1. As of September 30, 2010, we were in compliance with each of the covenants under the 2005 Credit Facility.

We have received commitments from lenders for an additional tranche of revolving loans in the amount of up to \$100 million to be made under the terms of the 2005 Credit Facility. The additional revolving loans will be available only in U.S. dollars, and the commitments for the additional revolving loans will not be held pro rata with the commitments held by the lenders holding existing commitments for the revolving loans and term loans. The additional revolving loan commitments will have a maturity date of October 31, 2012. The maturity date of the existing commitments for revolving loans is April 30, 2012, and the lenders providing such commitments will be asked to extend the maturity date to October 31, 2012. The revolving commitments held by any lender not agreeing to the extension of the maturity date will remain April 30, 2012. In all other respects, we expect that the additional revolving loan commitments will be subject to the terms and conditions applicable to revolving loans made under the existing commitments for the U.S. tranche. The conditions for the additional revolving loan commitments include, among other things, the closing of this offering and the execution of definitive documentation on or before January 15, 2011.

In addition, J.P. Morgan Securities LLC has agreed to arrange an amendment to the 2005 Credit Facility to permit the additional revolving loans described above, to remove the mandatory prepayment requirement with respect to excess cash flow and certain equity issuances, to extend the maturity date on revolving loans with respect to consenting lenders to October 31, 2012, and to increase the interest rate margins for term loans. We expect that the proposed amendment will also include certain other covenant amendments, subject to the requisite consents of the other lenders. The conditions for the proposed amendments include, among other things, the closing of this offering and the execution of definitive documentation on or before January 15, 2011. A customary consent fee will be payable by us to consenting lenders, together with certain other amendment fees and expenses.

CCS Credit Facility

Certain of our subsidiaries are parties to a credit facility agreement, dated as of December 7, 2006, which was amended as of March 28, 2008, among CCS Česká společnost pro platební karty a.s., as borrower, FENIKA s.r.o., as borrower (FENIKA s.r.o. and CCS Česká společnost pro platební karty a.s. subsequently merged into a new entity CCS Česká společnost pro platební karty s.r.o. (CCS)), FleetCor Luxembourg Holding 3 S.à r.l., as shareholder, HVB Bank Czech Republic a.s. (current commercial name UniCredit Bank Czech Republic, a.s.), as

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security agent, Bank Austria Creditanstalt AG (current commercial name Unicredit Bank Austria AG), as arranger and facility agent, and the other lenders party thereto. We refer to this facility as the CCS Credit Facility in this prospectus.

The CCS Credit Facility agreement provides for term loans in the total amount of CZK 1.675 billion (\$83.8 million), which consists of a Facility A amortized term loan in the amount of CZK 990 million (\$49.5 million) and a Facility B bullet term loan in the amount of CZK 685.0 million (\$34.3 million). The unpaid principal balance of the term loans as of September 30, 2010 is approximately CZK 452.0 million (\$25.0 million) for Facility A and approximately CZK 616.2 million (\$34.2 million) for Facility B. The outstanding balance of CCS term notes payable increased by an aggregate of \$0.7 million for the nine months ended September 30, 2010 and increased by an aggregate of \$6.0 million for the nine months ended September 30, 2009 due to changes in the value of the Czech koruna versus the U.S. dollar.

Interest on the term loans may accrue, calculated according to the term selected by CCS, based on a base rate, PRIBOR (Prague Interbank Offered Rate), plus a margin and a mandatory cost. The margin is determined based on CCS's leverage ratio and ranges from 0.95% to 1.75% for the Facility A term loan and from 2.00% to 2.90% for the Facility B term loan. As of September 30, 2010, the interest rate on Facility A equaled 2.15% and the interest rate on Facility B was 3.0%.

The stated maturity date for CCS's term loans is December 21, 2013 with respect to Facility A and December 21, 2014 with respect to Facility B. The Facility A term loan is payable in semiannual payments in June and December of each year and the Facility B term loan is payable in one lump sum. Principal payments of \$7.0 million and \$18.0 million were made in 2009 and 2008, respectively. Principal payments of approximately \$3.1 million were made during the nine months ended September 30, 2010. CCS has the right to prepay the loans without premium or penalty on the last day of an interest period.

The CCS credit agreement contains a number of negative covenants restricting, among other things, indebtedness, investments, liens, dispositions of assets, change of business, restricted payments (including dividends), mergers and acquisitions, transactions with affiliates and prepayments of indebtedness. The agreement also contains financial covenants including a leverage ratio requirement, a debt service cover ratio requirement, an equity ratio requirement and a liquidity ratio requirement, all of which are tested quarterly. CCS is currently required to maintain a leverage ratio of not greater than 3.25 to 1. CCS is required to maintain a debt service coverage ratio of not less than 1.20 to 1, an equity ratio of not less than 0.20 to 1, and a liquidity ratio not less than 1.00 to 1. As of September 30, 2010, CCS was in compliance with each of the covenants under the CCS Credit Facility agreement.

Seller financing

One of our subsidiaries, FleetCor Luxembourg Holding2 S.à r.l. (Lux 2), entered into a Share Sale and Purchase Agreement dated April 24, 2008 (the Purchase Agreement) with ICP Internet Cash Payments B.V. for the purchase of ICP International Card Products B.V. The acquired business is now being operated in the Netherlands as FleetCor Technologieën B.V. In connection with the purchase Lux 2 agreed to make deferred payments in the aggregate amount of 1.0 million (\$1.5 million), of which one remaining payment is due and payable on June 6, 2011 in the amount of 0.33 million (\$0.44 million). The obligation to make such deferred payments is described in the Purchase Agreement, as modified by letter agreement dated August 11, 2008, and is not evidenced by a promissory note.

In connection with our acquisition of Petrol Plus Region and an affiliated company in 2007, the parties agreed to defer our payment of a portion of the purchase price, equal to approximately \$11.9 million, which was paid on February 1, 2010.

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Securitization facility

We are a party to a receivables purchase agreement among FleetCor Funding LLC, as seller, PNC Bank, National Association as administrator, and the various purchaser agents, conduit purchasers and related committed purchasers parties thereto, which was amended and restated for the fourth time as of October 29, 2007 and which has been amended three times since then to add or remove purchasers and to extend the facility termination date, among other things. We refer to this arrangement as the securitization facility in this prospectus. The current purchase limit under the securitization facility is \$500 million and the facility termination date is February 24, 2011.

The purchasers under the securitization facility are contractually committed to purchase up to \$500 million of receivables on a revolving basis through February 24, 2011. To the extent that the commercial paper markets are unavailable, the primary bank is required to provide funding up to the purchase limit at a higher interest rate.

Under a related purchase and sale agreement, dated as of December 20, 2004, and most recently amended on July 7, 2008, between FleetCor Funding LLC, as purchaser, and certain of our subsidiaries, as originators, the receivables generated by the originators are deemed to be sold to FleetCor Funding LLC immediately and without further action upon creation of such receivables. At the request of FleetCor Funding LLC, as seller, undivided percentage ownership interests in the receivables are ratably purchased by the purchasers in amounts not to exceed their respective commitments under the facility. Collections on receivables are required to be made pursuant to a written credit and collection policy and may be reinvested in other receivables, may be held in trust for the purchasers, or may be distributed. Fees are paid to each purchaser agent for the benefit of the purchasers and liquidity providers in the related purchaser group in accordance with the securitization facility and certain fee letter agreements.

The securitization facility provides for certain termination events, upon the occurrence of which the administrator may declare the facility termination date to have occurred, may exercise certain enforcement rights with respect to the receivables, and may appoint a successor servicer, among other things. Termination events include nonpayment, noncompliance with covenants, default under any indebtedness in excess of \$10.0 million, the failure to maintain certain ratios related to defaults, delinquencies and dilution, change in control, failure to maintain a leverage ratio of not greater than 2.25 to 1 through December 31, 2010 and 2.00 to 1 for the periods thereafter (measured quarterly), failure to maintain an interest coverage ratio of not less than 4.00 to 1 (measured quarterly) and failure to perform under a performance guaranty. As of September 30, 2010, we were in compliance with each of the covenants under our securitization facility.

Critical accounting policies and estimates

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenue and expenses. Some of these estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis. In many instances, however, we reasonably could have used different accounting estimates and, in other instances, changes in our accounting estimates could occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to estimates of this type as critical accounting estimates. Our significant accounting policies are summarized in consolidated financial statements contained elsewhere in this prospectus. The critical accounting estimates that we discuss below are those that we believe are most important to an understanding of our consolidated financial statements.

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Revenue recognition and presentation

Revenue is derived from our merchant and network relationships as well as from customers and partners. We recognize revenue on fees generated through services to commercial fleets, major oil companies and petroleum marketers and record revenue net of the wholesale cost of the underlying products and services based on the following: (i) we are not the primary obligor in the fuel arrangement and we are not responsible for fulfillment and the acceptability of the product; (ii) we have no inventory risk, do not bear the risk of product loss and do not make any changes to the fuel or have any involvement in the product specifications; (iii) we do not have significant latitude with respect to establishing the price for fuel and (iv) the amount we earn for our services is fixed.

Through our merchant and network relationships we provide fuel, vehicle maintenance or lodging services to our customers. We derive revenue from our merchant and network relationships based on the difference between the price charged to a customer for a transaction and the price paid to the merchant or network for the same transaction. Our net revenue consists of margin on fuel sales and fees for technical support, processing, communications and reporting. The price paid to a merchant or network may be calculated as (i) the merchant's wholesale cost of fuel plus a markup; (ii) the transaction purchase price less a percentage discount; or (iii) the transaction purchase price less a fixed fee per unit. The difference between the price we pay to a merchant and the merchant's wholesale cost for the underlying products and services is considered a merchant commission and is recognized as an expense when the transaction is executed. We recognize revenue from merchant and network relationships when persuasive evidence of an arrangement exists, the services have been provided to the customer, the sales price is fixed or determinable and collectibility is reasonably assured. We have entered into agreements with major oil companies and petroleum marketers which specify that a transaction is deemed to be captured when we have validated that the transaction has no errors and have accepted and posted the data to our records. Revenue is recognized on lodging and transportation management services when the lodging stay or transportation service is completed.

We also derive revenue from customers and partners from a variety of program fees including transaction fees, card fees, network fees, report fees and other transaction-based fees which typically are calculated based on measures such as percentage of dollar volume processed, number of transactions processed, or some combination thereof. Such services are provided through proprietary networks or through the use of third-party networks. Transaction fees and other transaction-based fees generated from our proprietary networks and third-party networks are recognized at the time the transaction is captured. Card fees, network fees and program fees are recognized as we fulfill our contractual service obligations. In addition, we recognize revenue from late fees and finance charges. Such fees are recognized net of a provision for estimated uncollectible amounts at the time the fees and finance charges are assessed.

Accounts receivable

As described above under the heading *Securitization facility*, we maintain a \$500 million revolving trade accounts receivable securitization facility. Pursuant to the terms of the securitization facility, we transfer certain of our domestic receivables, on a revolving basis, to FleetCor Funding LLC, a wholly-owned bankruptcy remote subsidiary. In turn, FleetCor Funding LLC sells, without recourse, on a revolving basis, up to \$500 million of undivided ownership interests in this pool of accounts receivable to a multi-seller, asset-backed commercial paper conduit. FleetCor Funding LLC maintains a subordinated interest, in the form of over collateralization, in a portion of the receivables sold to the conduit. Purchases by the conduit are financed with the sale of highly-rated commercial paper. On February 25, 2010, we extended the term of the securitization facility to February 24, 2011.

We utilize proceeds from the sale of our accounts receivable as an alternative to other forms of debt, effectively reducing our overall borrowing costs. We have agreed to continue servicing the sold receivables for the financial

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institutions at market rates, which approximates our cost of servicing. We retain a residual interest in the accounts receivable sold as a form of credit enhancement. The residual interest's fair value approximates carrying value due to its short-term nature.

FleetCor Funding LLC determines the level of funding achieved by the sale of trade accounts receivable, subject to a maximum amount. FleetCor Funding LLC retains a residual interest in the eligible receivables transferred to the trust, such that amounts payable in respect of such residual interest will be distributed to FleetCor Funding LLC upon payment in full of all amounts owed by FleetCor Funding LLC to the financial institutions.

In June 2009, the FASB issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. The concept of a qualifying special-purpose entity, or QSPE, which had previously facilitated sale accounting for certain asset transfers, is removed by this standard. This guidance is effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, we consolidated our QSPE. Using the carrying amounts of the assets and liabilities of the QSPE as prescribed by ASU No. 2009-17 and any corresponding elimination of activity between the QSPE and us resulting from the consolidation on January 1, 2010, we recorded a \$218 million increase in total assets, a \$218 million increase in total liabilities and non-cash financing activities of \$218 million. Beginning January 1, 2010, our consolidated balance sheet and consolidated statement of income no longer reflect activity related to our retained economic interests, but instead reflect activity related to our securitized accounts receivable and the corresponding securitized debt, including interest income, fees generated from late payments, provision for losses on accounts receivable, and interest expense. Interest expense and provisions for losses on accounts receivable associated with the securitized accounts receivable are no longer included as a deduction from revenues, net in the consolidated statement of income, resulting in an increase of \$21.4 million in the nine months ended September 30, 2010 as compared to the same period in 2009.

The cash flows from borrowings and repayments, associated with the securitized debt, are now presented as cash flows from financing activities. Our consolidated statement of income for the nine months ended September 30, 2009 and our balance sheet as of December 31, 2009 have not been retrospectively adjusted to reflect the adoption of ASU Nos. 2009-16 and 2009-17. Therefore, current period results and balances will not be comparable to prior period amounts, particularly with regard to accounts receivable, securitization facility, provision for losses on accounts receivable, interest expense and revenues, net.

Credit risk and reserve for losses on receivables

We control credit risk by performing periodic credit evaluations of our customers. Payments from customers are generally due within 30 days of billing. We routinely review our accounts receivable balances and make provisions for probable doubtful accounts based primarily on the aging of those balances. Accounts receivable are deemed uncollectible and removed from accounts receivable and the allowance for doubtful accounts when internal collection efforts have been exhausted and accounts have been turned over to a third-party collection agency.

Impairment of long-lived assets and intangibles

We test our other long-lived assets for impairment in accordance with relevant authoritative guidance. We evaluate whether impairment indicators related to our property, plant and equipment and other long-lived assets are present. These impairment indicators may include a significant decrease in the market price of a long-lived asset or asset group, a significant adverse change in the extent or manner in which a long-lived asset or asset group is being used or in its physical condition, or a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group. If impairment indicators are present, we estimate the future cash flows for

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the asset or group of assets. The sum of the undiscounted future cash flows attributable to the asset or group of assets is compared to their carrying amount. The cash flows are estimated utilizing various projections of revenue and expenses, working capital and proceeds from asset disposals on a basis consistent with the strategic plan. If the carrying amount exceeds the sum of the undiscounted future cash flows, we determine the assets' fair value by discounting the future cash flows using a discount rate required for a similar investment of like risk and we record an impairment charge as the difference between the fair value and the carrying value of the asset group. Generally, we perform testing of the asset group at the business-line level, as this is the lowest level for which identifiable cash flows are available.

We evaluate goodwill for impairment annually in the fourth quarter at the reporting unit level, which is one level below the operating segment level. We also test for impairment if events and circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. If the carrying amount of the reporting unit is greater than the fair value, impairment may be present. We assess the fair value of each reporting unit for its goodwill impairment test based on an earnings multiple or an actual sales offer received from a prospective buyer, if available. Estimates critical to our fair value estimates using earnings multiples include the projected financial performance of the reporting unit and the applicable earnings multiple.

We measure the amount of any goodwill impairment based upon the estimated fair value of the underlying assets and liabilities of the reporting unit, including any unrecognized intangible assets, and estimate the implied fair value of goodwill. An impairment charge is recognized to the extent the recorded goodwill exceeds the implied fair value of goodwill.

We also evaluate indefinite-lived intangible assets (primarily trademarks and trade names) for impairment annually. We also test for impairment if events and circumstances indicate that it is more likely than not that the fair value of an indefinite-lived intangible asset is below its carrying amount. Estimates critical to our evaluation of indefinite-lived intangible assets for impairment include the discount rate, royalty rates used in our evaluation of trade names, projected average revenue growth and projected long-term growth rates in the determination of terminal values. An impairment charge is recorded if the carrying amount of an indefinite-lived intangible asset exceeds the estimated fair value on the measurement date.

Income taxes

We account for income taxes in accordance with relevant authoritative literature. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. The realizability of deferred tax assets must also be assessed.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the associated temporary differences became deductible. A valuation allowance must be established for deferred tax assets that are not believed to be more likely than not to be realized in the future. We include any estimated interest and penalties on tax-related matters in income taxes payable and income tax expense.

We do not provide deferred taxes for the undistributed earnings of our foreign subsidiaries that are considered to be indefinitely reinvested outside of the United States in accordance with relevant authoritative literature. If in the future these earnings are repatriated to the United States, or if we determine that the earnings will be remitted in the foreseeable future, additional tax provisions may be required.

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On January 1, 2007, we retrospectively adopted the provisions of relevant authoritative literature with respect to uncertainty in income taxes. This guidance clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribes threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under the relevant authoritative literature, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more likely than not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained.

As a result of adopting the provisions of the authoritative literature regarding uncertain tax positions, we recognized a reduction in shareholders equity of \$0.8 million on January 1, 2007 reflecting the cumulative effect of adoption. This adjustment resulted from changes in the amount of tax benefits related to uncertain tax positions and the accrual of potential interest and penalties on those uncertain tax positions.

Business combinations

We have accounted for business combinations under the purchase method of accounting. The cost of each acquired business is allocated to the assets acquired and liabilities assumed based on their estimated fair values. These estimates are revised during an allocation period as necessary when, and if, information becomes available to further define and quantify the value of the assets acquired and liabilities assumed. The allocation period does not exceed one year from the date of the acquisition. To the extent additional information to refine the original allocation becomes available during the allocation period, the allocation of the purchase price is adjusted. Should information become available after the allocation period, those items are included in operating results. The direct costs of the acquisition are recorded as operating expenses in 2009. Prior to 2009, the costs of an enterprise acquired in a business combination included the direct cost of the acquisition. A portion of our 2008 and earlier acquisitions include additional contingent consideration related to future earnouts based on the growth of the market. When the contingencies are resolved and additional consideration is distributable, we will record the consideration issued as additional cost of the acquired company, or goodwill. The operating results of entities acquired are included in our consolidated statements of operation from the completion date of the applicable transaction. Goodwill represents the excess of the purchase price over the fair value of the tangible and intangible assets acquired and any liabilities assumed.

Stock-based compensation

We account for employee stock options and restricted stock in accordance with relevant authoritative literature, which requires companies to recognize compensation cost for stock options and other stock-based awards based on the estimated fair value as measured on the grant date. We have selected the Black-Scholes model for estimating the grant date fair value of share-based payments. Stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the requisite service period based on the number of awards for which the requisite service is expected to be rendered. For performance-based restricted stock awards, we must also make assumptions regarding the likelihood of achieving performance goals. If actual results differ significantly from these estimates, stock-based compensation expense and our results of operations could be materially affected.

In connection with making our fair value estimates related to our stock option and restricted stock grants, we considered various factors including third-party equity transactions and certain commonly used valuation techniques. We sold convertible preferred stock to third parties in 2005, 2006 and 2009. In addition, in 2007 we repurchased common stock and preferred stock from the holders at a negotiated price, which we believe represented fair value. These third-party transactions served as a basis for determining the fair value of our common stock at various dates. In situations where we sold preferred stock that included conversion and dividend features, we considered such features in those instruments and the fact that such instruments could not

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be freely traded in determining a fair value for our common stock. Generally, we concluded that the fair value of our common stock was 10% to 25% less than the preferred stock at the date of such third-party transactions due to the features attributable to the preferred stock. In periods prior to third-party transactions, and in intervening periods subsequent to the third-party transactions, we utilized various earnings and revenue multiples to estimate the fair value of our common stock or to serve as an additional factor in determining fair value. Finally, we used information we obtained related to our acquisitions and the related determination of purchase prices for these acquisitions (which were generally based on earnings multiples) as additional data to help determine the fair value of our equity instruments.

We have continued to enhance our value through acquisitions and organic growth. Our third-party investors made their investments with the expectation that some form of liquidity event would occur in the future at values higher than their initial investments. We have continued to evaluate and adjust the estimated fair value of our common stock based on our acquisition strategy, organic growth, changes in management and other environmental factors. From June 2006 to December 2009, the estimated fair value of our common stock (as adjusted for the stock split), as determined based on the factors noted above, increased from \$6.55 per share to \$18 per share and from April 2009 to December 2009, the fair value of our common stock increased from \$10 per share to \$18 per share. The factors we considered in connection with estimating the fair value of our common stock for the period from April 2009 through December 2009 were the consummation of our acquisitions of CLC Group, Inc. and ReD Fuel Cards (Europe) Limited in April 2009 and August 2009, respectively. These acquisitions coupled with modest organic growth contributed to increasing revenues and profitability measures during this period. Additionally, in December 2009, we began to consider certain strategic alternatives, including a liquidity event, which resulted in us having further discussions with third parties regarding our enterprise value. Based on these factors we estimated the fair value of our common stock had increased significantly during the period from April 2009 through December 2009. The price to the public of shares sold in this offering is higher than our most recent stock option grant which was granted in September 2010 at \$20 per share. Given the timing of this offering, we conclude that our estimate of the fair value of our common stock was reasonable in light of various market conditions present at the date of grant.

Recent accounting pronouncements

Off balance sheet arrangements

We utilize an off-balance sheet arrangement in the ordinary course of business to finance a portion of our accounts receivable. Our off-balance sheet activity utilizes a qualified special-purpose entity, or QSPE, in the form of a limited liability company. The QSPE raises funds by issuing debt to third-party investors. The QSPE holds trade accounts receivable whose cash flows are the primary source of repayment for the liabilities of the QSPE. Investors only have recourse to the assets held by the QSPE. Our involvement in these arrangements takes the form of originating accounts receivable and providing servicing activities.

In June 2009, the FASB issued authoritative guidance limiting the circumstances in which a financial asset may be derecognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. The concept of a qualified special-purpose entity, which had previously facilitated sale accounting for certain asset transfers, is removed by this standard. This guidance was effective for us as of January 1, 2010. As a result of the adoption of such guidance, effective January 1, 2010, we will consolidate the QSPE and the securitization of accounts receivable related to the QSPE will be accounted for as a secured borrowing rather than as a sale. Accordingly, we will record accounts receivable and short-term debt related to the securitization facility as assets and liabilities on our balance sheet. In addition, subsequent to the adoption, our statements of income will no longer include securitization activities in revenue. Rather, we will report provision for bad debts and interest expense associated with the debt securities issued by the QSPE.

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As a result of the implementation of this guidance, at September 30, 2010, we had \$167 million of accounts receivable and short-term debt on our balance sheet. See Note 2 Summary of significant accounting policies for further details.

Market risk

Foreign currency risk

Our International segment exposes us to foreign currency exchange rate changes that can impact translations of foreign-denominated assets and liabilities into U.S. dollars and future earnings and cash flows from transactions denominated in different currencies. Revenue from our International segment was 35.8%, 39.8%, 38.9% and 33.0% of consolidated revenue for the years ended December 31, 2009, 2008, and 2007 and the nine months ended September 30, 2010, respectively. We measure foreign currency exchange risk based on changes in foreign currency exchange rates using a sensitivity analysis. The sensitivity analysis measures the potential change in earnings based on a hypothetical 10% change in currency exchange rates. Exchange rates and currency positions as of December 31, 2009 were used to perform the sensitivity analysis. Such analysis indicated that a hypothetical 10% change in foreign currency exchange rates would have increased or decreased consolidated pretax income during the year ended December 31, 2009 by approximately \$5.4 million had the U.S. dollar exchange rate increased or decreased relative to the currencies to which we had exposure. When exchange rates and currency positions as of December 31, 2008 and 2007 were used to perform this sensitivity analysis, the analysis indicated that a hypothetical 10% change in currency exchange rates would have increased or decreased consolidated pretax income for the years ended December 31, 2008 and 2007 by approximately \$7.7 million and \$2.6 million, respectively.

Interest rate risk

We are exposed to changes in interest rates on our cash investments and debt. We invest our excess cash either to pay down our securitization facility debt or in securities that we believe are highly liquid and marketable in the short term. These investments are not held for trading or other speculative purposes. Under the 2005 Credit Facility, we have a syndicated \$300.0 million term loan agreement with a syndicate of term loan B investors in the United States. The term loan bears interest, at our election, at the prime rate or LIBOR plus a margin based on our leverage position. As of September 30, 2010, the interest rate on the term loan was LIBOR plus 2.25%. The term loan expires in April 2013.

Under the 2005 Credit Facility, we also have a \$50 million unsecured revolving credit facility with a syndicate of banks based in the United States and Europe. The facility expires in April 2012, and borrowings bear a variable interest rate based at the prime rate or LIBOR plus a margin that varies according to our leverage position. As of September 30, 2010, there were no borrowings on this facility.

In addition, we have an \$83.8 million term loan under our CCS Credit Facility. This term loan bears interest on a base rate, PRIBOR, plus a margin and mandatory cost.

Based on the amounts and mix of our fixed and floating rate debt (exclusive of our asset securitization facility) at December 31, 2009 and December 31, 2008, if market interest rates had increased or decreased an average of 100 basis points, after considering the effect of our interest rate swap, our interest expense would have changed by \$1.7 million and \$1.8 million, respectively. We determined these amounts by considering the impact of the hypothetical interest rates on our borrowing costs and interest rate swap agreement. These analyses do not consider the effects of changes in the level of overall economic activity that could exist in such an environment.

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Our fleet customers use our products and services primarily in connection with the purchase of fuel. Accordingly, our revenue is affected by fuel prices, which are subject to significant volatility. A decline in retail fuel prices could cause a change in our revenue from several sources, including fees paid to us based on a percentage of each customer's total purchase. Changes in the absolute price of fuel may also impact unpaid account balances and the late fees and charges based on these amounts. The impact of changes in fuel price is somewhat mitigated by our agreements with certain merchants, where the price paid to the merchant is equal to the lesser of the merchant's cost plus a markup or a percentage of the transaction purchase price. We do not enter into any fuel price derivative instruments.

Fuel-price spread risk

From our merchant and network relationships, we derive revenue from the difference between the price charged to a fleet customer for a transaction and the price paid to the merchant or network for the same transaction. The price paid to a merchant or network is calculated as the merchant's wholesale cost of fuel plus a markup. The merchant's wholesale cost of fuel is dependent on several factors including, among others, the factors described above affecting fuel prices. The fuel price that we charge to our customer is dependent on several factors including, among others, the fuel price paid to the fuel merchant, posted retail fuel prices and competitive fuel prices. We experience fuel-price spread contraction when the merchant's wholesale cost of fuel increases at a faster rate than the fuel price we charge to our customers, or the fuel price we charge to our customers decreases at a faster rate than the merchant's wholesale cost of fuel. Accordingly, if fuel-price spreads contract, we may generate less revenue, which could adversely affect our operating results. The impact of volatility in fuel spreads is somewhat mitigated by our agreements with certain merchants, where the price paid to the merchant is equal to the lesser of the merchant's cost plus a markup or a percentage of the transaction purchase price.

Contractual obligations

The table below summarizes the estimated dollar amounts of payments under contractual obligations identified below as of December 31, 2009 for the periods specified:

(in millions)	Total	Payments due by period (a)			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	\$ 16.5	\$ 5.3	\$ 8.0	\$ 2.8	\$ 0.4
2005 Credit Facility	276.3	3.0	6.0	6.0	261.3
CCS Credit Facility	61.5	7.0	14.0	40.5	
Interest rate swap	6.4	6.4			
Seller financing notes	12.8	12.3	0.5		
Securitization facility (b)	223.0		223.0		
Total	\$ 596.5	\$ 34.0	\$ 251.5	\$ 49.3	\$ 261.7

- (a) Deferred income tax liabilities as of September 30, 2010 were approximately \$84.8 million. Refer to Note 11 to our audited consolidated financial statements. This amount is not included in the total contractual obligations table because we believe this presentation would not be meaningful. Deferred income tax liabilities are calculated based on temporary differences between the tax bases of assets and liabilities and their respective book bases, which will result in taxable amounts in future years when the liabilities are settled at their reported financial statement amounts. The results of these calculations do not have a direct connection with the amount of cash taxes to be paid in any future periods. As a result, scheduling deferred income tax liabilities as payments due by period could be misleading, because this scheduling would not relate to liquidity needs.

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- (b) As further described in Footnote 2, Recent Accounting Pronouncements, in the notes to condensed consolidated financial statements effective January 1, 2010 consolidated the special-purpose entity utilized in its securitization facility. As a result, the Company now includes securitized debt. We have reflected this securitized debt as if we had consolidated the special-purpose entity as of December 31, 2009 above.

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Business

Overview

FleetCor is a leading independent global provider of specialized payment products and services to commercial fleets, major oil companies and petroleum marketers. We serve more than 530,000 commercial accounts in 18 countries in North America, Europe, Africa and Asia, and we had approximately 2.5 million commercial cards in use during the month of December 2009. Through our proprietary payment networks, our cards are accepted at approximately 83,000 locations in North America and internationally. In 2009, we processed approximately \$14 billion in purchases on our proprietary networks and third-party networks. We believe that our size and scale, geographic reach, advanced technology and our expansive suite of products, services, brands and proprietary networks contribute to our leading industry position.

We provide our payment products and services in a variety of combinations to create customized payment solutions for our customers and partners. Our payment programs enable businesses to better manage and control employee spending and provide card-accepting merchants with a high volume customer base that can increase their sales and customer loyalty. In order to deliver our payment programs and services and process transactions, we own and operate six proprietary closed-loop networks through which we electronically connect to merchants and capture, analyze and report customized information. We also use third-party networks to deliver our payment programs and services in order to broaden our card acceptance and use. To support our payment products, we also provide a range of services, such as issuing and processing, as well as specialized information services that provide our customers with value-added functionality and data. Our customers can use this data to track important business productivity metrics, combat fraud and employee misuse, streamline expense administration and lower overall fleet operating costs.

We market our payment products directly to a broad range of commercial fleet customers, including vehicle fleets of all sizes and government fleets. Among these customers, we provide our products and services predominantly to small and medium commercial fleets. We believe these fleets represent an attractive segment of the global commercial fleet market given their relatively high use of less efficient payment products, such as cash and general purpose credit cards. We also manage commercial fleet card programs for major oil companies, such as British Petroleum (BP) (including its subsidiary Arco), Chevron and Citgo, and over 800 petroleum marketers. These companies collectively maintain hundreds of thousands of end-customer relationships with commercial fleets. We refer to these major oil companies and petroleum marketers with whom we have strategic relationships as our partners.

FleetCor benefits from an attractive business model, which is characterized by our recurring revenue, significant operating margins and low capital expenditure requirements. Our revenue is recurring in nature because we generate fees every time a card is used, customers rely on our payment programs to control their own recurring operating expenses and our partners and customers representing a substantial portion of revenue enter into multi-year service contracts. Our highly-scalable business model creates significant operating efficiencies, which enable us to generate strong cash flow that may be used to repay indebtedness, make acquisitions and fund the future growth of our business. In addition, this business model enables us to continue to grow our business organically without significant additional capital expenditures.

We believe the fleet card industry is positioned for further consolidation because it is served by a fragmented group of suppliers, few with the size and scale to adequately invest to keep pace with industry advancements. For example, there is significant time and investment required to establish the closed-loop networks and technology solutions that address the diverse requirements of customers and partners across various geographic markets. We believe this dynamic will continue to shift market share to larger scale vendors with advanced technology platforms and drive further consolidation globally.

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FleetCor's predecessor company was organized in the United States in 1986. In 2000, our current chief executive officer joined us and we changed our name to FleetCor Technologies, Inc. Since 2000, we have grown significantly through a combination of organic initiatives, product and service innovation and over 40 acquisitions of businesses and commercial account portfolios. We have grown our revenue from \$30.7 million in 2001 to \$381.3 million on a managed basis in 2009, representing a compound annual growth rate of 37.0%. In 2009, we generated 35.8% of our revenue from our international operations, compared to none in 2005. For the years ended December 31, 2005, 2006, 2007, 2008 and 2009, our consolidated revenue was \$143.3 million, \$186.2 million, \$264.1 million, \$341.1 million and \$354.1 million, respectively. In the same periods, we generated operating income of \$59.0 million, \$71.8 million, \$105.8 million, \$152.5 million and \$146.0 million, respectively. In addition, we have grown our net income from a net loss of \$12.6 million in 2000 to net income of \$89.1 million in 2009.

Industry background

The electronic payments industry is a large and fast growing sector that is benefiting from favorable trends around the world

The electronic payments industry has grown significantly over the past 50 years as card-based payment products, such as credit and debit cards, have benefited from favorable trends. These products have increasingly gained acceptance by merchants, usage by consumers and adoption by businesses and governments around the world because they offer faster, safer and often lower cost alternatives to traditional, paper-based payment methods. Packaged Facts, a research firm, estimates that total global card purchase volumes reached \$6.8 trillion in 2009, growing at a compound annual growth rate of 10.8% from 2005 to 2009.

Commercial cards provide specialized capabilities and are among the fastest growing segments of the electronic payments industry

Given the high degree of payment card usage globally, various types of business-specific payment products are being used increasingly in the marketplace. Commercial card products are typically charge cards, which are paid in full every month and provide businesses with control over the types of authorized purchases, integration with accounting systems, detailed reporting, and the ability to incorporate and transmit additional data with a payment transaction. Packaged Facts estimates that total global commercial card purchase volumes reached \$916.5 billion in 2009, growing at a compound annual growth rate of 8.2% from 2005 to 2009, and will reach \$1.5 trillion in 2014, growing at a compound annual growth rate of 10.6% from 2009 to 2014. Some of the more common commercial card applications and services include:

Purchasing cards used for corporate procurement spending

Corporate cards used for travel and entertainment expenses

Small-business credit and debit cards used for general purpose spending

Prepaid commercial cards used for rewards, incentives, payroll, healthcare and other pre-funded expenses

Fleet cards used to purchase fuel and for other commercial fleet related expenses and provide specialized, value-added information services and controls

Lodging cards used to purchase lodging and related services

Fleet cards typically provide differentiated services that help commercial fleet operators operate their businesses more effectively

Fleet cards are specialized commercial cards that fleet operators provide to their drivers to pay for fuel, maintenance, repairs and other approved purchases. Fleet cards typically provide differentiated services, which

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include significant cost controls (managed through business rules implemented at the point of sale) and access to level 3 data regarding transactions, such as the amount of the expenditure, the identification of the driver and vehicle, the odometer reading, the identity of the fuel or vehicle maintenance provider and the items purchased. These services enable commercial fleet operators to choose which products and services may be purchased using these cards and help prevent unauthorized spending. In addition, fleet cards typically provide commercial fleet operators with other valuable information services and reporting tools such as fleet tracking and mileage and maintenance trends which provide commercial fleet operators even greater control over their fleets, employees and expenses.

In order to provide fleet cards and related services, fleet card vendors contract with fuel retailers and other merchants to accept their cards, either directly or indirectly through a third party. Fleet card vendors typically process transactions for these merchants using specialized card-processing platforms and proprietary closed-loop networks. Closed-loop networks connect the fleet card vendor directly with each merchant and provide significant functionality and control. Fleet card vendors also offer products through open-loop payment networks, such as the MasterCard network, that connect to merchants through acquiring banks. These cards can provide broader acceptance, but may provide less control over functionality and pricing than some proprietary, closed-loop network card products.

Fleets represent a large customer base around the world

Fleets are composed of one or more vehicles, including automobiles, vans, SUVs, trucks and buses, used by businesses and governments. Fleets typically are categorized by the number of vehicles in the fleet and by the type of fleet. We divide the fleet market into the following five categories: small commercial fleets (1-10 vehicles), medium commercial fleets (11-150 vehicles), large commercial fleets (over 150 vehicles), over the road fleets (which include long-haul trucks that travel across long distances) and government fleets (which are owned and operated by governments). Based on our analysis of data from a variety of sources, we believe small and medium commercial fleets represent our greatest opportunity for growth since large commercial fleets are more likely to currently utilize fleet cards while small and medium fleets often utilize less efficient payment products (such as cash and general purpose credit cards).

The United States market Packaged Facts estimates that there were approximately 41.9 million fleet vehicles in the United States in 2008 and that the fuel consumed by these vehicles in 2008 totaled approximately 55.9 billion gallons. We believe small, medium, large and government fleets in the United States represent a significant market opportunity for growth. Packaged Facts estimates that total U.S. closed-loop fleet card purchase volumes reached \$50.8 billion in 2009, growing at a compound annual growth rate of 6.0% from 2005 to 2009. Based on research by Packaged Facts, 35% of U.S. fleet vehicle fuel volume in 2009 was purchased utilizing closed-loop fleet cards.

The European market We believe the European market is the largest market outside the United States. Based on our analysis of fleet vehicle data from several third-party sources, we believe there were approximately 68 million fleet vehicles in 30 European and Eurasian countries in 2007 (2007 representing the most recent year common to each of these sources). Datamonitor, a research firm, estimates that the total amount of fuel sold on commercial fuel cards in 25 European countries reached approximately 67 billion litres in 2009, with approximately 48 billion litres being sold on commercial fuel cards issued by twenty major oil companies. Based on our analysis of data available for several of the largest European countries, including France, Germany, Italy, the Netherlands, Spain and the United Kingdom, we estimate that during 2005, approximately 59% of fleet vehicle fuel volume in Europe was purchased with some form of fleet card product.

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The Latin American and Asian markets There is less data available on the Latin American and Asian fleet card markets; however, we believe, based on information available to us from a variety of sources, that commercial fleets in these markets will likely represent a significant, long-term growth opportunity given the levels of commercial card penetration in these markets and our belief in the potential for economic growth in these markets. According to the June 2010 BP Statistical Review of World Energy, total world consumption of oil was approximately 3.9 billion metric tons in 2009, with consumption outside of the United States and developed European Markets comprising approximately 62%, with emerging markets comprising approximately 43%, and consumption in Asia and Latin America comprising approximately 45% of world consumption.

Industry characteristics provide an attractive growth opportunity

The fleet card industry began to develop in the 1980s as a variety of fleet card acceptance networks were developed to address the needs of different commercial fleet customers. For example, truck stop networks were built to meet the needs of over the road fleets, as these fueling locations generally have the amenities, such as high canopies, high-speed diesel pumps, dining services and shower facilities, to accommodate heavy goods vehicles and their operators. Universal networks, formed largely through brand-wide card acceptance agreements with major oil companies, were established to meet the broader acceptance needs of large national account fleets. Cardlock networks, which utilize unattended commercial fueling locations, were developed to provide a broader network solution to fleets, typically local construction or industrial service companies. Network operators also developed varying technologies that provided specific features and functionality to address the needs of customers in distinct segments.

In the 2000s, the fleet card industry began to consolidate and a few, larger vendors emerged with the network breadth and technical capabilities to address larger and more diverse customer bases and geographic markets. Despite this trend, the fleet card industry is still served by a fragmented group of participants with varying distribution models, including oil companies, petroleum marketers, third-party independent fleet card issuers and network operators, transaction processors and software service providers. For many of these industry participants, fleet cards are not a core component to their businesses and we believe few have made the investments required to keep pace with industry advancements. As a result, we believe there is a significant amount of aging technology, legacy systems and dated business practices within the fleet card industry, which we believe will continue to shift market share to larger scale vendors with advanced technology platforms and drive further consolidation globally.

Given the generally rising levels of fuel prices and the continued increase in the number and size of commercial fleets, we believe the use of fleet cards will continue to increase around the world. In addition, we believe that penetration rates will continue to increase given the moderate penetration of fleet card products, particularly in the small and medium fleet sector and some international markets, as well as the cost-effective nature and advanced functionality of these products. We believe increasing penetration could accelerate the growth of the fleet card sector relative to alternative payment methods, and we believe larger scale participants may be able to grow at a faster rate than the sector due to the fragmented nature of the industry.

We believe the market's development and consolidation have created significant barriers to entry because, to achieve meaningful scale, new participants will need to provide technology platforms and product solutions that address the diverse requirements of commercial fleet customers, major oil companies and petroleum marketers, in certain cases across broad geographic markets. As a result of this past and expected future consolidation, we believe there will be an increasingly limited number of vendors that can serve the fleet card market effectively and (given the apparent lack of investment in global operations by other independent fleet card providers) even fewer with the ability to provide products and network services on a global scale.

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We believe our competitive strengths include the following:

Global leadership. We are a leading independent global provider of specialized commercial payment products and services to fleets, major oil companies and petroleum marketers. We provide our products and services to more than 530,000 commercial accounts with approximately 2.5 million commercial cards in use in 18 countries in North America, Europe, Africa and Asia. We believe that our deep and diverse relationships, geographic reach, strong brands and scale contribute to our leading industry position. Through our customer and strategic relationships, we gain valuable insight into trends in the marketplace, which allows us to identify market opportunities, develop targeted offerings and adapt our business practices to meet specific customer and partner needs. Our international presence diversifies our revenue base and gives us access to new, less-penetrated markets. We believe that our strong brand recognition increases card acceptance, drives usage of our proprietary networks and presents opportunities for future strategic relationships. Our size and scale enable us to make significant investments in technology and systems infrastructure. We seek to leverage the scale, geographic reach and diversity of our business to systematically analyze performance, develop better business models and transplant best practices throughout our company. We believe that we maintain a leading industry position and compare favorably to other independent fleet card providers based on the number of accounts served, employees, cards in use and revenue.

Broad distribution capabilities. We target new customers across different markets by using multiple distribution channels and tailored sales and marketing efforts designed to address the unique characteristics of individual market segments. In 2009, we added approximately 47,000 new commercial accounts directly through our own sales efforts and approximately 25,000 additional commercial accounts via the sales efforts of our strategic relationships. Our strategic relationships with oil companies and petroleum marketers allow us to add new commercial accounts with little incremental sales costs. To target small fleets, we leverage scalable, low-cost channels, including our partners' sales efforts, numerous search-engine-optimized marketing websites and marketing at the point of sale. We target medium-sized fleets with our direct marketing, telesales and field sales channels. We serve our largest customers with a national accounts group that specializes in serving the complex needs of these customers. By targeting and effectively marketing our products to several different customer segments, we are able to address a variety of growth opportunities and diversify our revenue base.

Proprietary closed-loop networks. We operate six proprietary closed-loop networks which, as of December 31, 2009, served approximately 83,000 acceptance locations in North America and internationally. In 2009, we processed purchases of over \$14 billion of fuel through our proprietary and third-party networks. During the twelve months ended September 2010, we processed purchases of approximately 3.3 billion gallons of fuel in North America and 1 billion gallons of fuel internationally, with the majority of international volume originating in Europe. Our proprietary networks require fleet operators to direct cardholder traffic to our merchant locations and concentrate cardholder activity. We believe this allows us to negotiate better economic terms for card acceptance than are typical of our industry. Many of our networks have been built over long periods of time, with acceptance negotiated directly with individual merchants operating local sites. We believe that the significant time and investment required to establish a large-scale network with mass merchant acceptance makes our model extremely difficult to replicate and creates a significant barrier to entry in our industry. Because of our long operating history in many local markets, our networks have significant brand recognition and a longstanding customer base, which drives cardholder usage and merchant acceptance.

Advanced, reliable technology systems. We operate proprietary and industry-leading technology systems that use modern, scalable and standardized architecture. Our business models and best practices are codified in our technology systems, allowing us to take advantage of revenue-enhancing and cost-saving opportunities across our different businesses and geographies. The highly adaptable and configurable design of our systems

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allows us to add and enhance system functionality quickly and cost-effectively. We can offer customized product features, introduce new products and enter new markets without large scale redevelopment or disruption in our operations. Our infrastructure can flexibly support growth in transaction volume, conversions of large proprietary fleet card programs and the addition of new strategic relationships with low incremental operating cost and capital investment. We have a demonstrated record of transforming legacy systems of acquired businesses to achieve our scalability, security and reliability standards. Our fault-tolerant and highly secure data centers ensure continuous transaction processing, settlement and customer service, enabling us to establish greater trust among major oil companies and petroleum marketers.

Superior products and services. We provide products and services tailored to the specific needs of our fleet customers, which we believe makes them more attractive than alternative payment methods such as cash, house accounts and general purpose credit cards, as well as many other fleet card products. Our products and services provide advantages over traditional forms of payment by capturing vehicle-specific and point-of-sale transaction information such as odometer readings and amount and type of fuel purchased which enable fleet operators to monitor and control fuel spending. We believe we are also able to achieve a competitive advantage over many other fleet card vendors by designing products targeting the unique needs of our customers and partners in different markets. For example, the GlobalFleetNet platform has emerged as a leading offering for pan-European oil companies and petroleum marketers because it provides an end-to-end (encompassing issuing, processing and network services) payment services platform incorporating the multiple languages, currencies and tax regimes in the region. We believe that the greater adoption and higher customer loyalty resulting from the functional advantages of our products contribute to the growth and stability of our business.

Strong execution capabilities. Our leadership team has a long and demonstrated track record of growing our business and has generated revenue growth (on a managed basis) at a compound annual growth rate of more than 37.0% from 2001 to 2009. We have achieved our growth through a strategy combining operational initiatives, strategic relationships and acquisitions. We have grown our revenue organically by enhancing our sales and marketing channels and evolving our pricing strategies as well as by introducing new products and services. In the past five years, we have forged several important strategic relationships with major oil companies, including British Petroleum (BP) (including its subsidiary, Arco), Chevron, and Citgo. We have a successful track record of integrating business practices, operations, technology and corporate functions of acquired businesses, and have created value from the resulting synergies, operational improvements and cross-selling opportunities.

Our growth strategy

Our strategy is to grow our revenue and profits by further penetrating our target markets, expanding our product and service offerings, entering new geographic markets and acquiring companies that meet our strategic criteria. The key elements of our growth strategy are to:

Penetrate our target markets further. We intend to expand our presence in target markets by adding more customers, cross-selling additional products and services to existing customers, entering into additional strategic relationships and making acquisitions. To target small-to-medium fleets, we will continue to invest in cost-effective distribution channels such as direct marketing, third-party agents, internet and telemarketing, including both in-house and outsourced telemarketing. We will also seek to leverage our strategic relationships with major oil companies and petroleum marketers to attract small and medium fleet customers. To further penetrate the medium-to-large fleet market, we will continue to invest in our field sales force. In addition, we also intend to attract new customers by providing enhanced customization of our card programs. We recognize the value of large institutional relationships and seek to expand our strategic relationships with fleet leasing companies, corporate and small-business card issuers and automotive manufacturers.

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Expand our products and services. We will seek to grow revenue by introducing new product features and functionality to our fleet card products, including additional maintenance, lodging and travel and entertainment capabilities. We aim to extend our network offerings in order to help major oil companies and petroleum marketers compete more effectively with other fleet cards and alternative payment methods. For example, we plan to offer extended network products, such as a co-branded MasterCard product, to major oil companies and petroleum marketers. We will continue to expand the servicing model for relationships with local and regional petroleum marketers to include additional services such as issuing and network services. We will also continue to market our telematics solutions and other fleet monitoring services to fleet customers.

Enter new geographic markets. We intend to continue expanding in areas of Europe and the United States where we currently do not have a significant presence. We are also evaluating other opportunities in markets we believe to be under-penetrated, such as Latin America and parts of Asia. We intend to enter these markets through a combination of strategic relationships with global oil companies and petroleum marketers and acquisitions.

Pursue growth through strategic acquisitions. We have a proven track record of growth through acquisitions of companies that meet our strategic criteria. Since 2002, we have completed over 40 acquisitions of companies and commercial account portfolios. A large portion of our historic growth internationally has been achieved through strategic acquisitions, including the acquisitions of our CCS and Petrol Plus Region networks. In certain international markets, where fleet card penetration is below levels observed in the United States, we will seek opportunities to increase our customer base through further strategic acquisitions. We also will consider acquisition targets that will provide related services to our fleet customers.

Our products and services

We sell a range of customized fleet and lodging payment programs directly and indirectly through partners, such as major oil companies and petroleum marketers. We provide our customers with various card products that typically function like a charge card to purchase fuel, lodging and related products and services at participating locations. We support these cards with specialized issuing, processing and information services that enable us to manage card accounts, facilitate the routing, authorization, clearing and settlement of transactions, and provide value-added functionality and data including customizable card-level controls and productivity analysis tools. Depending on our customer's and partner's needs, we provide these services in a variety of outsourced solutions ranging from a comprehensive end-to-end solution (encompassing issuing, processing and network services) to limited back office processing services. In addition, we offer a telematics solution in Europe that combines global positioning, satellite tracking and other wireless technology to allow fleet operators to monitor the capacity utilization and movement of their vehicles and drivers. Approximately 10% of our revenue during the nine months ended September 30, 2010 came from our lodging and telematics products.

Networks

In order to deliver our payment programs and services, we own and operate six proprietary closed-loop networks in North America and internationally. In other geographies we utilize the networks of our major oil and petroleum marketer partners. Our networks have well-established brands in local markets and proprietary technology that enable us to capture, transact, analyze and report value-added information pertinent to managing and controlling employee spending. Our networks include:

North American proprietary closed-loop networks

Fuelman network our primary proprietary fleet card network in the United States. We have negotiated card acceptance and settlement terms with over 11,000 individual merchants, providing the Fuelman network with nearly 31,000 fueling sites and nearly 24,000 maintenance sites across the country.

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Corporate Lodging Consultants network (CLC) our proprietary lodging network in the United States and Canada. We have negotiated card acceptance and settlement terms with over 10,000 individual merchants, providing the CLC network with over 16,000 hotels across the United States and Canada.

Commercial Fueling Network (CFN) our members only unattended fueling location network in the United States and Canada. The CFN network is composed of approximately 2,800 fueling sites, each of which is owned by a CFN member, and the majority of which are unattended cardlock facilities. The CFN membership base is comprised of approximately 280 independent petroleum marketers. Our members join CFN to provide network access to their fleet customers and benefit from fleet card volume generated by our other members fleet customers fueling at their locations.

International proprietary closed-loop networks

Keyfuels network our primary proprietary fleet card network in the United Kingdom. We have negotiated card acceptance and settlement terms with approximately 490 individual merchants, providing the Keyfuels network with over 1,400 fueling sites.

CCS network our primary proprietary fleet card network in the Czech Republic and Slovakia. We have negotiated card acceptance and settlement terms with several major oil companies on a brand-wide basis, including Agip, Benzina, OMV and Shell, and with approximately 530 other merchants, providing the CCS network with over 2,500 fueling sites.

Petrol Plus Region (PPR) network our primary proprietary fleet card network in Russia, Poland, Ukraine, Belarus, Lithuania, Estonia and Latvia. We have negotiated card acceptance and settlement terms with over 640 individual merchants, providing the PPR network with approximately 6,000 fueling sites across the region.

Third-Party networks

In addition to our proprietary closed-loop networks, we also utilize various third-party networks to deliver our payment programs and services. These networks include:

MasterCard network In the United States, we issue corporate cards that utilize the MasterCard payment network, which includes 165,000 fuel sites and 400,000 maintenance locations across the country. Our co-branded MasterCard corporate cards, which represent less than 10% of our total cards in use during the month of December 2010, have additional purchasing capabilities and can be accepted at over 27 million locations worldwide. We market these cards to customers who require card acceptance beyond our proprietary merchant locations. The MasterCard network delivers the ability to capture value-added transaction data at the point-of-sale and allows us to provide customers with fleet controls and reporting comparable to those of our proprietary fleet card networks. The revenue generated from our MasterCard products for the years ended December 31, 2006, 2007, 2008, 2009, and the twelve months ended September 30, 2010 equaled \$2.4 million, \$6.4 million, \$13.0 million, \$16.9 million, and \$27.1 million, respectively.

Major oil and fuel marketer networks The proprietary networks of branded locations owned by our major oil and petroleum marketer partners in both North America and internationally are generally utilized to support the proprietary, branded card programs of these partners.

UTA network UNION TANK Eckstein GmbH & Co. KG (UTA) operates a network of over 43,000 fleet card-accepting locations across 38 countries throughout Europe, including more than 28,000 fueling sites. The UTA network is generally utilized by European transport companies that travel between multiple countries.

ReD network Retail Decisions Limited (ReD) operates a network of over 3,700 fleet card-accepting fueling sites across 16 countries in Europe. The ReD network is generally utilized by European transport companies that travel between multiple countries.

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Customers and distribution channels

We provide our products and services primarily to fleet customers and our major oil company and petroleum marketer partners. Our commercial fleet customers are businesses that operate fleets comprised of one or more vehicles, including small fleets (1-10 vehicles), medium fleets (11-150 vehicles), large fleets (over 150 vehicles), and government fleets (which are owned and operated by governments). We also provide services through strategic relationships with our partners, ranging in size from major oil companies, such as British Petroleum (BP) (including its subsidiary, Arco), Chevron and Citgo, to small petroleum marketers with a single fueling location. While we refer to companies with whom we have strategic relationships as partners, our legal relationships with these companies are contractual, and do not constitute legal partnerships.

We distribute our products and services directly to fleet customers as well as through our major oil company and petroleum marketer partners. We provide comprehensive end-to-end support for our direct card programs that include issuing, processing and network services. We manage and market the fleet card programs of our partners under our partners' own brands. We support these programs with a variety of business models ranging from fully outsourced card programs, which include issuing, processing and network services, to card programs where we may only provide limited back office processing services. These supporting services vary based on our partners' needs and their own card program capabilities.

We primarily provide issuing, processing and information services to our major oil company partners, as these partners utilize their proprietary networks of branded locations to support their card programs. In addition, we provide network services to those major oil company partners who choose to offer a co-branded MasterCard as part of their card program. Our agreements with our major oil company partners typically have initial terms of five to ten years with current remaining terms ranging from less than one year up to seven years. During the twelve months ended September 30, 2010, we processed purchases of approximately 0.8 billion gallons of fuel for our major oil company partners in North America.

Our top three strategic relationships with major oil companies represented in the aggregate approximately 22%, 18%, 14% and 13% of our consolidated revenue for the nine months ended September 30, 2010, and the years ended December 31, 2009, 2008 and 2007, respectively. No single partner represented more than 10% of our consolidated revenue in these periods other than British Petroleum (including its subsidiary, Arco), which represented approximately 11% of our consolidated revenue in 2007, and one partner that represented approximately 11% of our consolidated revenue for the nine months ended September 30, 2010.

We provide similar products and services to government fleet customers as we provide to other commercial fleet customers. Our government fleet customers generally constitute local, state or federal government-affiliated departments and agencies with vehicle fleets, such as police vehicle fleets and school bus fleets. For a description of our financial information by our North American and International segments and geographical areas, see Note 16 to the accompanying consolidated financial statements.

Sales and marketing

We market our products and services to fleet operators in North America and internationally through multiple channels including field sales, telesales, direct marketing, point-of-sale marketing and the internet. We also leverage the sales and marketing capabilities of our strategic relationships with over 800 oil companies, petroleum marketers, card marketers and leasing companies. As of December 31, 2009, we employed approximately 285 sales and marketing employees worldwide that are focused on acquiring new customers for all of our direct business card programs, as well as select card programs for oil companies and petroleum marketers. We also utilize tradeshows, advertising and other awareness campaigns to market our products and services.

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In marketing our products and services, we emphasize the size and reach of our card acceptance networks, the benefits of our purchasing controls and reporting functionality and a commitment to high standards of customer service. We utilize proprietary and third-party databases to develop our prospect universe, and segment those prospects by various characteristics, including industry, geography, fleet size and credit score, to identify potential customers. We develop customized offers for different types of potential customers and work to deliver those offers through the most effective marketing channel. We actively manage prospects across our various marketing channels to optimize our results and avoid marketing channel conflicts.

In 2009, we acquired approximately 47,000 new commercial accounts across our markets through our own sales and marketing efforts. In addition, our partners acquired approximately another 25,000 new commercial accounts in 2009 through their own sales and marketing efforts.

Our primary means of acquiring new customers include:

Field sales Our direct sales team includes approximately 120 field sales representatives, as of December 31, 2009, who conduct face-to-face sales presentations and product demonstrations with prospects, assist with post-sale program implementation and training and provide in-person account management. Our field sales force generally targets fleets with 15 or more vehicles or cards. Field sales representatives also attend and manage our marketing at tradeshow.

Telesales We had approximately 135 telesales representatives handling inbound and outbound sales calls as of December 31, 2009. Our inbound call volume is primarily generated as a result of referrals, direct marketing, point-of-sale marketing and the internet. Our outbound phone calls typically target fleets that have expressed an initial interest in our services or have been identified through database analysis as prospective customers. Our telesales teams generally target fleets with 15 or fewer vehicles or cards. We also leverage our telesales channel to cross-sell additional products to existing customers.

Direct marketing We market directly to potential fleet customers via mail and email. We test various program offers and promotions, and adopt the most successful features into subsequent direct marketing initiatives. We seek to enhance the sales conversion rates of our direct marketing efforts by coordinating timely follow-up calls by our telesales teams.

Point-of-sale marketing We provide marketing literature at the point-of-sale within our proprietary networks and those of major oil companies and petroleum marketers. Literature may include take-one applications, pump-top advertising and in-store advertising. Our point-of-sale marketing leverages the branding and distribution reach of the physical merchant locations.

Internet marketing We manage numerous marketing websites around the world. Our marketing websites tend to fall into two categories: product-specific websites and marketing portals.

Product-specific websites Our product-specific websites, including fuelman.com, cfnnnet.com, checkinncard.com and keyfuels.co.uk, focus on one or more specific products, provide the most in-depth information available online regarding those particular products, allow prospects to apply for cards online (where appropriate) and allow customers to access and manage their accounts online. We manage product-specific websites for our own proprietary card programs as well as card programs of select oil companies and petroleum marketers.

Marketing portals Our marketing portals, including fleetcardsUSA.com and fuelcards.co.uk, serve as information sources for fleet operators interested in fleet card products. In addition to providing helpful information on fleet management, including maintenance, tax reporting and fuel efficiency, these websites allow fleet operators to research card products, compare the features and benefits of multiple products, and identify the card product which best meets the fleet manager's needs. Our exclusive

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FleetMatch technology matches an operator's information, including fleet size, geographic span of operations and fuel type usage, to the benefits and features of our various fleet card products and provides a customized product recommendation to the fleet manager. As part of our internet marketing strategy, we monitor and modify our marketing websites to improve our search engine rankings and test our advertising keywords to optimize our pay-per-click advertising spend among the major internet search firms such as Google and Yahoo.

Strategic relationships We have developed and currently manage relationships with over 800 oil companies, independent petroleum marketers, card marketers and leasing companies. Our major oil company and petroleum marketer relationships offer our payment processing and information management services to their fleet customers in order to establish and enhance customer loyalty. Our card programs for major oil companies and petroleum marketers carry their proprietary branding and may or may not be accepted in one of our merchant networks. We benefit from the marketing efforts of major oil companies and petroleum marketers with whom we have strategic relationships to attract customers to their fueling locations. We manage the fleet card sales and marketing efforts for several major oil companies across the full spectrum of channels, including field sales, telesales, direct marketing, point-of-sale marketing and internet marketing. In these cases, we establish dedicated sales and marketing teams to focus exclusively on marketing the products of major oil companies and petroleum marketers. Our major oil company relationships include some of the world's largest oil companies such as BP, Chevron and Citgo. Through our leasing company relationships, we offer our payment processing and information management services to their fleet customers as part of the leasing company's broader package of fleet services. Our leasing company relationships all reside outside of North America, and we view these relationships as an important strategic growth area.

Account management

Customer service, account activation, account retention. We provide account management and customer services with approximately 390 service professionals as of December 31, 2009. Based in dedicated call centers across our key markets, these professionals handle transaction authorizations, billing questions and account changes. Customers also have the opportunity to self-serve their accounts through interactive voice response and online tools. We monitor the quality of the service we provide to our customers by adhering to industry standard service levels with respect to abandon rates and answer times and through regular agent call monitoring. We also conduct regular customer surveys to ensure customers are satisfied with our products and services. In addition to our base customer service support, we provide the following specialized services:

Welcome and activation We have dedicated teams that contact and welcome our new customers. These teams focus on successful activation and utilization of our new customers and provide training and education on the use of our products and services.

Strategic account management We assign designated account managers who serve as the single point of contact for our large fleets. Our account managers have in-depth knowledge of our programs and our customers' operations and objectives. Our account managers train fleet operators and support them on the operation and optimal use of our programs, oversee account setup and activation, review online billing and create customized reports. Our account managers also prepare periodic account reviews, provide specific information on trends in their accounts and work together to identify and discuss major issues and emerging needs of large fleets.

Account retention We have proprietary, proactive strategies to contact customers who may be at risk of terminating their relationship with us. Through these strategies we seek to address service concerns, enhance product structures and provide customized solutions to address customer issues.

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Merchant network services Our representatives work with merchants such as fuel and vehicle maintenance providers to enroll them in one of our proprietary networks, install and test all network and terminal software and hardware and train them on the sale and transaction authorization process. In addition, our representatives provide transaction analysis and site reporting and address settlement issues.

Credit underwriting and collections. We follow detailed application credit review, account management, and collections procedures for all our fleet customers. We use multiple levers including billing frequency, payment terms, spending limits and security to manage risk in our portfolio.

New account underwriting. We use a combination of quantitative, third-party credit scoring models and judgmental underwriting to screen potential customers and establish appropriate credit terms and spend limits. Our underwriting process provides additional scrutiny for large credit amounts and we utilize tiered credit approval authority among our management.

Prepaid and secured accounts. We also offer products and services on a prepaid or fully-secured basis. Prepaid customer accounts are funded with an initial deposit and subsequently debited for each purchase transacted on the cards issued to the customer. Fully-secured customer accounts are funded with an initial deposit equal to the anticipated purchase volume for a given timeframe. The deposit is held until such time as the customer either fails to pay the account or closes its account after paying outstanding amounts. Under either approach, our prepaid and fully-secured offerings allow us to market to a broader universe of prospects, including customers who might otherwise not meet our credit standards.

Monitoring and account management. We have developed proprietary fraud detection programs to monitor transactions and prevent misuse of our products. We monitor the credit quality of our portfolio monthly utilizing external credit scores and internal behavior data to identify high risk or deteriorating credit quality accounts. We conduct targeted strategies to minimize exposure to high risk accounts, including reducing spending limits and payment terms or requiring additional security.

Collections. As accounts become delinquent, we may suspend future transactions based on our risk assessment of the account. Our collections strategy includes a combination of internal and outsourced resources which use both manual and dialer-based calling strategies. We use a segmented collection strategy which prioritizes higher risk and higher balance accounts. For severely delinquent, high balance accounts we may pursue legal remedies from time to time.

Competition

We face considerable competition in our business. The most significant competitive factors in our business are the breadth of product and service features, network acceptance size, customer service and account management and price. We believe that we generally compete favorably with respect to each of these factors. However, we may experience competitive disadvantages with respect to each of these factors from time to time as potential customers prioritize or value these competitive factors differently. As a result, a specific offering of our products and service features, networks and pricing may serve as a competitive advantage with respect to one customer and a disadvantage for another based on the customers preferences.

We compete with independent fleet card providers, providers of card outsourcing services and major financial services companies as well as major oil companies and petroleum marketers that issue their own fleet cards. We also compete with providers of alternative payment mechanisms, such as financial institutions that issue corporate and consumer credit cards, and merchants offering house accounts as well as other forms of credit. Our primary independent fleet card competitors are Wright Express Corporation, Comdata Corporation and U.S. Bank Voyager Fleet Systems Inc. in North America and Arval UK Group Limited (a subsidiary of BNP Paribas) internationally.

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Technology

Our technology provides continuous authorization of transactions, processing of critical account and client information and settlement between merchants, issuing companies and individual commercial entities. We recognize the importance of state-of-the-art, secure, efficient and reliable technology in our business and have made significant investments in our applications and infrastructure. In 2009, we spent more than \$20 million in capital and operating expenses to operate, protect and enhance our technology and we expect to spend a similar amount in 2010.

Our technology function comprises approximately 120 employees, as of December 31, 2009, based in the United States and Europe with expertise in the management of applications, transaction networks and infrastructure. We operate application development centers in the United States, United Kingdom, Netherlands, Russia and Czech Republic. Our distributed application architecture allows us to maintain, administer and upgrade our systems in a cost-effective and flexible manner. We integrate our systems with third-party vendor applications for certain products, sales and customer relationship management and back-office support. Our technology organization has undertaken and successfully executed large scale projects to develop or consolidate new systems, convert oil company and petroleum marketer systems and integrate acquisitions while continuing to operate and enhance existing systems.

Our technology infrastructure is supported by best-in-class, highly-secure data centers, with redundant locations. We operate three primary data centers, located in Atlanta, Georgia, Prague, Czech Republic and Las Vegas, Nevada. We use only proven, client-server technology and have no foreseeable capacity limitations. Our systems meet the highest standards for security with multiple industry certifications. Our network is configured with multiple layers of security to isolate our databases from unauthorized access. We use sophisticated security protocols for communication among applications, and our employees access critical components on a need-only basis. As of September 30, 2010, we have not experienced any breaches in network, application or data security.

We maintain up-to-date disaster recovery and business continuity plans. Our telecommunications and internet systems have multiple levels of redundancy to ensure reliability of network service. In 2009, we experienced 99.99% up-times for authorizations.

Proprietary processing systems

We operate several proprietary processing systems that provide the features and functionality to run our card programs, including our card issuing, processing and information services. Our processing systems also integrate with our proprietary networks, which provide brand awareness and connectivity to our acceptance locations that enables the end-to-end card acceptance, data capture and transaction authorization capabilities of our card programs. Our proprietary processing systems are tailored to meet the unique needs of the individual markets they serve.

Intellectual property

Our intellectual property is an essential element of our business. We use trademark, copyright, trade secret and other intellectual property laws and confidentiality agreements to protect our intellectual property. We own trademark registrations supporting a number of our brands, such as FleetCor®, Fuelman®, FleetNet®, FleetCards USA®, CFN®, and Mannatec® in the United States. We also own trademark registrations in various European jurisdictions for a number of our brands, such as Keyfuels®, The Fuelcard Company®, CCS®, iMonitor® and Transit Card®. Our employees involved in technology development in some of the countries in which we operate, including the United States, are required to sign agreements acknowledging that all intellectual property created by them on our behalf is owned by us. We also have stringent internal policies regarding the protection, disclosure and use of our confidential information.

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Regulatory

A substantial number of laws and regulations apply to businesses offering payment cards to customers or processing or servicing such cards. These laws generally apply only to consumer cards, which are cards used to make purchases for personal, family or household purposes. Because our payment cards are limited to purchases for business purposes only, they are typically classified as commercial cards which are generally not subject to many of the laws and regulations applicable to consumer cards. However, our business is still subject to significant regulation, and the following is a description of certain United States federal and state laws and regulations and certain laws and regulations of other jurisdictions applicable to our business.

Federal Trade Commission Act

The Federal Trade Commission Act empowers the Federal Trade Commission (the "FTC") to regulate unfair methods of competition and unfair or deceptive acts or practices affecting commerce. While this power generally applies only to consumers, the FTC has sometimes taken enforcement action on behalf of small business owners in certain circumstances. We also may be subject to state laws and regulations that generally prohibit engaging in unfair and deceptive business practices, which may extend to small businesses. Other countries in which we operate also regulate unfair and deceptive practices in a similar manner.

Truth in Lending Act

The Truth in Lending Act, or TILA, which is implemented by the Federal Reserve's Regulation Z, was enacted to increase consumer awareness of the cost of credit. Most provisions of Regulation Z apply only to the extension of consumer credit, but a limited number of provisions apply to commercial cards, including a provision providing that, in cases where ten or more credit cards are issued by a card issuer for use by the employees of an organization, the organization, to which credit is extended, may agree to liability imposed on the organization for unauthorized use without regard to Regulation Z limitations. Our cardholder agreements generally provide that the customer agrees that if it has been issued ten or more cards at its request, then the customer waives to the fullest extent possible all limitations on liability for unauthorized use of the cards.

Equal Credit Opportunity Act

The Equal Credit Opportunity Act, which is implemented by the Federal Reserve's Regulation B, prohibits creditors from discriminating when extending credit on certain prohibited bases such as an applicant's sex, race, nationality and marital status, and further requires that creditors disclose the reasons they took any adverse action against an applicant or a customer.

The Fair Credit Reporting Act

The Fair Credit Reporting Act of 1970, or FCRA, regulates the disclosure and use of consumer reports by consumer reporting agencies. We are permitted to obtain consumer reports with respect to an individual who guarantees or otherwise is obligated on a commercial card.

FACT Act

The Fair and Accurate Credit Transactions Act of 2003, or the FACT Act, amended certain provisions of FCRA applicable to consumer reports generally not applicable to business credit. However, the FACT Act included provisions that require creditors to adopt Identity Theft Prevention Programs to detect, prevent and mitigate identity theft, including detecting identity theft "red flags," in connection with covered accounts, which can include business purpose accounts for which there is a reasonably foreseeable risk of identity theft (the "Red Flags Rules"). Enforcement of the Red Flags Rules by the FTC has been delayed until December 31, 2010.

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Bank Secrecy Act

We are subject to certain provisions of the Currency and Foreign Transactions Reporting Act and the accompanying regulations issued by the U.S. Department of the Treasury, or the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001, or the Patriot Act. The Patriot Act contains a wide variety of provisions aimed at fighting terrorism and money laundering. Among other things, the Bank Secrecy Act, as amended by the Patriot Act, requires financial services providers to establish anti-money laundering programs that meet certain standards, including, in some instances, expanded reporting and enhanced information gathering and recordkeeping requirements. We maintain anti-money laundering controls designed to prevent our network from being used for money laundering or terrorist financing purposes. Other countries in which we operate have also enacted laws or regulations regarding anti-terrorism and money laundering.

Credit Card Accountability Responsibility and Disclosure Act of 2009

The Credit Card Accountability Responsibility and Disclosure Act of 2009, or the Credit CARD Act, was adopted on May 22, 2009 and amended certain provisions of the TILA and Regulation Z generally not applicable to business purpose cards. However, the Credit CARD Act directs the Federal Reserve to conduct a study of credit card use by small businesses, and not later than 12 months after enactment to provide a report to Congress including recommendations for administrative or legislative initiatives to provide protections for credit card plans for small businesses, as appropriate. Any changes in credit card rules applicable to small businesses resulting from the study and recommendations, if any, may affect our small business customer card plans.

Dodd-Frank Wall Street Reform and Consumer Protection Act

In July 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Reform Act. The Reform Act is comprehensive in scope and contains a wide array of provisions intending to govern the practices and oversight of financial institutions and other participants in the financial markets. The focus of the Reform Act is consumer protection oriented; our principal business in the United States, however, is business purpose charge cards which do not currently appear to be the focus of the reforms. For instance, among other matters, the law creates a new independent Consumer Financial Protection Bureau, which will regulate consumer credit across the U.S. economy. The Bureau will have broad rulemaking and enforcement authority over providers of credit, savings, payment and other consumer financial products and services. It is unknown how this new bureau will exercise its authority. Many provisions of the Reform Act require the adoption of rules to implement. Proposed regulations have not been published. Accordingly, the ultimate consequences of the Reform Act and its implementing regulations on our business, results of operations and financial condition are uncertain at this time.

State usury laws

Some of our card products may be deemed to involve commercial purpose loans. Most state laws provide that money cannot be lent at an interest rate in excess of a certain statutory maximum. This usury limit may act as a ceiling on interest to cardholders for the extension of credit. These limits are often different for consumer cards and commercial cards. Because we have substantial operations in multiple jurisdictions, and we utilize choice of law provisions in our cardholder agreements, we have flexibility as to the laws of which jurisdiction to apply. In addition, the interest rates on certain of our card products are set based upon the usury limit of the cardholder's state. With respect to card products where we work with a partner or issuing bank, the partner bank may utilize the law of the jurisdiction applicable to the bank and exports the usury limit of that state in connection with cards issued to residents of other states or we may use our choice of law provisions.

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Payment card industry rules

Partner banks issuing payment cards bearing the MasterCard brand, and FleetCor to the extent it provides certain services in connection with those cards and fleet customers acting as merchants accepting those cards, must comply with the bylaws, regulations and requirements that are promulgated by MasterCard and other applicable payment card organizations, including the Payment Card Industry Data Security Standard developed by MasterCard and Visa, the MasterCard Site Data Protection Program, and any other applicable bank card data security program requirements.

Other regulations

We are subject to U.S. federal and state data security and breach notification laws and regulations, as well as data protection laws in the foreign countries in which we operate. We are also subject to bankruptcy and debtor relief laws that can affect our ability to collect amounts owed to us.

Legal matters

We are not currently party to any legal proceedings or governmental inquiries or investigations that we consider to be material. We are and may become, however, subject to lawsuits from time to time in the ordinary course of our business. We are currently involved in an investigation by the Office of Fair Trading in the United Kingdom, relating to our Keyfuels product line. This product line consists of our proprietary payment card and associated site network in the United Kingdom. A competitor alleged we are dominant in a relevant market with our Keyfuels product line. The Office of Fair Trading is investigating whether we are dominant and, if dominant, whether some of our contracts with some sites and dealers would constitute exclusive dealings requiring them to be reformed to eliminate exclusivity. Although we do not currently anticipate an adverse result or material adverse impact from the investigation, if determined adversely, the regulator has authority to require us to reform contracts to eliminate exclusivity and impose significant fines.

Employees and labor relations

As of December 31, 2009, we employed approximately 1,130 employees, approximately 650 of whom were located in the United States. None of our employees are subject to a collective bargaining agreement. We consider our employee relations to be good and have never experienced a work stoppage.

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We lease all of the real property used in our business, except as noted below. The following table lists each of our material facilities and its location, use and approximate square footage.

Facility	Use	Approximate size
		<i>Square Feet</i>
<i>United States</i>		
Norcross, Georgia	Corporate headquarters and operations	57,300
Covington, Louisiana	Accounting, treasury, merchant authorization	13,600
Houston, Texas	Credit and collections	15,000
Carlsbad, California	Customer support	3,900
Concord, California	Customer support	7,100
San Mateo, California	CFN operations and customer support	9,200
Wichita, Kansas	CLC operations and customer support	31,100
<i>Europe</i>		
Prague, Czech Republic	CCS headquarters, operations, customer service and sales	55,000
Doetinchem, Netherlands	Customer support and card processing	2,700
Kaliningrad, Russia	PPR sales and customer support	1,400
Moscow, Russia	PPR headquarters, sales, customer support and operations	6,400
Vilnius, Lithuania	Credit and collections	800
Warsaw, Poland	Sales and credit and collections	500
Ipswich, United Kingdom ⁽¹⁾	Operations, sales and customer support	17,900
Knaresborough, United Kingdom	Operations, sales and customer support	5,100
London, United Kingdom	Europe headquarters	2,800
Walsall, United Kingdom	Operations, sales and customer support	9,500

(1) We own a freehold interest in this facility.

We also lease a number of minor additional facilities, including local sales offices, small storage facilities and a small number of service stations in the United Kingdom. We believe our facilities are adequate for our needs for at least the next 12 months. We anticipate that suitable additional or alternative facilities will be available to accommodate foreseeable expansion of our operations.

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Management

The following table sets forth certain information regarding the members of our board of directors and our executive officers, with their respective ages as of April 1, 2010. Our officers serve at the discretion of our board of directors. There are no family relationships between any of our directors or executive officers.

Name	Age	Position(s)
<i>Executive Officers:</i>		
Ronald F. Clarke	54	President, Chief Executive Officer and Chairman of the Board of Directors
Eric R. Dey	50	Chief Financial Officer
Todd W. House	38	Chief Operating Officer U.S. Shared Services
Van E. Huff	49	Chief Information Officer
Robert P. Brandes	49	Executive Vice President Global Universal Products
John S. Coughlin	42	Executive Vice President Corporate Development
Jeffrey D. Lamb	52	Executive Vice President U.S. Fuel Card Marketing and Sales
William J. Schmit	53	President Major Oil Card Programs
Timothy J. Downs	52	President Corporate Lodging Consultants
Andrew R. Blazye	51	Chief Executive Officer FleetCor Europe
<i>Other Directors:</i>		
Andrew B. Balson	43	Director
John R. Carroll	42	Director
Bruce R. Evans	51	Director
Mark A. Johnson	57	Director
Richard Macchia	58	Director
Glenn W. Marschel	63	Director
Steven T. Stull	51	Director

Ronald F. Clarke has been our President and Chief Executive Officer since August 2000 and was appointed Chairman of our board of directors in March 2003. From 1999 to 2000, Mr. Clarke served as President and Chief Operating Officer of AHL Services, Inc, a staffing firm. From 1990 to 1998, Mr. Clarke served as chief marketing officer and later as a division president with Automatic Data Processing, Inc., a computer services company. From 1987 to 1990, Mr. Clarke was a principal with Booz Allen Hamilton, a global management consulting firm. Earlier in his career, Mr. Clarke was a marketing manager for General Electric Company, a diversified technology, media, and financial services corporation.

Eric R. Dey has been our Chief Financial Officer since November 2002. From October 2000 to October 2002, Mr. Dey served as Chief Financial Officer of NCI Corporation, a call center company. From July 1999 to October 2000, Mr. Dey served as Chief Financial Officer of Leisure Time Technology, a software development/manufacturing company. On March 16, 2001, Leisure Time Technology filed a petition for bankruptcy under the federal bankruptcy laws. From 1994 to 1999, Mr. Dey served as Corporate Controller with Excel Communications, a telecommunications service provider. From 1984 to 1994, Mr. Dey held a variety of financial and accounting positions with PepsiCo, Inc., a global beverage, snack and food company.

Todd W. House has been our Chief Operating Officer U.S. Shared Services since April 2009. Beginning in December 2010, Mr. House will also be responsible for our U.S. direct business. From July 2007 to April 2009, Mr. House held various positions, including Chief Financial Officer, with Axiant, LLC, a provider of financial services and recovery management solutions. From April 2005 to July 2007, Mr. House was Vice President and Chief Credit Officer with Carmax, Inc., an automobile retailer. From August 1993 to April 2005, Mr. House was Vice President Credit Risk Management with Capital One Financial Corp., a financial services company. On November 20, 2009, Axiant, LLC filed a petition for bankruptcy under the federal bankruptcy laws.

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Van E. Huff has been our Chief Information Officer since October 2004. From August 1984 to October 2004, Mr. Huff served in various positions, including as Senior Vice President IT for First Data Corporation, a provider of electronic commerce and payment solutions.

Robert P. Brandes has been with us since June 2002. Mr. Brandes was named our Executive Vice President Global Universal Products effective December 2010. From September 2009 to December 2010, Mr. Brandes served as our President Universal Fleet Cards. Mr. Brandes served as Senior Vice President Product Management from December 2008 to September 2009, Senior Vice President Co-Brand from January 2007 to December 2008 and Vice President Marketing from June 2002 to January 2007.

John S. Coughlin has served as our Executive Vice President Corporate Development since September 2010. From 2007 to 2010, Mr. Coughlin served as a Managing Director at PCG Capital Partners, a private equity firm. From 2005 to 2006, Mr. Coughlin served as Chief Executive Officer of NCDR LLC (dba Kool Smiles), a private equity owned national dental practice management company. From 1994 to 2005, Mr. Coughlin was with The Parthenon Group, a strategic advisory and principal investment firm, where he was a Senior Partner and the founder and head of the firm's San Francisco office.

Jeffrey D. Lamb joined us as Executive Vice President U.S. Fuel Card Marketing and Sales in December 2010. In July 2005, Mr. Lamb co-founded Socius Capital, LLC, an independent financial sponsor and management company to small and medium-sized businesses, and served as its Managing Director until December 2010. Since December 2008, Mr. Lamb has served on the Board of Managers of Wazee Companies, LLC, an electrical repair and maintenance service provider. Between July 2006 and March 2009, Mr. Lamb served on the Board of Directors of On the Scene Productions, Inc., a video production company for the public relations industry. Mr. Lamb also served as the Chief Executive Officer of On the Scene Productions, Inc. between July 2006 and February 2008. On the Scene Productions, Inc. filed its voluntary petition for bankruptcy liquidation under the U.S. Bankruptcy Code in October 2009. From 2001 to 2004, Mr. Lamb was Senior Director of Worldwide Marketing for the service division of Sun Microsystems, Inc. (acquired by Oracle Corporation in January 2010), a provider of network computing infrastructure solutions.

William J. Schmit, Jr. has served as our President Major Oil Card Programs since November 2005. From April 1999 to November 2005, Mr. Schmit served as our Senior Vice President Private Label Programs.

Timothy J. Downs joined us as President Corporate Lodging Consultants in connection with our acquisition of CLC Group, Inc. in April 2009. Prior to joining us, Mr. Downs held various positions with Corporate Lodging Consultants, including Vice President Technology from May 1999 to September 2004 and as Executive Vice President Operations from September 2004 to April 2009.

Andrew R. Blazye has served as our Chief Executive Officer FleetCor Europe, since July 2007. From April 2006 to June 2007, Mr. Blazye was a Group Director for Dunhumby Ltd., a research firm. From September 1980, to March 2006, Mr. Blazye held various positions with Shell International Ltd., a subsidiary of Royal Dutch Shell plc, a global energy company, including Global Payments General Manager.

Andrew B. Balson joined our board of directors in July 2006. Since 1996, Mr. Balson has been with Bain Capital Partners, LLC, a private equity firm and has served as a Managing Director since 2000. Mr. Balson is a director of Domino's Pizza, Inc. and OSI Restaurant Partners, LLC. Mr. Balson served as a director of Burger King Holdings, Inc., a restaurant owner and franchisor, from December 2002 to July 2008.

John R. Carroll joined our board of directors in May 2002. Since 1998, Mr. Carroll has served as a Managing Director with Summit Partners, a growth equity firm. Mr. Carroll has served on numerous private company boards.

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Bruce R. Evans joined our board of directors in May 2002. Since 1986, Mr. Evans has served in various positions with Summit Partners, including most recently as a Managing Director. Mr. Evans currently serves as a director of optionsXpress Holdings, Inc. Mr. Evans has previously served as a director of Unica Corporation and Hittite Microwave Corporation.

Mark A. Johnson joined our board of directors in March 2003. Since September 2008, Mr. Johnson has served as a Partner with Total Technology Ventures, a venture capital firm. From February 2003 to January 2008, Mr. Johnson was Vice Chairman M&A of CheckFree Corporation. Mr. Johnson served on the board of directors of CheckFree from 1982 to 2007.

Richard Macchia joined our board of directors in July 2010. Mr. Macchia served as Chief Financial Officer and Senior Vice President of Administration for Internet Security Systems, Inc., an information security provider, from December 1997 through October 2005. Mr. Macchia remained employed with Internet Security Systems, Inc. during the following year to transition the Chief Financial Officer role to his successor. Internet Security Systems, Inc. was acquired by International Business Machines Corporation in October 2006 and Mr. Macchia has been retired since October 2006.

Glenn W. Marschel joined our board of directors in September 2002. Since August 2000, Mr. Marschel has served as President and Chief Executive Officer of NetNumber, Inc., a provider of standards based registry and directory services and software technology to the communications industry.

Steven T. Stull joined our board of directors in October 2000. Since 1992, Mr. Stull has served as President of Advantage Capital Partners, a private equity firm, which he co-founded.

Director Qualifications

The current members of our board of directors have been designated pursuant to our sixth amended and restated stockholders agreement. The stockholders agreement provides that our board is composed of our chief executive officer, directors designated by our major stockholders, and directors elected by our common and preferred stockholders. The stockholders agreement will terminate upon the closing of this offering and, thereafter, our directors will be elected by vote of our stockholders.

When considering whether our directors have the experience, qualifications, attributes or skills, taken as a whole, to enable the board of directors to satisfy its oversight responsibilities effectively in light of our business and structure, the board of directors focused primarily on each person's background and experience as reflected in the information discussed in each of the directors' individual biographies set forth immediately above. We believe that our directors provide an appropriate mix of experience and skills relevant to the size and nature of our business.

In addition, we believe that our directors provide a broad range of experience and substantial qualifications and skills that are important to our business, which factors may change from time to time.

Business and strategic acquisition experience. We believe that the company benefits from our directors' substantial and recent business experience, including their knowledge and understanding of international markets. In addition, given our history of strategic acquisitions and growth strategy both domestically and internationally, we value directors who provide deep knowledge and experience evaluating, executing and integrating strategic acquisitions. In particular, we have obtained these qualities on our board from directors with experience evaluating and advising a range of portfolio companies.

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Leadership experience. We believe that directors with experience in significant leadership positions over an extended period, especially president or chief executive officer positions, provide us with leadership for our company and strategic insight. These directors generally possess effective leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, long-term strategy, risk management and executing growth strategies.

High level of financial literacy. We also believe that an understanding of finance and financial reporting processes represents an important characteristic for our board of directors. We use financial measures and performance targets to evaluate the performance of our employees, businesses and payment products across our international customer and network base.

Industry and company knowledge. We also seek directors with relevant business expertise and experience as executives, directors, investors or in other leadership positions in the electronic payments, technology and business and financial services industries both domestically and internationally.

We have set forth below additional summary information regarding the specific experience, qualifications, attributes and skills of each of our directors.

Mr. Balson

Business and strategic acquisition experience managing director of Bain Capital Partners; oversees investments in portfolio companies; evaluates and oversees strategic acquisitions by Bain Capital and its portfolio companies.

Leadership experience director of numerous public and private companies, including serving as member of nominating and corporate governance and compensation committees.

High level of financial literacy ten years of experience as a managing director of a global investment company overseeing and evaluating investments and portfolio companies; former experience in the merchant banking group of Morgan Stanley & Co. and the leveraged buyout group of SBC Australia.

Industry and company knowledge served as our board member since 2006 providing strategic and financial advice relevant to our growth; oversees investments and portfolio companies in the software and business services industries; former Bain & Company consultant to the technology, telecommunications, financial services and consumer goods industries.

Mr. Carroll

Business and strategic acquisition experience managing director of Summit Partners; helps oversee investments in portfolio companies in North America, Europe and Asia; evaluates and oversees strategic acquisitions and dispositions by Summit Partners and its portfolio companies.

Leadership experience director of numerous private companies, including serving as member of audit and compensation committees.

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High level of financial literacy 15 years of experience with Summit Partners, a global growth equity investment firm, including serving as a managing director; experience overseeing and evaluating investments and portfolio companies; former experience as a commercial banker with BayBank Corporation.

Industry and company knowledge served as our board member since 2002 providing strategic, financial and acquisition advice relevant to our growth domestically and internationally; oversees investments and portfolio companies in the technology, business, financial and information services industries; former Bain & Company consultant to the financial services industry.

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Mr. Clarke

Business and strategic acquisition experience significant experience with our business as our chief executive officer for ten years; strategic direction for our numerous acquisitions both domestically and internationally over this period.

Leadership experience chairman of our board of directors, providing leadership and oversight of our board's operations; prior experience as an executive officer with several public companies, including service as a chief operating officer, chief marketing officer and division president.

High level of financial literacy significant experience with our finance function through his oversight of our chief financial officer for ten years.

Industry and company knowledge significant familiarity with our company and industry through his service as our chief executive officer for ten years, his prior experience in the financial and business services industry, including with AHL Services, Inc. (staffing services), Automated Data Processing, Inc. (transaction processing, data communication and information services) and his experience providing management consulting services with Booz Allen, a global management consulting firm.

Mr. Evans

Business and strategic acquisition experience managing director of Summit Partners; oversees investments in portfolio companies in North America, Europe and Asia; evaluates and oversees strategic acquisitions and dispositions by Summit Partners and its portfolio companies; director of the National Venture Capital Association.

Leadership experience served as a director of more than 25 private and public companies, including as a member of audit, nominating, governance, investment and compensation committees; substantial experience addressing corporate development, compensation, human resources, governance, management and growth strategy matters; member of the Vanderbilt University Board of Trustees.

High level of financial literacy over 24 years of experience with Summit Partners, a global growth equity investment firm, including serving as a managing director; substantial experience overseeing and evaluating numerous investments and portfolio companies; past service on public company audit committees.

Industry and company knowledge served as our board member since 2002 providing strategic, financial and acquisition advice relevant to our growth domestically and internationally; oversees investments and portfolio companies in the technology, business and financial services industries; prior experience in the data processing and national accounts divisions of International Business Machines Corporation.

Mr. Johnson

Business and strategic acquisition experience a partner of Total Technology Ventures, a venture capital firm; chairman of Venture Atlanta and member of the board of directors of the Technology Association of Georgia; former vice chairman of CheckFree Corporation (a Nasdaq-listed company acquired in December 2007 by Fiserv, Inc.) which included oversight of mergers and acquisitions and evaluating strategic growth opportunities.

Leadership experience former vice chairman of CheckFree Corporation; responsibilities included overseeing mergers and acquisitions, evaluating strategic growth opportunities, developing strategic corporate relationships and supporting long term business strategies; member of the CheckFree board of directors; joined CheckFree Corporation in 1982 as vice president of operations; currently serves as a member of the board of directors of private companies.

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High level of financial literacy founder of e-RM Ventures, a private investing consultancy focused on early-stage payments-related companies; former experience with the Federal Reserve Bank of Cleveland and Bank One with responsibilities for checking and cash management operations; member of balance sheet committee of CheckFree Corporation; public company audit committee experience.

Industry and company knowledge served as our board member since 2003 providing strategic advice relevant to our growth; senior executive of CheckFree Corporation, a provider of financial electronic commerce services and products to organizations around the world; responsible for the development and launch of CheckFree's commercial and consumer electronic funds transfer services and CheckFree's electronic bill payment and bill presentment businesses as well as the development of key strategic alliances and marketing initiatives.

Mr. Marschel

Business experience extensive experience as a senior executive of various technology, payment and information processing companies; currently the president and chief executive officer of NetNumber, Inc., a provider of standards based software technology to the communications industry.

Leadership experience president and chief executive officer of NetNumber, Inc.; former chief executive officer, president and co-chairman of Faroudja, Inc., a video processing technology company; former president and chief executive officer of Paging Network Inc., a provider of wireless messaging services; and former vice chairman of First Financial Management Corporation, a provider of credit card and transaction authorization, processing and settlement, healthcare claims processing and document management/imaging services; experience serving on the board of directors of private and public companies.

Industry and company knowledge served as our board member since 2002 providing strategic advice relevant to our growth; extensive senior executive experience in the technology, payment processing and information processing industries, including substantial experience with Automated Data Processing, Inc., a computer services company, where he served as president of several businesses, including the automotive and employer services divisions, following senior positions in sales, client services, strategy and marketing.

Mr. Macchia

Business and leadership experience retired chief financial officer and senior vice president of administration; oversaw financial functions, human resources, facilities and investor relations; served in senior executive roles with several public companies for over 20 years; served as a partner of KPMG LLP, an international accounting firm, for two years.

High level of financial literacy served as a principal financial or principal accounting officer with several public companies for over 20 years; certified public accountant in good standing since 1976; practiced with KPMG LLP from 1973 to 1985.

Industry knowledge over 20 years experience in the financial and information services industry, including with MicroBilt Corporation (financial information services), First Financial Management Corporation (credit card authorization, processing and settlement services; healthcare claims processing services; document management/imaging services) and Internet Security Systems, Inc. (information security services).

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Mr. Stull

Business and strategic acquisition experience President of Advantage Capital Partners, a private equity firm, serving as the firm's chief executive officer and directing investment policy, overall operations, strategic planning, and fundraising activities.

Leadership experience director of numerous private companies, including serving as member of audit and compensation committees.

High level of financial literacy served for nine years as an executive in the investment department of General American Life Insurance Company, heading its securities division and personally managing its high yield, convertible, and preferred stock portfolios; experience as a chief financial officer; experience with a commercial bank and a savings and loan association.

Industry and company knowledge served as our board member since 2000 providing strategic advice relevant to our growth; oversees investments and portfolio companies in the technology, business, financial and information services industries; served as the chief financial officer of an information services company.

Compensation committee interlocks and insider participation

None of our executive officers currently serve on the compensation committee or board of directors of any other company of which any member or proposed member of our compensation, nominating and corporate governance committee is an executive officer.

Board of directors and committees

Our board of directors currently consists of eight members. Of our directors, seven Messrs. Balson, Carroll, Evans, Johnson, Macchia, Marschel and Stull are independent directors as defined under the New York Stock Exchange listing standards. Under our amended and restated bylaws effective immediately prior to the closing of this offering, the number of directors will be determined from time to time by our board of directors.

Upon the completion of this offering, the board of directors will be divided into three classes, with each class serving for a staggered three-year term. The board of directors will initially consist of three class I directors, three class II directors and two class III directors. Our directors will be divided among the three classes as follows:

the class I directors are Messrs. Carroll, Johnson and Stull;

the class II directors are Messrs. Evans, Balson and Marschel; and

the class III directors are Messrs. Clarke and Macchia.

At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The terms of the class I directors, class II directors and class III directors identified above will expire upon the election and qualification of successor directors at the annual meeting of stockholders held during the calendar years 2011, 2012 and 2013, respectively.

Pursuant to our stockholders agreement, as amended and restated, Messrs. Balson, Carroll, Evans, Johnson, Macchia, Marschel and Stull were appointed to our board of directors by certain of our investors. Messrs. Balson, Carroll, Evans, Johnson, Macchia, Marschel and Stull will continue to serve as directors despite the fact that our stockholders agreement will terminate upon the closing of this offering.

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Audit committee

Our audit committee currently consists of Messrs. Carroll, Johnson and Marschel. We intend to appoint Mr. Macchia as the chairman of our audit committee prior to the completion of this offering. Our board has determined that each member of the audit committee, other than Mr. Carroll, meets the definition of independent director for purposes of the New York Stock Exchange rules and the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act). We expect that Mr. Carroll will continue to serve as a member of the Audit Committee in accordance with the transition period rules and regulations of the New York Stock Exchange. Our board of directors has also determined that Mr. Macchia qualifies as an audit committee financial expert under Securities and Exchange Commission rules and regulations.

Our audit committee will be responsible for, among other matters:

appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm;

discussing with our independent registered public accounting firm their independence from management;

reviewing with our independent registered public accounting firm the scope and results of their audit;

approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;

overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the Securities and Exchange Commission;

reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and compliance with legal and regulatory requirements;

establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters; and

reviewing and approving related person transactions.

Our board of directors has adopted a written charter for the audit committee, which will be available on our website.

Compensation, nominating and corporate governance committee

Our compensation committee currently consists of Messrs. Balson, Evans, Marschel and Stull. Immediately prior to the closing of this offering, we will establish a new compensation, nominating and corporate governance committee that will consist of Messrs. Balson, Evans (chairman), Marschel and Stull. Our board of directors has determined that each compensation, nominating and corporate governance committee member meets the definition of independent director for purposes of the New York Stock Exchange rules and the definition of outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. In addition, we intend to establish a sub-committee of our compensation, nominating and corporate governance committee consisting of Messrs. Marschel and Stull for purposes of approving any compensation that may otherwise be subject to Section 16 of the Exchange Act.

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The compensation, nominating and corporate governance committee will be responsible for, among other matters:

annually reviewing and approving our goals and objectives for executive compensation;

annually reviewing and approving for the chief executive officer and other executive officers (1) the annual base salary level, (2) the annual cash incentive opportunity level, (3) the long-term incentive opportunity level, and (4) any special or supplemental benefits or perquisites;

reviewing and approving employment agreements, severance arrangements and change of control agreements for the chief executive officer and other executive officers, as appropriate;

making recommendations and reports to the board of directors concerning matters of executive compensation;

administering our executive incentive plans;

reviewing compensation plans, programs and policies;

developing and recommending criteria for selecting new directors;

screening and recommending to the board of directors individuals qualified to become executive officers; and

handling such other matters that are specifically delegated to the compensation, nominating and corporate governance committee by the board of directors from time to time.

Our board of directors has adopted a written charter for the compensation, nominating and corporate governance committee, which will be available on our website.

See Compensation discussion and analysis for a description of the processes and procedures of the compensation committee and for additional information regarding the compensation committee's role and management's role in determining compensation for executive officers and directors prior to this offering.

Executive and acquisitions committee

Immediately prior to the closing of this offering, we will form an executive and acquisitions committee that will consist of Messrs. Clarke (chairman), Balson, Evans and Johnson. Between meetings of our board of directors, the executive and acquisitions committee will have and may exercise the powers of the board of directors to act upon any matters which, in the view of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the board of directors, except for those powers expressly reserved to the board. In particular, the executive and acquisitions committee may assist the board of directors in connection with capital expenditures, investments, acquisitions, financing activities and other matters. Our board of directors has adopted a written charter for the executive and acquisitions committee.

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Compensation discussion and analysis

This Compensation discussion and analysis describes the compensation policies and programs for our named executive officers for 2009, which consist of our chief executive officer, our chief financial officer and three other executive officers with the highest total compensation in 2009, as determined under the rules and regulations of the SEC. Our named executive officers for 2009 are Ronald F. Clarke, our President and Chief Executive Officer; Eric R. Dey, our Chief Financial Officer; Alex P. Hart, our President Fuelman Fleet Cards; Todd W. House, our Chief Operating Officer U.S. Shared Services; and Andrew R. Blazye, our Chief Executive Officer FleetCor Europe. Mr. Hart resigned effective August 13, 2010. It also discusses compensation decisions that have been made in early 2010 and describes our expectations with respect to certain compensation decisions to be made subsequent to this offering. Because Mr. Blazye is based in the United Kingdom, his compensation is denominated in British pounds; all amounts discussed in this section for Mr. Blazye have been converted into dollars at an exchange rate of \$1.572 to £1, the average exchange rate during 2009.

This Compensation discussion and analysis does not give effect to a two and one-half-for-one stock split of shares of all our common stock effected on November 29, 2010.

Overview of compensation program

The compensation committee of our board of directors is responsible for establishing and implementing our compensation philosophy, as detailed below. Our compensation committee evaluates and determines the levels and forms of individual compensation for our executive officers, including salaries, cash incentive compensation, bonuses and equity incentive compensation. Our compensation committee reviews and approves compensation for our executive officers periodically, generally in the first quarter of each fiscal year, based on each executive officer's performance and our overall performance during the prior year. The committee designs the program with the overall goal that the total compensation paid to our executive officers is fair, reasonable and competitive and includes incentives that are designed to appropriately drive corporate performance. In addition, our chief executive officer has historically played a significant role in reviewing the performance of the other executive officers and making compensation recommendations to the compensation committee for the executive officers (other than himself).

Compensation philosophy

Our executive compensation program is designed to help us attract talented individuals to manage and operate all aspects of our business, to reward those individuals for the achievement of our financial and strategic goals, to retain those individuals who contribute to the success of our business and to align the interests of those individuals with those of our stockholders. We believe that annual cash incentive compensation should be linked to metrics that create value for our stockholders and the ownership by management of equity interests in our business is an effective mechanism for providing incentives for management to maximize gains for stockholders.

Overview of elements of compensation

As discussed in further detail below, our compensation program consists of the following four principal components:

Base salary. Base salaries for our named executive officers are evaluated periodically.

Annual cash incentive compensation. Our named executive officers typically earn annual cash incentive compensation based on (1) achievement of company-wide financial performance goals for the year and/or (2) achievement of individual or business unit performance goals.

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Long-term equity incentive awards. We grant equity awards to our named executive officers as long-term incentives. We attempt to ensure that a significant portion of our named executive officers' compensation is linked to our long-term success and aligned with the returns provided to our stockholders.

Benefits and perquisites. We provide various health and welfare benefits to all of our employees. We provide a 401(k) plan to all of our U.S. employees. We also provide minimal perquisites to our named executive officers, as described below. Our named executive officers do not participate in any non-qualified deferred compensation plans or defined benefit pension plans.

Determining compensation for the named executive officers

The compensation committee is responsible for administering our compensation practices and making decisions with respect to the compensation paid to our named executive officers. Our compensation committee has not retained the services of a compensation consultant. Compensation for our executive officers historically has been individualized, impacted by arm's-length negotiations at the time of employment, and based on a variety of factors, including:

our compensation committee's evaluation of the competitive market based on its general market experience;

the roles and responsibilities of our executives;

the individual experience and skills of, and expected contributions from, our executives;

the individual performance of our executives during the year and the historic performance levels of our executives;

our overall financial performance;

our financial condition and available resources; and

our need for a particular position to be filled.

Our chief executive officer has historically played a significant role in reviewing the performance of the other executive officers and making compensation recommendations to the compensation committee for the executive officers. When discussing performance evaluations and setting compensation levels for our executive officers, the compensation committee works closely with our chief executive officer; however, the compensation committee has the discretion to reject or modify the recommendations of our chief executive officer. Our chief executive officer does not participate in determining or recommending the amount of his own compensation.

Going forward, our chief executive officer will periodically evaluate the other executive officers' performance with the compensation committee and make recommendations for base salary, cash incentive awards and grants of long-term equity incentive awards for all executive officers other than himself. Based on these recommendations from our chief executive officer and in consideration of the objectives described above and the principles described below, the compensation committee will approve the annual compensation packages of all our executive officers. As we gain experience as a public company, we expect that the specific direction, emphasis and components of our executive compensation program will continue to evolve. For example, over time we may reduce our reliance upon subjective determinations made by our compensation committee in favor of a more empirically based approach that involves benchmarking against peer companies or the input of a compensation

consultant.

Compensation mix and how each element fits into our overall compensation objectives

The compensation committee strives to achieve an appropriate mix between cash payments and equity incentive awards in order to meet our compensation objectives. Our compensation committee does not have any formal

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policy for allocating compensation between short-term and long-term compensation or cash and non-cash compensation. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our executive officers to deliver superior performance and retain them to continue their careers with us on a cost-effective basis.

Our mix of compensation elements is designed to reward recent results, motivate long-term performance and align our executives' interests with those of our stockholders. We achieve this through a combination of cash and equity awards. Base salary and benefits are designed to provide a secure level of cash compensation. Annual cash incentive awards support our annual operating plan and are earned only if we meet the performance goals established by the compensation committee. Equity awards are granted in the form of stock options and performance-based restricted stock. Stock options have value for our executives only if our stock price increases. Performance-based restricted stock has value to our executives only if we meet the performance goal established by the compensation committee.

While we have typically provided cash compensation (base salary) and a cash incentive opportunity to each executive in each year, we do not typically provide equity compensation to each executive on an annual basis. For example, our chief executive officer received an equity grant in 2009, but did not receive an equity grant in 2008 or 2007. Historically we have made an initial equity grant in connection with the commencement of employment and additional refresher grants when an executive has vested in his existing grants. We also make equity grants designed to encourage a specific performance goal or to reward an executive for extraordinary performance in a particular year. In determining the size of an equity award the compensation committee considers relative job responsibility, the value of existing unvested awards, individual performance history, prior contributions to us, the size of prior grants, arm's-length negotiation at the time of an executive's hiring and availability of shares in our pool. The compensation committee considers cash compensation and equity compensation separately, and therefore the grant of an equity award in one year does not impact the potential cash compensation to that executive for the same year.

Compensation levels for the named executive officers

The compensation committee applies the same compensation policies to all of our named executive officers with the overall goal that the total compensation paid to our executive officers is fair, reasonable and competitive and includes incentives that are designed to appropriately drive corporate performance. The ultimate compensation levels earned by the named executive officers reflect the application of these policies to the varying roles and responsibilities of the executives. Generally, the greater the responsibility of the executive and the greater the potential impact of the executive on revenue and net income growth, the higher the potential compensation that can be earned by the executive. In addition, the compensation committee is aware of the competitive market for executive compensation, which reflects a meaningful variation between the chief executive officer and other executive positions for each element of compensation.

Our chief executive officer has the greatest responsibility in managing our company. He joined our company in 2000, and has managed our significant growth over the decade through a combination of organic initiatives, product and service innovation and over 40 acquisitions of businesses and commercial account portfolios, growing our revenue from \$33.0 million in 2000 to \$354.1 million in 2009. As a result of our compensation committee's assessment of our chief executive officer's role and responsibilities within our company, his nearly ten years of service to our company and the competitive market for chief executive officer compensation, there is a significant compensation differential between his compensation levels and those of our other named executive officers.

Components of compensation

The components of compensation include base salary, annual cash incentive compensation, long-term equity incentive awards and benefits and perquisites.

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Base salary

Base salaries are adjusted from time to time, taking into account individual responsibilities, individual performance for the year, the experience of the individual, current salary, retention incentives, internal equity and the compensation committee's evaluation of the competitive market based on its general market experience. No particular weight is assigned to each factor. Historically, we have not applied specific formulas to set base salaries, nor have we sought to benchmark base salaries against similarly situated companies. Initial base salaries for our executive officers are typically negotiated at arm's-length at the time of hiring.

Effective March 16, 2009, Mr. Clarke received a raise of approximately 8.7%, which increased his base salary to \$625,000. Our compensation committee approved the increase in recognition of his oversight of three acquisitions that significantly increased our International operations: Abbey Group (OXON) Limited, a fleet card company based in the United Kingdom, ICP, a payment transaction processing company based in the Netherlands, and Petrol Plus Region, an independent fuel card provider based in Russia, his oversight of the successful implementation of a new private label contract, the superior financial performance of our business as a whole, the launch of new distribution channels for our U.S. direct business and the finalization of extensions of two private label contracts.

Effective March 1, 2010, February 15, 2010 and February 1, 2010, respectively, Mr. Clarke, Mr. Dey and Mr. Blazye received base salary increases. Our compensation committee approved an increase to Mr. Clarke's base salary of 10% to \$687,500 in recognition of his oversight of two significant acquisitions (the CLC Acquisition and the ReD Acquisition) in 2009, his leadership of our company in maintaining our performance through the economic downturn, and recognition of his increased responsibilities as a result of this offering. Our compensation committee approved an increase to Mr. Dey's base salary of 12.5% to \$270,000 in recognition of his increased responsibilities as a result of this offering, his steady management of the accounting, accounts payable and accounts receivable and planning and analysis functions in 2009 and in light of the fact that he had not received a base salary increase in recent years. Our compensation committee approved an increase to Mr. Blazye's base salary of 10% to \$345,840 in recognition of his increased responsibilities due to the ReD Acquisition in 2009, his assumption of the day-to-day management of Petrol Plus Region and in light of the fact that he had not received a base salary increase in recent years.

Mr. Hart joined us in September 2009 and Mr. House joined us in April 2009, each with an initial base salary of \$275,000. These initial base salaries represented the results of arm's-length negotiations at their time of employment. In negotiating the base salaries in connection with their initial employment, the compensation committee considered their levels of responsibility in our company, the base salaries of other employees with similar roles at our company, the base salaries of Messrs. Hart and House at their previous positions and our knowledge of the competitive market. Our compensation committee determined not to increase the salaries of Messrs. Hart and House in 2010 due to their relatively recent tenure.

Annual cash incentive compensation

Our compensation committee generally awards annual cash incentive payments to our executive officers. The annual cash incentive payments are intended to compensate our executive officers for achieving company-wide and/or individual or business unit performance goals that are important to our success. Our compensation committee approves all targets and payouts, in consultation with our chief executive officer. Executives are generally eligible for payments only if they are employed by us both on the last day of the applicable fiscal year and on the actual payment date of the bonus amount.

In April 2009, the compensation committee approved our 2009 annual cash incentive program for our executive officers employed at that time. The primary objectives of the program were to provide an incentive for superior work, to motivate our employees toward even higher achievement and business results, to tie our employees

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goals to company performance and to enable us to attract and retain highly qualified individuals. In addition, the compensation committee approved goals under the incentive program for Mr. House at the time of his employment. Mr. Hart, who joined us in September 2009, did not participate in the program, but instead received a guaranteed bonus for 2009 in connection with his hiring, as described below. Mr. House, who joined us in April 2009, was eligible to participate in the program but was guaranteed a minimum bonus amount for 2009 in connection with his hiring, as described below.

The annual cash incentive program was intended to compensate for the achievement of both our annual financial goals and individual or business unit performance objectives, as outlined below, and was structured to result in significant compensation payouts if targets were achieved. Our compensation committee set the target payout levels, generally as a percentage of base salary, for the executive officers based on recommendations from the chief executive officer (except with respect to his own level). The compensation committee determined these target payout levels based on a combination of factors, including each executive's role and responsibilities, experience and skills and expected contribution to our company. Mr. Clarke's target payout level was set at 100% of his base salary and, in addition, incorporated two additional goals in the amount of \$100,000 each. Mr. Dey's target payout level was set at 33% of his base salary. Mr. House's target payout level was set at 50% of his base salary. Mr. Blazye's target payout level was set at 50% of his base salary.

The compensation committee may also grant discretionary bonuses based on its subjective evaluation of company performance and the executive officers' performance during the year. Discretionary bonus grants to the named executive officers for 2009 performance are discussed below.

2009 Performance goals and results. Our compensation committee structured the 2009 annual incentive program to include a combination of company-wide, business unit and individual performance goals, as appropriate, for the named executive officers. Individual or business unit performance goals are necessarily tied to the particular area of expertise and responsibilities of the executive and his or her performance in attaining those objectives. Our named executive officers prepare recommendations regarding their individual or business unit performance goals, which are reviewed by our chief executive officer and approved by the compensation committee. Pursuant to this process, our compensation committee approved the 2009 performance goals for each named executive officer, other than Mr. Hart who did not participate in the program.

The 2009 performance goals for each named executive officer that participated in the program are described below. Certain of these goals could be paid out in amounts up to 150% of the individual target amounts for performance exceeding objectives. Other goals could be paid out in amounts as low as 50% of the individual target amounts if performance achieved only a portion of the objectives.

Mr. Clarke was eligible to receive (i) 30% of his target award, or \$187,500, if we achieved 2009 earnings per share of \$3.34 and (ii) 70% of his target award, or \$437,500 by successfully integrating certain acquisitions during 2009, hiring employees in certain key areas and achieving key financial and operating projects. We did not attain the target performance described in (i) above. Mr. Clarke achieved approximately 147%, or \$643,750, of his award described in (ii) above. In addition, Mr. Clarke was eligible to receive an additional incentive award of \$200,000 by (a) managing certain credit risks and (b) increasing revenue within a CLC lodging division. Mr. Clarke earned \$100,000 of the additional incentive award.

Mr. Dey was eligible to receive (i) 50% of his target award, or \$40,000, if we achieved 2009 earnings per share of \$3.34 and (ii) 50% of his target award, or \$40,000, by amending our receivables purchase agreement, completing certain acquisitions and generating certain tax savings through restructurings. We did not attain the target performance described in (i) above. Mr. Dey achieved 90%, or \$36,000, of his award described in (ii) above.

Mr. House's award did not include company-wide performance goals. Mr. House was eligible to receive his target award by managing credit risk, achieving certain revenue within certain business units and hiring employees in certain key areas. Mr. House achieved approximately 26%, or \$36,094, of his award.

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Mr. Blazye's award did not include company-wide performance goals. Mr. Blazye was eligible to receive his target award by achieving certain profits before taxes within certain business units, hiring employees in certain key areas, completing certain acquisitions, and executing certain operating arrangements. Mr. Blazye achieved 35%, or \$55,020, of this award. In addition, Mr. Blazye was eligible to receive an additional incentive award of \$80,650 by completing certain acquisitions. Mr. Blazye earned \$31,440 of the additional incentive award.

The annual incentive award amounts earned by each named executive officer under our cash incentive program are included in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table below.

2009 Discretionary and guaranteed bonuses. Upon the recommendation of our chief executive officer, the compensation committee determined to award additional discretionary bonuses to certain of our named executive officers for 2009. Messrs. Dey, House and Blazye received discretionary bonuses of \$29,000, \$31,250 and \$39,300, respectively. For Mr. Dey, the compensation committee noted that his structuring of payments for our 2009 acquisitions resulted in significant overall expense savings for the company, his creation of a new corporate entity structure will create ongoing expense savings for the company and his role in increasing the account receivable facility availability. For Mr. House, the compensation committee noted that he made significant progress in overseeing the reduction of bad debt during 2009 and recognized his assumption of increased responsibilities during 2009 for certain sales and marketing oversight. For Mr. Blazye, the compensation committee noted that he made considerable progress in 2009 toward winning a private label contract.

The compensation committee also determined to award a discretionary bonus to Mr. Clarke of \$56,250, so that his actual 2009 incentive compensation would be equivalent to his actual 2008 incentive compensation, in accordance with the compensation committee's belief that Mr. Clarke's performance during 2009 was consistent with his performance during 2008. In awarding the discretionary bonus, the compensation committee also noted that he successfully hired new talent to the senior executive team in 2009 and his leadership of value-added projects for our company in 2009 including corporate entity restructuring, increasing the accounts receivable facility capacity, reducing bad debt and launching of new products and services.

In connection with their hiring, Messrs. Hart and House negotiated guaranteed minimum bonus amounts for 2009 of \$35,000 and \$68,750, respectively. In negotiating the guaranteed bonuses in connection with their initial employment, the compensation committee considered their levels of responsibility in our company, their bonus history at their previous positions and our knowledge of the competitive market.

The discretionary and guaranteed bonus amounts earned by each named executive officer for 2009 are included in the Bonus column in the Summary Compensation Table below.

2010 Annual cash incentive program. The compensation committee has approved a 2010 annual cash incentive program that is materially consistent with our 2009 program.

Long-term equity incentive awards

The goals of our long-term, equity-based incentive awards are to motivate long-term performance and align the interests of our executive officers with the interests of our stockholders. Because vesting is based on continued employment, our equity-based incentives also encourage the retention of our executive officers through the vesting period of the awards. We do not typically provide equity awards to our executives on an annual basis. For example, our chief executive officer received an equity award in 2009, but did not receive an equity award in 2008 and 2007.

We typically use equity awards to compensate our executive officers in the form of (1) initial grants in connection with the commencement of employment and additional "refresher" grants when an executive has vested in his existing grants and (2) grants designed to encourage a specific performance goal or to reward the executive for extraordinary performance. To date there has been no set program for the award of refresher grants,

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and our compensation committee retains discretion to make equity awards to executives at any time, including in connection with the promotion of an executive, to reward an executive, for retention purposes or for other circumstances. Our compensation committee has established a pool of shares available for equity awards, which is increased from time to time by the compensation committee, in consultation with our chief executive officer. All awards are subject to the availability of shares from this pool.

We believe that stock options are an effective tool for meeting our compensation goals because executives are able to profit from stock options only if our stock price increases relative to the stock option's exercise price. In addition, we believe that performance-based restricted stock awards are an effective tool for meeting our compensation goals because the conditions to vesting motivate the achievement of performance goals and the value of the grants will increase as the value of our stock price increases.

In determining the size of the long-term equity incentives to be awarded to our executive officers, we take into account a number of internal factors, such as the relative job scope, the value of existing long-term incentive awards, individual performance history, prior contributions to us, the size of prior grants, arm's-length negotiation at the time of an executive's hiring and availability of shares in our pool. Our chief executive officer makes equity award grant recommendations for each executive, including our named executive officers (other than himself). Grant recommendations are presented to the compensation committee for its review and approval.

We do not have any security ownership requirements for our executive officers.

Prior to this offering, we granted options and performance-based restricted stock to our employees, including executive officers, under the FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan, which we refer to as our 2002 Plan. See 2002 Plan.

Stock option grants. The exercise price of each stock option grant is the fair market value of our common stock on the grant date. For 2009, the determination of the appropriate fair market value was made by the board of directors. In the absence of a public trading market, the board considered numerous objective and subjective factors to determine its best estimate of the fair market value of our common stock as of the date of each option grant, including but not limited to, the following factors: (i) our operating performance, including metrics such as earnings per share; (ii) one-time gains and losses affecting our operating results and other extraordinary corporate events; and (iii) arm's-length transactional valuations of our common stock.

As a privately owned company, there was no market for our common stock prior to this offering. Accordingly, in 2009, we had no program, plan or practice pertaining to the timing of stock option grants to executive officers coinciding with the release of material non-public information. Going forward, the compensation committee intends to adopt a formal policy regarding the timing of grants.

Stock option awards to our named executive officers typically vest ratably over a period of three to five years. In some cases a portion of the grant is immediately vested if the grant is designed to reward performance that has already been completed. We believe our vesting schedules generally encourage long-term employment with our company while allowing our executives to realize compensation in line with the value they have created for our stockholders.

Performance-based restricted stock grants. Our performance-based restricted stock grants generally contain individual or business unit performance conditions. Such shares typically do not vest until these performance conditions have been satisfied and we achieve a qualifying liquidity event for our stockholders, such as a sale, merger or an initial public offering, each exceeding a specified level of per-share consideration. See 2002 Plan for a further discussion of qualifying liquidity events.

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2009 Equity awards. During 2009, we granted the following equity awards to our named executive officers:

Name	Shares of performance based restricted stock	Stock options
Ronald F. Clarke	300,000	300,000
Alex P. Hart		50,000
Todd W. House		50,000

Mr. Clarke's shares of restricted stock will vest upon a qualifying liquidity event, such as this offering, if the per-share consideration received in such transaction is greater than or equal to certain specified thresholds. A certain number of the shares will vest if the per-share consideration ranges from an increase of 28% to 140% over the fair value of our common stock on the grant date. Of Mr. Clarke's options, 67,500 vested on the grant date, and 67,500 vest on June 17, 2010, June 17, 2011 and June 17, 2012, respectively, and 30,000 vest on June 17, 2013. In determining the size of the option and restricted stock grant to Mr. Clarke in June 2009, the compensation committee noted that he had not received an equity grant since August 2006 and had vested in almost 90% of his previously-granted equity awards. The compensation committee believed that it would need to make a significant grant of equity in order to retain Mr. Clarke, encourage his leadership efforts in growing our stock price and moving our company toward a liquidity event and more closely align Mr. Clarke's interests with those of our stockholders.

Mr. Hart's options were granted in connection with his hiring in September 2009, and Mr. House's options were granted in connection with his hiring in April 2009. Both option grants vest ratably over four years. In addition, the compensation committee approved awards of up to 35,000 shares of performance-based restricted stock to Messrs. Hart and House in connection with their hiring. The terms of these awards were established in June 2010 and are described below under 2010 equity awards. Because the terms of these awards were not established in 2009, these awards were not deemed to be granted in 2009 and are not included in the table above or the compensation tables below. The equity grants to Messrs. Hart and House were based on arm's-length negotiations at the time of their hire. In negotiating the number of the option and restricted stock awards in connection with their initial employment, the compensation committee considered their level of responsibility in our company and the expected value of the equity grants based on our knowledge of the competitive market.

Messrs. Dey and Blazye were not granted any equity awards during 2009 because of the limited number of shares available for grant in the pool and because they had received grants of awards in prior years.

2010 equity awards. In June 2010, the compensation committee finalized the terms of the previously-approved performance-based restricted stock grants under the 2002 Plan to Messrs. Hart and House described in 2009 equity awards above. Of Mr. Hart's award of 35,000 shares, (1) 2,000 would have vested upon the achievement of earnings per share targets in each of 2010, 2011 and 2012, and (2) 14,500 would have vested upon the achievement of certain operating metrics within certain lines of business in each of 2011 and 2012. Mr. Hart forfeited these shares upon his resignation. Mr. House's award was reduced to 30,000 shares, (1) 5,000 of which vest upon the completion of this offering, (2) 2,000 of which vest upon the achievement of earnings per share targets in each of 2010, 2011 and 2012 and (3) 9,500 of which vest upon the achievement of certain operating metrics within certain lines of business in each of 2011 and 2012. These awards were initially approved in 2009 for the reasons described in 2009 equity awards above, and the specific terms of the awards described above were made to encourage these executives to work to complete this offering and to grow our business in the short- and long-term. In addition, the compensation committee finalized the terms of a previously-approved performance-based restricted stock grant to Mr. Blazye.

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Mr. Blazye's award was reduced from 35,000 to 30,000 shares, (1) 5,000 of which will vest upon the closing of this offering, (2) 2,000 of which will vest upon the achievement of earnings per share targets in each of 2010, 2011 and 2012 and (3) 19,000 of which will vest upon the achievement of certain business transactions.

In addition to finalizing the terms of previous grants, in June 2010 (subject to certain modifications that were made in September 2010) our compensation committee authorized new awards to our chief executive officer and our other executive officers and employees pursuant to the 2010 Plan, subject to effectiveness of the 2010 Plan. The grants described below will be adjusted to reflect the two and one-half-for-one stock split effected on November 29, 2010.

Mr. Clarke received a grant, contingent upon the closing of this offering, of (1) 166,667 shares of restricted stock, 20% of which will vest on each of July 1, 2011, 2012, 2013, 2014 and 2015, (2) 166,667 shares of performance-based restricted stock, 20% of which will vest upon our common stock reaching, for a 30 day trading period, each of 1.25, 1.50 and 1.75 times the public offering price (for a total of 60%) and 40% of which will vest upon our common stock reaching, for a 30 day trading period, 2.00 times the public offering price, and (3) 333,333 options with an exercise price equal to the public offering price, 25% of which will vest on each of July 1, 2011, 2012, 2013 and 2014. In addition, the compensation committee has committed to grant to Mr. Clarke, (provided he continues to be employed by us at the time of grant) on July 1, 2012, 333,333 options, with an exercise price equal to the fair market value of our common stock on the date of grant, 25% of which will vest upon each of July 1, 2013, 2014, 2015 and 2016. Mr. Clarke's equity grants were made in recognition of his outstanding efforts in connection with this offering, to incentivize him to work to grow our stock price over time and as a retention incentive.

Messrs. Dey, House and Blazye received grants, contingent upon the closing of this offering, of (1) 42,105, 15,000, and 15,000 options, respectively, with an exercise price equal to the public offering price, 25% of which will vest on each of July 1, 2011, 2012, 2013 and 2014 and (2) 42,105 options each, with an exercise price equal to the public offering price, 25% of which will vest on each of July 1, 2013, 2014, 2015 and 2016. In addition, Mr. Dey received a grant, contingent upon the closing of this offering, of 2,000 shares of performance-based restricted stock, which will vest upon the achievement of a 2010 earnings per share target. The grants to Messrs. Dey, House and Blazye were made to incentivize them to work to grow our stock price over time, to achieve growth in targeted areas of our business, to encourage their efforts in achieving strong earnings per share in 2010 and as a retention incentive. Mr. Hart did not receive any grant because of the limited number of shares available for grant in connection with the offering and because the committee believed that his existing awards provided sufficient incentives.

In addition to the grants to the named executive officers, the compensation committee granted to our other executive officers and employees, contingent upon the closing of this offering, a total of (1) 331,483 options, with an exercise price equal to the public offering price, 25% of which will vest on each of July 1, 2011, 2012, 2013 and 2014, (2) 409,647 options, with an exercise price equal to the public offering price, 25% of which will vest on each of July 1, 2013, 2014, 2015 and 2016, and (3) a total of 8,000 shares of performance-based restricted stock, which will vest upon the achievement of a 2010 earnings per share target or other performance-based target.

We have reserved an aggregate of 6,750,000 shares (post stock split) of common stock under the FleetCor Technologies, Inc. 2010 Equity Compensation Plan, which we refer to as the 2010 Plan. See 2010 equity compensation plan. Our 2010 Plan has been approved by our board of directors and stockholders effective upon the closing of this offering. Subsequent to this offering, all equity awards will be made pursuant to the 2010 Plan and no further awards will be made under the 2002 Plan; however, all options granted prior to this offering will remain valid in accordance with their terms. The 2010 Plan will permit the grant of stock options, stock appreciation rights and stock grants. See 2010 equity compensation plan.

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Benefits and perquisites

We provide benefits and perquisites to our named executive officers as described below. Because Mr. Blazye is based in the United Kingdom, his benefits differ from the benefits offered to our U.S.-based employees and are generally consistent with the benefits offered to our U.K.-based employees.

We offer all U.S.-based employees the opportunity to participate in a 401(k) plan. The general purpose of our 401(k) plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. Our 401(k) plan provides that we match 25% of an employee's contribution, up to an employee contribution of 4% of salary. Our named executive officers (other than Mr. Blazye) participate in this 401(k) plan on the same basis as all of our other participating employees. Our U.K. employees, including Mr. Blazye, are eligible to participate in a self-invested personal pension plan, called a SIPP, which is similar to a 401(k) plan or other qualified deferred compensation plan. If Mr. Blazye contributes 2% of his annual base salary to the SIPP, we are required to contribute 5% of his annual base salary to the SIPP.

We provide to all of our eligible employees, including our named executive officers, health and welfare benefits and we pay the premiums for these benefits on behalf of our named executive officers. We provide to our named executive officers life insurance benefits and long term care insurance and pay the premiums on their behalf.

We do not provide any nonqualified deferred compensation arrangements or defined benefit pension plans to our named executive officers.

Severance and change of control benefits

Under their employment agreements or offer letters, and pursuant to our historic practice, our executive officers are generally entitled to certain severance and change of control benefits. If we terminate Mr. Clarke's employment for any reason other than for cause, Mr. Clarke will receive cash severance payments, in equal monthly installments over 12 months equal to 150% of his then-current annual base salary plus any accrued and unpaid vacation. Mr. Clarke is also eligible to receive payment of his health insurance premiums in amounts equal to those made immediately prior to his termination and, if permissible, continuation of coverage under our life and disability insurance plans for twelve months. In addition, if Mr. Clarke's employment is terminated for good reason or is terminated for any reason other than cause, in each case within 12 months following a change in control, he can elect to have us purchase from him all stock options granted to him and all shares of our stock that he then owns at fair market value.

Each of our other named executive officers will receive cash severance in the amount of six months of his then-current salary, upon execution of a general release, if he is terminated by us for any reason other than for cause. We provide severance compensation if our executives are terminated without cause, to incentivize our executive officers to act in the best interests of our stockholders in the face of a transaction even if they may be terminated as a result. For a further discussion of these benefits, see Employment agreements and offer letters and Potential payments on termination or change in control.

Our stock option and restricted stock award agreements do not provide for accelerated vesting under any circumstances. Outstanding restricted stock awards generally vest only upon a qualifying liquidity event, such as this offering, subject in most cases to the additional condition that the price to the public exceeds applicable thresholds. See 2002 Plan.

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Section 162(m) of the Code limits a public company's deduction for federal income tax purposes to not more than \$1 million of compensation paid to certain executive officers in a calendar year. Compensation above \$1 million may be deducted if it is performance-based compensation. Section 162(m) of the Code was not applicable to us in 2009 because we were not a public company. When we become a public company, we intend to rely on an exemption from Section 162(m) for a plan adopted prior to the time a company becomes a public company. Subject to certain requirements, we may rely on this grandfather provision for certain awards granted under our 2010 Plan for a period that ends no later than the first stockholders meeting after the close of the third calendar year following the calendar year in which our initial public offering occurs. We anticipate that the compensation committee will evaluate the effects of the compensation limits of Section 162(m) on any compensation it proposes to grant, and the compensation committee intends to provide future compensation in a manner consistent with our best interests and those of our stockholders.

Summary compensation table for 2009

The following table shows the compensation for each of the named executive officers for 2009, calculated in accordance with SEC rules and regulations.

Name and principal position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock	Option	Non-Equity	All other	Total (\$)
				awards (\$)(3)	awards (\$)(4)	incentive plan compensation (\$)(5)	compensation (\$)(6)	
Ronald F. Clarke President, Chief Executive Officer and Chairman of the Board of Directors	2009	\$ 614,863	\$ 56,250	\$ 1,200,000	\$ 1,737,675	\$ 743,750	\$ 19,493	\$ 4,372,031
Eric R. Dey Chief Financial Officer	2009	\$ 240,000	\$ 29,000			\$ 36,000	\$ 19,160	\$ 324,160
Alex P. Hart President Direct Business	2009	\$ 76,096	\$ 35,000		\$ 627,500		\$ 4,615	\$ 743,211
Todd W. House Chief Operating Officer	2009	\$ 192,877	\$ 63,906		\$ 357,000	\$ 36,094	\$ 10,679	\$ 660,556
Andrew R. Blazye(7) Chief Executive Officer FleetCor Europe	2009	\$ 314,400	\$ 39,300			\$ 86,460	\$ 19,344	\$ 459,504

(1) This column represents the salary earned from January 1 through December 31, 2009.

(2) This column represents the discretionary and guaranteed bonus amounts paid for 2009. For a description of these payments, see Components of compensation Annual cash incentive compensation.

(3) The values for stock awards in this column represent the aggregate grant date fair value for the performance-based restricted stock awards granted in 2009, computed in accordance with FASB ASC Topic 718. Awards with performance conditions, such as the performance-based restricted stock granted in 2009, are computed based on the probable outcome of the performance condition as of the grant date for the award. For an overview of the features of these awards,

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see Components of compensation Long-term equity incentive awards . The maximum grant date fair value of Mr. Clarke s performance-based restricted stock awards assuming satisfaction of all performance conditions is \$7,500,000.

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- (4) The values for stock option awards in this column represent the aggregate grant date fair value for the stock option awards granted in 2009 computed in accordance with FASB ASC Topic 718. The assumptions used to value these awards can be found in Note 5 in the accompanying consolidated financial statements. For an overview of the features of these awards, see Components of compensation Long-term equity incentive awards .
- (5) This column represents the amounts earned under the 2009 annual cash incentive award program based on achievement of performance goals under the program. For a description of the program, including the performance goals under the program, see Components of compensation Annual cash incentive compensation.
- (6) The following table breaks down the amounts shown in this column for 2009 (all amounts in \$):

Name	Company contribution to U.K.-			Long-Term		Total
	based SIPP	Health benefit premiums	Life insurance premiums	care premiums		
R. Clarke		\$ 17,592	\$ 864	\$ 1,037		\$ 19,493
E. Dey		\$ 17,592	\$ 826	\$ 742		\$ 19,160
A. Hart		\$ 4,399	\$ 216			\$ 4,615
T. House		\$ 10,154	\$ 525			\$ 10,679
A. Blazye	\$ 15,720	\$ 2,767	\$ 857			\$ 19,344

- (7) Because Mr. Blazye is based in the United Kingdom, his compensation is denominated in British Pounds; all amounts for Mr. Blazye have been converted into dollars at an exchange rate of 1.572 to £1, the average exchange rate during 2009.

Grants of plan-based awards for 2009

The following table provides information about awards granted in 2009 to each of the named executive officers.

Name	Grant date	Date of commitment action(1)	Estimated possible payouts under non-equity incentive plan awards(2)		Estimated future payouts under equity incentive plan awards(3) Target (#)	All other option awards: number of securities underlying options(4) (#)	Exercise or base price of option awards (\$/Sh)	Grant date fair value of stock and option award (\$)(5)
			Target (\$)	Maximum (\$)				
Ronald F. Clarke	6/17/2009	6/17/2009	\$ 625,000	\$ 1,125,000	300,000	300,000	\$ 25	\$ 1,200,000
	6/17/2009	6/17/2009						\$ 1,737,675

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Eric R. Dey			\$ 80,000	\$ 104,000			
Alex P. Hart	12/17/2009	12/14/2009			50,000	\$ 45	\$ 627,500
Todd W. House			\$ 137,500	\$ 192,500			
	8/11/2009	4/15/2009			50,000	\$ 25	\$ 357,000
Andrew R. Blazye			\$ 157,200	\$ 251,520			

- (1) Awards for Mr. House were authorized on April 15, 2009, but were not granted until August 11, 2009, because of insufficient shares available in our pool.
- (2) The amount reflects the target and maximum amounts that could be earned under our 2009 annual cash incentive program for each named executive officer. There is no threshold amount under the program. For information concerning this program, see [Components of compensation Annual cash incentive compensation](#). Because Mr. Blazye is based in the United Kingdom, his compensation is denominated in British Pounds; all amounts for Mr. Blazye have been converted into dollars at an exchange rate of 1.572 to £1, the average exchange rate during 2009.
- (3) These columns show the number of shares of restricted stock that would be earned by Mr. Clarke if the performance goal is satisfied. The award does not have a threshold or maximum amount. For information concerning this grants, see [Components of compensation Long-term equity incentive awards 2009 Equity awards](#).
- (4) This column shows the number of stock options granted in 2009. For information concerning these grants, see [Components of compensation Long-term equity incentive awards 2009 Equity awards](#).

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- (5) This column shows the grant date fair value of the restricted stock and stock option awards under FASB ASC Topic 718 granted to each of the named executive officers in 2009. Awards with performance conditions, such as the performance-based restricted stock granted to Mr. Clarke in 2009, are computed based on the probable outcome of the performance condition as of the grant date for the award. There can be no assurance that the grant date fair value of stock and option awards will ever be realized by the named executive officers.

Outstanding equity awards at fiscal year-end 2009

The following table shows the number of stock options and restricted stock held by the named executive officers on December 31, 2009.

Name	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable (1)	Option exercise price (\$)	Option grant date	Option expiration date	Option awards	Stock awards
						Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)(2)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested (\$)(3)
Ronald F. Clarke	333,333		\$ 5.77	1/3/2005	1/3/2015		
	200,000		\$ 13.00	11/7/2005	11/7/2015		
	67,500	232,500	\$ 25.00	6/17/2009	6/17/2019		
						500,000	\$ 18,000,000
Eric R. Dey							
Alex P. Hart		50,000	\$ 45.00	12/17/2009	12/17/2019		
Todd W. House		50,000	\$ 25.00	8/11/2009	8/11/2019		
Andrew R. Blazye	43,334	21,666	\$ 30.00	9/20/07	9/20/2017		

- (1) Stock options granted on June 17, 2009 vested 67,500 on June 17, 2010 and vest 67,500 each on June 17, 2011 and June 17, 2012 and 30,000 on June 17, 2013. Stock options granted on December 17, 2009 and August 11, 2009 each vested or will vest ratably on the first, second, third and fourth anniversaries of

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the respective grant dates. Stock options granted on September 20, 2007 vested 21,667 each on July 9, 2008 and July 9, 2009, and will vest 21,666 on July 9, 2010.

- (2) Represents restricted stock award to be earned by Mr. Clarke upon the satisfaction of applicable performance condition of a qualifying liquidity event where the per-share consideration exceeds certain thresholds, 450,000 of which will vest upon the closing of this offering.
- (3) Market or payout value assumes that a qualifying liquidity event occurred on December 31, 2009 at a per-share value of \$45 per share, which represents the fair value of our common stock as of December 31, 2009, as determined by our board of directors. At such value, 100,000 of Mr. Clarke's restricted shares would expire unvested. There is no guarantee that this amount will be earned by Mr. Clarke, and if any amount is earned, it may differ from the amount shown in this column.

Nonqualified deferred compensation

We do not provide any nonqualified deferred compensation arrangements to our named executive officers.

Pension benefits

We do not provide any defined benefit pension plans to our named executive officers.

Annual executive incentive program

Our board of directors has adopted the FleetCor Technologies, Inc. Annual Executive Incentive Program, which we refer to in this prospectus as the Incentive Program.

Background. Under Section 162(m) of the Internal Revenue Code, after the initial public offering of our common stock, we cannot deduct compensation paid in any fiscal year to our chief executive officer and our three other highest paid officers (other than the chief financial officer) for such year which exceeds \$1 million, unless such compensation meets the requirements for performance-based compensation under Section 162(m) of

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the Internal Revenue Code or satisfies a transition rule available for a company that becomes a publicly held corporation. One of the requirements for this transition rule is that the prospectus accompanying our initial public offering discloses information regarding the program under which the compensation is provided. We are providing the following information for purposes of satisfying this transition rule.

Purpose. The purpose of the Incentive Program is to give each participant the opportunity to receive an annual bonus in each fiscal year payable in cash if, and to the extent, the committee administering the Incentive Program determines that the performance goals set by the committee for each participant for such year have been satisfied.

Administration. The committee administering the Incentive Program will be our board's compensation committee or, following the expiration of a transition period under the Internal Revenue Code and if all members of that committee fail to qualify as outside directors within the meaning of Section 162(m), a subcommittee of such committee that consists solely of outside directors.

Participants. The committee has the right to designate any of our executive officers, including our chief executive officer and any other of our employees whom the committee deems a key employee, as a participant in the Incentive Program provided (1) such designation is made no later than 90 days from the beginning of our fiscal year or (2) such designation is effective on the date an individual is first employed if he or she will be a key employee on the date he or she is first employed by us.

Performance criteria upon which performance goals are based. The committee will establish performance goals for each participant for each fiscal year no later than 90 days after the beginning of such year (or for an individual who is a key employee on the date he or she is first employed, within the 30-day period that starts on the date he or she is first employed by FleetCor). The performance goals for participants may be different and, further, each participant's performance goals may be based on different performance criteria. However, all performance goals will be based on one or more of the following performance criteria, or any variations of the following business criteria: (1) our return over capital costs or increases in our return over capital costs, (2) our total earnings or the growth in such earnings, (3) our consolidated earnings or the growth in such earnings, (4) our earnings per share or the growth in such earnings, (5) our net earnings or the growth in such earnings, (6) our earnings before interest expense, taxes, depreciation, amortization and other non-cash items or the growth in such earnings, (7) our earnings before interest and taxes or the growth in such earnings, (8) our consolidated net income or the growth in such income, (9) the value of our common stock or the growth in such value, (10) our stock price or the growth in such price, (11) our return on assets or the growth on such return, (12) our cash flow or the growth in such cash flow, (13) our total shareholder return or the growth in such return, (14) our expenses or the reduction of our expenses, (15) our sales growth, (16) our overhead ratios or changes in such ratios, (17) our expense-to-sales ratios or the changes in such ratios, (18) our economic value added or changes in such value added, (19) our gross margin or growth in such gross margin, or (20) our bad debt expense or the reduction in such bad debt expense.

The performance goals may, as the committee deems appropriate, be based on criteria related to company-wide performance, division-specific performance, department-specific performance, region-specific performance, personal performance or any combination of such criteria.

Maximum annual bonus. The maximum annual bonus payable under the Incentive Program to any participant for any fiscal year cannot exceed 500% of the base salary which is paid to such participant in such fiscal year or \$5 million, whichever is less. However, a bonus will be paid to a participant under the Incentive Program for a fiscal year only to the extent the participant satisfies his or her performance goals for such bonus for such fiscal year, and the committee certifies in writing prior to payment of any bonus under the Incentive Program the extent, if any, to which a participant has satisfied his or her performance goals for each fiscal year. Finally, the committee shall have the discretion to reduce but not to increase the bonus payable to any participant if the committee acting in its discretion determines that such reduction is appropriate.

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Amending and terminating the incentive program. The committee shall have the power to amend the Incentive Program from time to time as the committee deems necessary or appropriate and to terminate the Incentive Program if the committee deems such termination in the best interest of FleetCor.

2010 Equity compensation plan

Our board of directors and stockholders have adopted the FleetCor Technologies, Inc. 2010 Equity Compensation Plan, which we refer to in this prospectus as the 2010 Plan, effective upon the completion of this offering. The purpose of the 2010 Plan is to:

attract and retain employees and directors;

provide an additional incentive to employees and directors to work to increase the value of our common stock; and

provide employees and directors with a stake in the future of our company which corresponds to the stake of each of our stockholders. No grants will be made under our 2002 Plan on or after the date the 2010 Plan becomes effective.

Share reserve. We have reserved a total of 6,750,000 (post stock split) shares of our common stock for issuance pursuant to our 2010 Plan. All shares reserved for issuance shall remain available for issuance under our 2010 Plan until issued pursuant to the exercise of any option, stock appreciation right or issued pursuant to a stock grant, and when any shares are issued pursuant to any option, stock appreciation right or stock grant, the shares reserved for issuance shall be reduced on a one-to-one basis. Any shares of common stock issued pursuant to a stock grant, which are forfeited will again be available for grants under the 2010 Plan, and if the option price is paid in common stock or if shares of common stock are tendered in satisfaction of any condition to the stock grant, such shares shall not be available for grant under the 2010 Plan.

Administration. The compensation committee of our board of directors, or a subcommittee of the compensation committee, will administer our 2010 Plan. All grants under the 2010 Plan will be evidenced by a certificate that incorporates such terms and conditions as the compensation committee (or its subcommittee) deems necessary or appropriate.

Types of awards. Our 2010 Plan provides for the following types of awards to certain eligible employees and outside directors: stock options; stock grants; and stock appreciation rights, or SARs. Under the 2010 Plan, stock options may be incentive stock options, which we refer to as ISOs, or non-incentive stock options.

Eligibility. The compensation committee may grant options that are intended to qualify as ISOs only to eligible employees and may grant all other awards to eligible employees and outside directors. An eligible employee is an employee of FleetCor or any subsidiary, parent or affiliate of FleetCor who has been designated by the compensation committee to receive a grant under the 2010 Plan. No eligible employee or outside director in any calendar year may be granted an option to purchase more than 2,250,000 shares of common stock, a SAR based on the appreciation with respect to more than 2,250,000 shares of common stock or stock grants, which are intended to satisfy the requirements of Section 162(m) of the Internal Revenue Code, for more than 2,250,000 shares of common stock; provided, that, the compensation committee will have the discretion to increase each such grant limit to 2,500,000 shares of common stock if deemed necessary or appropriate in connection with hiring any eligible employee.

Options. The exercise price for stock options granted under our 2010 Plan may not be less than the fair market value of our common stock on the option grant date. Option recipients may, in the discretion of the compensation committee, pay the exercise price by using cash, check, stock or through an approved cashless exercise procedure.

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Our options vest at the time or times determined by the compensation committee. The compensation committee, in its discretion, may require completion of a period of service as an eligible employee or outside director and/or satisfaction of a performance requirement before an option may be exercised. Our options will expire at a time determined by the compensation committee, but in no event more than ten years after they are granted. At the compensation committee's discretion, the option certificate may provide for the exercise of an option after an employee's or director's status has been terminated for any reason whatsoever, including death and disability.

Tax limitations on incentive stock options. The aggregate fair market value, determined at the time of grant, of shares of our common stock with respect to ISOs that are exercisable for the first time by an optionholder during any calendar year under all of our stock plans may not exceed \$100,000. No ISO may be granted to any person who, at the time of grant, owns or is deemed to own stock possessing more than ten percent of our total combined voting power or that of any of our affiliates unless (a) the option exercise price is at least 110% of the fair market value of the stock subject to the option on the date of grant and (b) the term of the ISO does not exceed five years from the date of grant.

Stock appreciation rights. SARs may be granted by the compensation committee to eligible employees and outside directors under the 2010 Plan, either as part of an option or as stand alone SARs. The terms and conditions for a SAR granted as part of an option will be set forth in the option certificate for the related option, while the terms and conditions for a stand alone SAR will be set forth in a SAR certificate. SARs entitle the holder to receive the appreciation of the fair market value of one share of common stock as of the date such right is exercised over the baseline price specified in the option or SAR certificate, or the SAR Value, multiplied by the number of shares of common stock in respect of which the SAR is being exercised. The SAR Value for a SAR must equal or exceed the fair market value of a share of common stock as determined on the grant date in accordance with the 2010 Plan. The SAR Value for a SAR granted together with an option shall be no less than the option price under the related option. If a SAR is granted together with an option, then the exercise of the SAR shall cancel the right to exercise the related option, and the exercise of a related option shall cancel the right to exercise the SAR. A SAR granted as a part of an option shall be exercisable only while the related option is exercisable. The compensation committee, in its discretion, may require completion of a period of service as an eligible employee or outside director and/or satisfaction of a performance requirement before a SAR may be exercised. At the discretion of the compensation committee, any payment due upon the exercise of a SAR can be made in cash or in the form of common stock.

Stock grants. Stock grants are grants which are designed to result in the issuance of common stock to the eligible employee or outside director to whom the grants are made, and stock grants may be granted by the compensation committee subject to such terms and conditions, if any, as the compensation committee acting in its absolute discretion deems appropriate. The compensation committee, in its discretion, may make the issuance of common stock under a stock grant and/or the vesting of such stock subject to certain conditions. These conditions may include, for example, a requirement that the eligible employee continue employment or the outside director continue service with us for a specified period or that we or the eligible employee achieve stated performance or other conditions. To the extent the performance conditions are intended to result in the stock grant qualifying as performance-based compensation under Section 162(m) of the Internal Revenue Code, the performance conditions will be one or more of the following: (1) our return over capital costs or increase in return over capital costs, (2) our total earnings or the growth in such earnings, (3) our consolidated earnings or the growth in such earnings, (4) our earnings per share or the growth in such earnings, (5) our net earnings or the growth in such earnings, (6) our earnings before interest expense, taxes, depreciation, amortization and other non-cash items or the growth in such earnings, (7) our earnings before interest and taxes or the growth in such earnings, (8) our consolidated net income or the growth in such income, (9) the value of our stock or the growth in such value, (10) our stock price or the growth in such price, (11) our return on assets or the growth in such return, (12) our cash flow or the growth in our cash flow, (13) our total stockholder return or the growth in such

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return, (14) our expenses or the reduction in such expenses, (15) our sales growth, (16) our overhead ratios or changes in such ratios, (17) our expense-to-sales ratios or changes in such ratios, (18) our economic value added or changes in such value added, (19) our gross margin or growth in such gross margin, or (20) our bad debt expense or the reduction in such bad debt expense.

Each stock grant shall be evidenced by a certificate which will specify what rights, if any, an eligible employee or outside director has with respect to such stock grant as well as any conditions applicable to the stock grant.

Transfer of awards. No award shall be transferable otherwise than by will or the laws of descent and distribution without the consent of the compensation committee.

Change in control. Pursuant to the 2010 Plan, all conditions to the exercise of outstanding options and SARs, and all conditions to the issuance or forfeiture of outstanding stock grants, will be deemed satisfied as of the effective date of the change in control, if as a result of a change in control:

all of the outstanding options, SARs and stock grants granted under the 2010 Plan are not continued in full force and effect or there is no assumption or substitution of the options, SARs and stock grants (with their terms and conditions unchanged) in connection with such change in control; or

the terms of an option certificate, SAR certificate or stock grant certificate expressly provide that this provision applies to the grant made under such certificate even if there is such a continuation, assumption, or substitution of such grant or the 2010 Plan.

In this case, our board of directors shall have the right to deem at the time of the change in control any and all terms and conditions to the exercise of all outstanding options and SARs on such date and any and all outstanding issuance and vesting conditions under any stock grants on such date be 100% satisfied on such date, and our board of directors shall also have the right, to the extent required as a part of a change in control transaction, to cancel all outstanding options, SARs and stock grants after giving eligible employees and outside directors a reasonable period of time to exercise their outstanding options and SARs or to take such other action as is necessary to receive common stock subject to stock grants.

The 2010 Plan also provides that if outstanding options, SARs and stock grants are continued in full force and effect or there is an assumption or substitution of the options, SARs and stock grants in connection with a change in control and the terms of option certificate, SAR certificate or stock grant certificate do not otherwise provide, then any conditions to the exercise of an eligible employee's or director's outstanding options and SARs and any issuance and forfeiture conditions of outstanding stock grants will automatically expire and have no further force or effect on or after the date that the employee's or director's service terminates, if:

the employee's employment with FleetCor is terminated at our initiative for reasons other than cause (as defined in the 2010 Plan) or is terminated at the employee's initiative for good reason (as defined in the 2010 Plan) within the two-year period starting on the date of the change in control; or

an outside director's service on our board of directors terminates for any reason within the two-year period starting on the date of the change in control.

A change in control means, generally:

any sale by us of all or substantially all of our assets or our consummation of any merger, consolidation, reorganization or business combination with any person, except for certain transactions to be described in the 2010 Plan;

the acquisition by any person, other than certain acquisitions to be specified in the 2010 Plan, of 30% or more of the combined voting power of our then-outstanding voting securities;

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a change in the composition of our board of directors that causes less than a majority of the directors to be directors that meet one or more of the descriptions to be set forth in the 2010 Plan; or

stockholder approval of our liquidation or dissolution, other than as will be provided in the 2010 Plan.

Adjustment of shares. The number, kind or class of shares of common stock reserved for issuance under the 2010 Plan, the annual grant caps, the number, kind or class of shares of common stock subject to options or SARs granted under the 2010 Plan, and the option price of the options and the SAR Value of the SARs, as well as the number, kind or class of shares of common stock granted pursuant to stock grants under the 2010 Plan, shall be adjusted by the compensation committee in a reasonable and equitable manner to reflect any equity restructuring, change in the capitalization of our company or any transaction described in Internal Revenue Code section 424(a) which does not constitute a change in control, as provided in our 2010 Plan.

Adjustment of shares mergers. The compensation committee, as part of any transaction described in Code Section 424(a) which does not constitute a change in control, shall have the right to adjust the number of shares of common stock reserved for issuance under the 2010 Plan without seeking approval of our stockholders, unless such approval is required by applicable laws or rules of the stock exchange. The compensation committee will also have the right to make stock, option and SAR grants to effect the assumption of, or the substitution for, stock, option and SAR grants previously made by any other corporation to the extent that such transaction calls for the substitution or assumption of such grants.

Amendments or termination. Our board of directors may amend or terminate our 2010 Plan at any time, subject to applicable laws and regulations requiring stockholder approval. No amendment may be made to the section of the plan governing a change in control which might adversely affect any rights that would otherwise vest on a change in control with respect to awards granted prior to the date of any such amendment. The 2010 Plan will terminate on the earlier of (1) the tenth anniversary of the date our stockholders approve its adoption and (2) the date upon which all of the stock reserved for use under the 2010 Plan has been issued or is no longer available for use under this plan.

2002 Plan

We previously adopted the FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan effective as of May 17, 2002, which we refer to in this prospectus as the 2002 Plan. The 2002 Plan expires on May 16, 2012, but we generally do not intend to grant awards under the 2002 Plan after the 2010 Plan is adopted. The purpose of the 2002 Plan is to provide equity awards to our employees, officers, directors, consultants and advisors. The 2002 Plan provides for incentive stock options, non-incentive stock options, restricted stock, and other awards based on our common stock, including without limitation, the grant of shares based upon certain conditions, the grant of securities convertible into our common stock and the grant of stock appreciation rights, phantom stock awards or stock units.

Unless otherwise expressly provided in the applicable award, upon the consummation of an acquisition (as defined in the 2002 Plan) our board or the board of directors of the surviving or acquiring entity (either of which we refer to as the board) shall make appropriate provision for the continuation of outstanding awards or the assumption of such awards by the surviving or acquiring entity by substituting on an equitable basis for the shares then subject to such awards either (a) the consideration payable in connection with the acquisition, (b) shares of stock of the surviving or acquiring corporation or (c) such other securities or consideration as the board deems appropriate. In addition to or in lieu of the foregoing, with respect to outstanding options, our board may provide that outstanding options must be exercised within a specified period after which the options will terminate or may provide that outstanding options will be terminated in exchange for a cash payment. Unless otherwise determined by the board, any repurchase or other rights that relate to an option or other award will

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continue to apply to any consideration, including cash, that has been substituted for the option or other award. We may hold in escrow all or any portion of any such consideration in order to effect any continuing restrictions. Upon the consummation of an acquisition, the exercisability and/or vesting provisions of awards shall be accelerated, if at all, in accordance with the terms and conditions of the award.

In the event of certain changes in our capitalization, our board will make certain adjustments as specified in the Plan. Our board may also amend, suspend or terminate the 2002 Plan at any time.

To date, we have issued restricted stock and stock options under the 2002 Plan. We have also agreed in certain instances to issue restricted stock in the future if certain issuance conditions are met.

Under the most common form of restricted stock award, the restricted stock award vests only if the recipient continuously maintains a business relationship as an employee, officer, director or consultant with us through the date of a qualifying liquidity event that is not a private transaction. For purposes of these restricted stock awards, a qualifying liquidity event is defined as (1) a liquidity event in which the per share liquidity value is at least a specified dollar amount (which amount is set forth in the individual award agreement) or (2) a firmly underwritten offering of our common stock pursuant to a registration statement which results in gross proceeds to us of \$100 million or more and which has a per share price to the public of at least a specified dollar amount (which amount is set forth in the individual award agreement). On March 31, 2010, our board of directors determined that for purposes this offering, clause (2) above will be satisfied if the proceeds to the selling stockholders are greater than \$100 million. A liquidity event is defined as the closing of (1) a sale of all or substantially all of our assets or a merger or consolidation of us with or into another corporation (other than a merger or consolidation in which our outstanding voting stock is exchanged or converted into or constitutes shares which represent more than 50% of the surviving entity's voting capital stock) or (2) a transaction or series of transactions in which a person or group of persons acquire more than 50% of our voting power. A private transaction is defined as a liquidity event where the consideration does not consist of cash or cash equivalent consideration, registered securities or securities for which a registration statement will be filed within 90 days after the completion of the transaction.

We issued certain restricted stock awards that contain the vesting provision described above and also provide that if the employee's business relationship with us ends as a result of an involuntary termination without cause or due to death or disability and there is a qualifying liquidity event that is not a private transaction within 24 months following the end of his business relationship, we will pay to this employee the proceeds that he would have otherwise received in the qualifying liquidity event (less any amounts we previously paid him) for such shares of restricted stock.

We issued certain restricted stock awards that become fully vested only if the employee continuously maintains a business relationship with us in his capacity as an employee, officer, director or consultant through the date of a liquidity event (as opposed to a qualifying liquidity event) that is not a private transaction.

We issued restricted stock awards to certain other employees which provide for vesting only if the employee continuously maintains a business relationship with us through the later of the date of a qualifying liquidity event (as specifically defined in these two restricted stock awards) or the date a goal specified in the restricted stock award is met. However, for purposes of these restricted stock awards, qualifying liquidity event does not require any specific per share liquidity value or any specific per share price to the public.

We issued a restricted stock award that provides for vesting if both a qualifying liquidity event that is not a private transaction (as such terms are specifically defined in the restricted stock award) occurs and the employee satisfies a service vesting schedule in such award. For purposes of these restricted stock awards, a qualifying liquidity event does not require any specific per share liquidity value or any specific per share price to the public.

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The board has the discretion to accelerate the vesting of any restricted stock award at any time without regard to whether there has been a qualifying liquidity event or other event or transaction.

The incentive stock options and non-incentive stock options granted under the 2002 Plan vest based on the optionee's continued service with us through the dates specified in the option agreements and, except as described in this paragraph, have no special vesting rules if a liquidity event occurs. However, we granted stock options to Mr. Clarke which provide that in the event a liquidity event that is not a private transaction occurs while he maintains a business relationship with us and when the option is not fully vested, then upon the next scheduled vesting date, the option will be settled in cash with respect to the number of shares for which the option is vested on such date, in an amount per share equal to the difference between the (1) the lesser of the per share liquidity value and the fair market value of a share of stock on such date and (2) the option exercise price per share set forth in the option agreement. The option will have no further value after such settlement.

All option agreements give us a right of first refusal and impose transfer restrictions on the shares covered by the option agreement. The right of first refusal and transfer restrictions expire on the earlier of the tenth anniversary of the date of the option agreement, immediately prior to the close of a public offering of common stock by us pursuant to an effective registration statement filed with the SEC or the occurrence of an acquisition that is not a private transaction. If the optionee is a party to a stockholders' agreement with us containing right of first refusal provisions, the stockholders' agreement will control.

All option agreements and restricted stock agreements provide that if there is an initial underwritten public offering of our common stock, the shares subject to such awards may not be sold, offered for sale or otherwise disposed of without consent of the underwriters for a period of time after the execution of the underwriting agreement.

Employment agreements and offer letters

Ronald F. Clarke

We entered into an amended and restated employment agreement with Mr. Clarke, on November 29, 2010, which amended and restated his employment agreement entered into in connection with his hiring on September 25, 2000. The initial term of the employment agreement is through December 31, 2011, and the agreement automatically renews for successive one year periods unless we provide notice at least 30 days prior to the expiration date. Pursuant to the agreement, Mr. Clarke is entitled to an annual base salary of at least \$687,500, with annual increases at the discretion of the compensation committee. We may terminate Mr. Clarke's employment under the agreement by providing 30 days prior written notice and the payment of all sums due under the agreement. If we terminate Mr. Clarke's employment for any reason other than for cause (as defined below), including through non-renewal of the agreement, Mr. Clarke will receive (1) cash severance payments, in equal monthly installments over 12 months (the Severance Period), in an amount equal to 150% of his then-current annual base salary plus any accrued and unpaid vacation; (2) at his election, payment of his health insurance premiums for coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended in amounts equal to those made immediately prior to his termination until the earlier of the expiration of the Severance Period or his commencement of employment with another employer; and (3) continuation of coverage during the Severance Period under our life and disability insurance plans, if permitted by the terms of the plans.

In addition, if Mr. Clarke's employment is terminated (1) for good reason (as defined below) or (2) by us for any reason other than cause, in each case within 12 months following a change in control (as defined below), he can elect to have us purchase from him all stock options granted to him as of January 1, 2010 and all shares of our stock that he owned as of January 1, 2010 at fair market value. The fair market value is determined by the change in control price, if the change in control is a cash transaction, or, in all other cases, by the board of directors in good faith.

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Cause is defined to mean: Mr. Clarke's (1) failure to render services to us; (2) commission of an act of disloyalty, gross negligence, dishonesty or breach of fiduciary duty; (3) material breach of the agreement; (4) commission of any crime or act of fraud or embezzlement; (5) misappropriation of our assets; (6) violation of our material written rules or policies; (7) commission of acts generating material adverse publicity toward us; (8) commission or conviction of a felony; or (9) death or inability due to disability to perform his essential job functions for a period of three months.

Good reason is defined to mean, following a change in control, and without Mr. Clarke's written consent: (1) there is a significant diminution in his responsibilities; (2) a reduction in his annual base salary or total compensation and benefits in the amount of 10% or more; (3) his principal place of employment is relocated to a place that is 25 miles from the prior principal place of employment; or (4) he is required to be away from his office 25% more than was required prior to the change in control.

Change in control has the same definition as in the 2010 Plan. See 2010 Equity compensation plan Change in control.

Andrew R. Blazye

We entered into an employment agreement with Mr. Blazye on July 9, 2007. The agreement provides that Mr. Blazye's employment shall continue until either party provides six months' notice of termination; however, we may terminate the agreement immediately in certain limited circumstances. The agreement provides for a base salary of \$314,400, which may be increased, and an annual target bonus payment of 50% of annual base salary and a maximum bonus payment of 75% of annual base salary. The agreement requires Mr. Blazye to make an annual payment in the amount of 2% of annual base salary to a pension plan and we are required to make an annual payment in the amount of 5% of annual base salary. Mr. Blazye has elected to participate in a defined contribution plan.

Other named executive officers

We entered into offer letter agreements with Messrs. Dey, Hart and House in connection with their hiring. Consistent with these offer letters and our historic practice, if any of these named executive officers is terminated by us for any reason other than for cause, we will (1) pay cash severance in the amount of six months of his then-current base salary and (2) provide health benefits for six months, each upon execution of a general release.

Confidentiality and non-competition agreements

Under the terms and conditions of the employee confidentiality and non-competition agreement executed by our named executive officers, which survives any termination of such executive's employment, our named executive officers, for a period of one year following termination for any reason, have an obligation not to (i) disclose certain of our confidential information, (ii) accept employment with certain enumerated competitors, (iii) solicit, in competition with our sale of products or services, any of our customers with which such executive had substantial contact within one year of such executive's termination and (iv) recruit or hire, or attempt to recruit or hire, any of our employees, consultants, contractors or other personnel, who have knowledge of certain of our confidential information and with whom such executive had substantial contact within one year of such executive's termination. In addition, pursuant to the employee confidentiality and non-competition agreement, during the term of employment our named executive officers have an obligation not to (i) disclose certain of our confidential information or (ii) accept employment with certain enumerated competitors.

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As allowed by the Delaware General Corporation Law we have adopted provisions in our amended and restated certificate of incorporation to relieve our directors from monetary damages to us or our stockholders for breach of each such director's fiduciary duty as a director to the fullest extent permitted by the Delaware General Corporation Law.

We anticipate entering into indemnification agreements with each of our current directors and certain officers to give such directors and officers additional contractual assurances regarding the scope of their indemnification. The indemnification agreements will provide indemnification against all expenses (as defined in the agreement), judgments, fines and amounts paid in settlement actually and reasonably incurred to the fullest extent permitted by our amended and restated certificate of incorporation, amended and restated bylaws and the Delaware General Corporation Law, and to any greater extent that applicable law may in the future permit. The indemnification agreements will further provide procedures for the determination of a director or officer's right to receive indemnification and to receive reimbursement of expenses as incurred. In addition, we maintain liability insurance for our directors and officers, which will be required by their indemnification agreements. We believe that the indemnification agreements and liability insurance are necessary to attract and retain qualified persons as directors and officers.

Potential payments on termination or change in control

The following table shows the potential payments to the named executive officers upon a termination of employment under various circumstances. In preparing the table, we assumed the termination occurred on December 31, 2009.

Name	Severance Amount \$(1)	Accelerated Vesting of Equity		Total (\$)
		Awards \$(2)	Benefits \$(3)	
Ronald F. Clarke				
Termination other than for cause	\$ 949,519		\$ 19,322	\$ 968,841
Termination for good reason or termination without cause following a change in control	\$ 949,519	\$ 27,150,000	\$ 19,322	\$ 28,118,841
Eric R. Dey				
Termination other than for cause	\$ 120,000		\$ 9,661	\$ 129,661
Alex P. Hart(4)				
Termination other than for cause	\$ 137,500		\$ 9,661	\$ 147,161
Todd W. House				
Termination other than for cause	\$ 137,500		\$ 9,661	\$ 147,161
Andrew R. Blazye				
Termination other than for cause	\$ 157,200		\$ 9,671	\$ 166,871

(1) For Mr. Clarke, represents 150% of his then-current annual base salary and any accrued vacation. For Messrs. Dey, Hart, House and Blazye, represents six months of their then-current annual base salary.

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- (2) Under Mr. Clarke's employment agreement he can elect to have us purchase, at fair market value, all outstanding stock options and shares of our stock then owned by him, upon a termination for good reason or without cause within 12 months after a change in control. The value shown above represents the value of the unvested options and restricted stock held by Mr. Clarke at December 31, 2009, assuming a value of \$45 per share, for which vesting would be accelerated and that would we would be required to purchase from him should he so elect. Our equity incentive award agreements do not provide for accelerated vesting of equity awards under any circumstances. See 2002 Plan. Outstanding restricted stock awards will generally vest upon the closing of this offering, in some cases subject to the additional condition that the price to the public exceeds applicable thresholds.
- (3) For Mr. Clarke, represents payment of medical, dental and vision benefits for 12 months. For Messrs. Dey, Hart and House, represents the value of continuation of medical, dental and vision benefits for six months. For Mr. Blazye represents continuation of all benefits for six months.
- (4) Mr. Hart resigned effective August 13, 2010. Because he was not terminated, Mr. Hart did not receive any severance payments in connection with his resignation.

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Compensation of directors

Members of our board of directors, except for Messrs. Johnson, Macchia and Marschel do not receive compensation for serving as directors. Messrs. Johnson and Marschel received restricted stock grants in 2009 of 3,500 shares each. These shares will vest upon the closing of this offering. We do not pay cash compensation or grant option awards to our directors. Mr. Macchia was appointed to our board of directors in July 2010 and accordingly did not receive compensation during 2009. All members of our board of directors are reimbursed for actual expenses incurred in connection with attendance at board meetings. Mr. Clarke did not receive any compensation for service on our board of directors. Mr. Clarke's compensation is described in Compensation discussion and analysis.

We believe restricted stock awards are an appropriate form of compensation for our directors because the value of the grants will increase as the value of our stock price increases, thus aligning the interests of these directors with those of our stockholders. The amount of these grants was determined based on our board of directors' general experience with market levels of director compensation. Following this offering, we expect to continue to make annual grants of restricted stock to each of our non-employee directors (who are not otherwise affiliated with Advantage Capital Partners, Bain Capital Partners or Summit Partners) with a value of approximately \$175,000. The following table sets forth the total compensation earned by each person who received compensation as a director in 2009.

Name	Stock	Total
	awards	
	(\$)(1)	(\$)
Mark A. Johnson	\$ 157,500	\$ 157,500
Glenn W. Marschel	\$ 157,500	\$ 157,500

(1) The values for stock awards in this column represent the grant date fair value for the stock awards granted in 2009, computed in accordance with FASB ASC Topic 718. The amounts shown above assume that we achieve a qualifying liquidity event.

The aggregate number of stock awards outstanding as of December 31, 2009 for each of our non-employee directors is as follows: Mr. Johnson, 7,000 shares of restricted stock; Mr. Marschel, 7,000 shares of restricted stock. None of our other non-employee directors hold outstanding equity awards, and Messrs. Johnson and Marschel do not hold any stock option awards.

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Principal and selling stockholders

The following table sets forth the beneficial ownership of shares of our common stock before and immediately following the closing of this offering by:

each stockholder who is known by us to be a beneficial owner of 5% or more of our outstanding shares of common stock;

each selling stockholder;

each of our current directors;

each of our named executive officers; and

all of our directors and executive officers as a group.

This table assumes (1) the conversion of all outstanding shares of our preferred stock into shares of our common stock immediately prior to the closing of this offering, (2) a two and one-half-for-one stock split of shares of our common stock effected on November 29, 2010 and (3) no further exercises of outstanding options (other than the options expected to be exercised by selling stockholders in connection with this offering) or the underwriters' option to purchase additional shares. The column entitled "Percentage of shares outstanding Before offering" is based on 77,662,811 shares of our common stock outstanding as of November 15, 2010. The column entitled "Percentage of shares outstanding After offering" is based on 78,681,646 shares of common stock to be outstanding after this offering after giving effect to the 430,961 shares we are selling in this offering and assumes no further exercises of outstanding options (other than the options expected to be exercised by selling stockholders in connection with this offering) or the underwriters' option to purchase additional shares.

Unless otherwise indicated in the footnotes to the table, we believe, based on the information furnished to us, that each person named in the table has sole voting and investment power with respect to all of the shares of our common stock shown as beneficially owned by such person. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage of ownership held by that person, shares of common stock subject to options or which are otherwise subject to vesting and that are currently exercisable or will become exercisable within 60 days after November 15, 2010 are deemed outstanding, while these shares are not deemed outstanding for computing percentage ownership of any other person. Unless otherwise indicated below, the address of each named person is c/o FleetCor Technologies, Inc., 655 Engineering Drive, Suite 300, Norcross, Georgia 30092.

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	Number of shares beneficially owned		Percentage of shares outstanding		Number of shares to be sold in
	Before offering	After offering	Before offering	After offering	
5% Stockholders and other selling stockholders:					
Summit Partners(1)	29,033,398	23,894,486	37.4	30.4	5,138,912
Bain Capital Fund VIII, LLC and related entities(2)	13,922,565	11,751,491	17.9	14.9	2,171,074
GCC Investments(3)	9,978,417	9,478,417	12.9	12.1	500,000
Funds managed by Advent International Corporation(4)	5,156,318	4,243,651	6.6	5.4	912,667
Advantage Capital Partners and related entities(5)	2,397,906	1,973,478	3.1	2.5	424,428
Peter Vallis	1,631,302	1,553,802	2.1	2.0	77,500
Performance Equity and related entities(6)	1,333,333	1,097,334	1.7	1.4	235,999
HarbourVest and related entities(7)	833,332	708,332	1.1	*	125,000
Nautic Partners and related entities(8)	666,667	548,667	*	*	118,000
Scott Ruoff(9)	436,874	359,547	*	*	77,327
Van Huff(10)	434,375	357,491	*	*	76,884
William Schmit(11)	419,529	345,272	*	*	74,257
Benton Routh(12)	281,250	231,469	*	*	49,781
Steven Smith(13)	247,499	203,692	*	*	43,807
Ken Greenway(14)	245,000	201,635	*	*	43,365
Bob Phillips	234,167	199,999	*	*	34,168
Patricia L. Phillips	234,165	192,718	*	*	41,447
Charles Freund(15)	228,125	187,747	*	*	40,378
John Hunter(16)	187,500	154,312	*	*	33,188
Steven Pisciotta(17)	174,217	143,381	*	*	30,836
Thomas Griffith	173,124	142,481	*	*	30,643
Robert Brandes(18)	154,687	127,307	*	*	27,380
RGIP, LLC(19)	144,230	118,701	*	*	25,529
Chris Welsh	139,000	114,397	*	*	24,603
Mark Lavin	135,625	111,619	*	*	24,006
James Prantl(20)	127,092	104,597	*	*	22,495
Addario Family Limited Partnership(21)	125,000	102,875	*	*	22,125
Jon Bennett(22)	125,000	102,875	*	*	22,125
Vaclav Rehor(23)	125,000	102,875	*	*	22,125
Erik Hymel(24)	95,437	78,545	*	*	16,892
Eric Lind(25)	93,750	77,156	*	*	16,594
Waddaah Keirbeck(26)	85,625	70,469	*	*	15,156
Melissa Roberts Mayaudon(27)	84,875	69,852	*	*	15,023
Ken Moore(28)	79,687	65,582	*	*	14,105
Steven Hamed	78,125	64,297	*	*	13,828
Fred MacDowell(29)	74,062	60,953	*	*	13,109
Crystal Williams(30)	71,250	58,639	*	*	12,611
John Ryan(31)	63,750	52,466	*	*	11,284
Janis Beltramo(32)	62,500	51,437	*	*	11,063
Paul Citarella(33)	62,500	51,437	*	*	11,063
Sean Bowen(34)	62,500	51,437	*	*	11,063
Alisher Ashurov(35)	124,062	113,166	*	*	10,896
Jason Hemphill(36)	60,937	50,151	*	*	10,786
Martin Clow(37)	60,937	50,151	*	*	10,786
Dwight Paramoure(38)	53,125	43,722	*	*	9,403
Karen Callaghan(39)	53,125	43,722	*	*	9,403
Mike Noles	51,250	42,179	*	*	9,071
Annwood Reedy(40)	43,875	36,109	*	*	7,766
Mark Roberts(41)	40,625	33,434	*	*	7,191
Daniel Moos	38,462	31,654	*	*	6,808
Peter Bridgen(42)	37,500	30,862	*	*	6,638
Peter McCarthy(43)	37,500	30,862	*	*	6,638
Ronald Leidenfrost(44)	34,687	28,547	*	*	6,140
Don Trosclair(45)	34,375	28,291	*	*	6,084
Dave McFarland(46)	31,875	26,233	*	*	5,642

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Morris Kagan(47)	31,875	26,233	*	*	5,642
Timothy Marlow(48)	31,875	26,233	*	*	5,642
Fidelity Investments Charitable Gift Fund(49)(50)	221,292		*		221,292
Boston Foundation, Inc.(49)(51)	35,618		*		35,618
Combined Jewish Philanthropies of Greater Boston, Inc.(49)(52)	99,370		*		99,370
Additional selling stockholders collectively holding less than 1% of the outstanding shares of FleetCor's common stock prior to completion of the offering (62 people)(53)	760,005	625,484	*	*	134,521

Named executive officers and directors: