Wright Express CORP
Form 10-Q
November 04, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2011

OR

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

For the transition period from to

Commission file number: **001-32426**

WRIGHT EXPRESS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**01-0526993**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
97 Darling Avenue, South Portland, Maine	**04106**
(Address of principal executive offices)	*(Zip Code)*

(207) 773-8171
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

þ Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

þ Yes o No

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

Large accelerated filer þ	Accelerated filer o
Non-accelerated filer o *(Do not check if a smaller reporting company)*	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

o Yes þ No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at October 31, 2011
Common Stock, $0.01 par value per share	38,663,173 shares

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FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for statements that are forward-looking and are not statements of historical facts. This Quarterly Report contains forward-looking statements. Any statements that are not statements of historical facts may be deemed to be forward-looking statements. When used in this Quarterly Report, the words may, will, could, anticipate, plan, continue, project, intend, estimate, similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. Forward-looking statements relate to our future plans, objectives, expectations and intentions and are not historical facts and accordingly involve known and unknown risks and uncertainties and other factors that may cause the actual results or performance to be materially different from future results or performance expressed or implied by these forward-looking statements. The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Quarterly Report, in press releases and in oral statements made by our authorized officers: the Company s failure to successfully integrate the businesses it has acquired; the failure to successfully expand business internationally; fuel price volatility; the Company s failure to maintain or renew key agreements; failure to expand the Company s technological capabilities and service offerings as rapidly as the Company s competitors; the actions of regulatory bodies, including banking and securities regulators, or possible changes in banking regulations impacting the Company s industrial loan bank and the Company as the corporate parent; the uncertainties of litigation; the impact of foreign currency exchange rates on the

Company s operations, revenue and income; the effects of general economic conditions, including on fueling patterns and the commercial activity of fleets; the effects of the Company s international business expansion efforts and any failure of those efforts; the impact and range of fourth quarter credit losses; changes in interest rates; financial loss if the Company determines it necessary to unwind its derivative instrument position prior to the expiration of a contract; as well as other risks and uncertainties identified in Item 1A of our Annual Report for the year ended December 31, 2010, filed on Form 10-K with the Securities and Exchange Commission on February 28, 2011. Our forward-looking statements and these factors do not reflect the potential future impact of any alliance, merger, acquisition or disposition. The forward-looking statements speak only as of the date of the initial filing of this Quarterly Report and undue reliance should not be placed on these statements. We disclaim any obligation to update any forward-looking statements as a result of new information, future events or otherwise.

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PART I

Item 1. Financial Statements.

WRIGHT EXPRESS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	September 30, 2011	December 31, 2010
Assets		
Cash and cash equivalents	**$ 42,077**	$ 18,045
Accounts receivable (less reserve for credit losses of $12,825 in 2011 and $10,237 in 2010)	**1,512,343**	1,160,482
Available-for-sale securities	**17,021**	9,202
Income taxes receivable	**7,246**	
Fuel price derivatives, at fair value	**2,908**	
Property, equipment and capitalized software (net of accumulated depreciation of $104,918 in 2011 and $88,970 in 2010)	**62,606**	60,785
Deferred income taxes, net	**144,170**	161,156
Goodwill	**541,173**	537,055
Other intangible assets, net	**109,037**	124,727
Other assets	**35,499**	26,499
Total assets	**$ 2,474,080**	$ 2,097,951
Liabilities and Stockholders Equity		
Accounts payable	**$ 525,920**	$ 379,855
Accrued expenses	**57,496**	41,133
Income taxes payable		3,638
Deposits	**700,766**	529,800
Borrowed federal funds	**68,713**	59,484
Fuel price derivatives, at fair value		10,877
Revolving line-of-credit facilities and term loan	**360,200**	407,300
Other liabilities	**5,742**	6,712
Amounts due under tax receivable agreement	**94,958**	100,145
Total liabilities	**1,813,795**	1,538,944
Commitments and contingencies (Note 10)		
Stockholders Equity		
	422	419

Common stock $0.01 par value; 175,000 shares authorized, 42,240 in 2011 and 41,924 in 2010 shares issued; 38,754 in 2011 and 38,437 in 2010 shares outstanding		
Additional paid-in capital	**144,040**	132,583
Retained earnings	**600,596**	499,767
Other comprehensive income (loss), net of tax:		
Net unrealized gain on available-for-sale securities	**236**	92
Net unrealized loss on interest rate swaps	**(116)**	(368)
Net foreign currency translation adjustment	**16,474**	27,881
Accumulated other comprehensive income	**16,594**	27,605
Less treasury stock at cost, 3,566 shares in 2011 and 2010	**(101,367)**	(101,367)
Total stockholders equity	**660,285**	559,007
Total liabilities and stockholders equity	**$ 2,474,080**	$ 2,097,951

See notes to unaudited condensed consolidated financial statements.

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WRIGHT EXPRESS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	Three months ended September 30, 2011	Three months ended September 30, 2010	Nine months ended September 30, 2011	Nine months ended September 30, 2010
Revenues				
Fleet payment solutions	**$ 117,054**	$ 83,514	**$ 329,236**	$ 235,309
Other payment solutions	**34,824**	16,715	**84,004**	40,201
Total revenues	**151,878**	100,229	**413,240**	275,510
Expenses				
Salary and other personnel	**27,388**	23,746	**79,492**	63,813
Service fees	**20,774**	15,953	**51,978**	33,015
Provision for credit losses	**8,677**	3,882	**20,464**	12,644
Technology leasing and support	**3,895**	3,319	**11,851**	9,404
Occupancy and equipment	**2,761**	2,181	**8,846**	6,268
Depreciation and amortization	**11,767**	6,752	**33,644**	18,362
Operating interest expense	**1,449**	1,255	**4,188**	4,126
Cost of hardware and equipment sold	**1,166**	447	**3,042**	1,645
Other	**8,757**	6,502	**27,144**	18,504
Total operating expenses	**86,634**	64,037	**240,649**	167,781
Operating income	**65,244**	36,192	**172,591**	107,729
Financing interest expense	**(3,100)**	(1,484)	**(9,087)**	(2,903)
(Loss) gain on foreign currency transactions	**(855)**	7,015	**(363)**	7,058
Net realized and unrealized gain (loss) on fuel price derivatives	**13,952**	(3,774)	**(4,991)**	3,809
(Increase) in amount due under tax receivable agreement	**(875)**	(214)	**(875)**	(214)
Income before income taxes	**74,366**	37,735	**157,275**	115,479
Income taxes	**26,266**	17,164	**56,445**	46,318
Net income	**48,100**	20,571	**100,830**	69,161

Changes in available-for-sale securities, net of tax effect of $57 and $90 in 2011 and $15 and $74 in 2010	**88**	17	**144**	125
Changes in interest rate swaps, net of tax effect of $65 and $146 in 2011 and $(144) and $(200) in 2010	**113**	(248)	**252**	(344)
Foreign currency translation	**(29,888)**	13,990	**(11,407)**	13,457
Comprehensive income	**$ 18,413**	$ 34,330	**$ 89,819**	$ 82,399
Earnings per share:				
Basic	**$ 1.24**	$ 0.54	**$ 2.61**	$ 1.80
Diluted	**$ 1.23**	$ 0.53	**$ 2.59**	$ 1.77
Weighted average common shares outstanding:				
Basic	**38,747**	38,374	**38,662**	38,512
Diluted	**38,951**	38,779	**38,938**	39,022

See notes to unaudited condensed consolidated financial statements.

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WRIGHT EXPRESS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine months ended September 30, 2011	Nine months ended September 30, 2010
Cash flows from operating activities		
Net income	**$ 100,830**	$ 69,161
Adjustments to reconcile net income to net cash used for operating activities:		
Fair value change of fuel price derivatives	**(13,785)**	7,020
Stock-based compensation	**7,429**	5,411
Depreciation and amortization	**35,267**	19,197
Deferred taxes	**20,297**	18,636
Provision for credit losses	**20,464**	12,644
Loss on disposal of property and equipment	**715**	
Changes in operating assets and liabilities, net of effects of acquisition:		
Accounts receivable	**(383,951)**	(216,089)
Other assets	**(7,981)**	(6,385)
Accounts payable	**148,480**	84,426
Accrued expenses	**6,674**	8,373
Income taxes	**(2,765)**	5,026
Other liabilities	**(962)**	2,907
Amounts due under tax receivable agreement	**(5,187)**	(5,559)
Net cash (used for) provided by operating activities	**(74,475)**	4,768
Cash flows from investing activities		
Purchases of property and equipment	**(19,862)**	(20,378)
Purchases of available-for-sale securities	**(8,353)**	(115)
Maturities of available-for-sale securities	**769**	1,552
Acquisition of ReD - net of cash acquired	**3,734**	(340,030)
Acquisition of rapid!, net of earn out	**(8,081)**	
Net cash used for investing activities	**(31,793)**	(358,971)
Cash flows from financing activities		
Excess tax benefits from share-based payment arrangements	**3,788**	1,123
Repurchase of share-based awards to satisfy tax withholdings	**(2,547)**	(1,763)
Proceeds from stock option exercises	**2,755**	2,306
Net increase in deposits	**170,974**	71,763
Net increase (decrease) in borrowed federal funds	**9,229**	(6,729)
Loan origination fee paid for 2011 revolving line-of-credit facility	**(6,184)**	

Net (repayments) borrowings on 2007 revolving line-of-credit facility		**(332,300)**		217,500
(Repayments) borrowings on term loan		**(75,000)**		75,000
Net borrowings in 2011 revolving line-of-credit facility		**165,200**		
Borrowings on 2011 term note agreement		**200,000**		
Repayment of 2011 term note agreement		**(5,000)**		
Purchase of shares of treasury stock				(18,357)
Net cash provided by financing activities		**130,915**		340,843
Effect of exchange rate changes on cash and cash equivalents		**(615)**		100
Net change in cash and cash equivalents		**24,032**		(13,260)
Cash and cash equivalents, beginning of period		**18,045**		39,304
Cash and cash equivalents, end of period	**$**	**42,077**	$	26,044
Supplemental cash flow information				
Interest paid	**$**	**11,439**	$	15,807
Income taxes paid	**$**	**35,066**	$	21,528
Conversion of preferred stock shares and accrued preferred dividends to common stock shares	**$**		$	10,004
Significant non-cash transaction				
Acquisition of rapid! estimated earn out	**$**	**10,000**	$	

See notes to unaudited condensed consolidated financial statements.

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles (GAAP) for complete financial statements. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to consolidated financial statements included in the Annual Report on Form 10-K of Wright Express Corporation for the year ended December 31, 2010. These condensed consolidated financial statements should be read in conjunction with the financial statements that are included in the Company s Annual Report filed on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission (SEC) on February 28, 2011. When used in these notes, the term Company means Wright Express Corporation and all entities included in the consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2011, are not necessarily indicative of the results that may be expected for any future quarter(s) or the year ending December 31, 2011.

In the first nine months of 2011, consolidated stockholders equity changed because of (i) changes in other comprehensive income reflected in the consolidated statements of comprehensive income; (ii) changes in common stock and additional paid-in capital reflected in the consolidated statements of cash flows (including stock-based compensation, proceeds from stock option exercises and tax activities around share-based awards); and (iii) net income.

WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
(unaudited)

2. Business Acquisitions

Acquisition of RD Card Holdings Australia Pty Ltd.

On September 14, 2010, the Company, through its wholly-owned subsidiary, Wright Express Australia Holdings Pty Ltd, completed its acquisition of all of the outstanding shares of RD Card Holdings Australia Pty Ltd. from RD Card Holdings Limited and an intra-group note receivable from RD Card Holdings Limited (the ReD Transaction). This acquisition extends the Company s international presence and provides global revenue diversification. Consideration paid for the transaction was $360,300 Australian Dollars (AUD) (which was equivalent to approximately $336,300 U.S. Dollars (USD) at the time of closing). This consideration included working capital adjustments.

The purchase price and related allocations for the ReD Transaction were revised during 2011 as the Company finalized its working capital adjustments and valuation of intangible assets. The prior year s amortization was adjusted by $250 USD for the effects of the change in intangible asset valuation. The purchase price and related allocations of the ReD Transaction are finalized as of September 30, 2011.

The following is a summary of the allocation of the purchase price to the assets and liabilities acquired:

	Purchase Price Allocation	
$ USD	**Final September 30, 2011**	**Preliminary December 31, 2010**
Consideration paid (net of cash acquired)	$ 336,260	$ 339,994
Less:		
Accounts receivable	91,394	91,638
Accounts payable	(50,816)	(50,534)
Other tangible assets, net	768	1,970
Software	11,526	10,986
Patent	3,086	2,869
Customer relationships	70,723	73,939
Brand name	5,470	5,374
Recorded goodwill	$ 204,109	$ 203,752

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
(unaudited)

The following represents unaudited pro forma operational results as if Wright Express Australia had been included in the Company s condensed consolidated statements of operations as of the beginning of the fiscal year ended 2010:

$ USD		Three months ended September 30, 2010		Nine months ended September 30, 2010
Net revenue	$	112,131	$	312,986
Net income	$	20,584	$	68,978
Pro forma net income per common share:				
Net income per share basic	$	0.54	$	1.79
Net income per share diluted	$	0.53	$	1.77

The pro forma financial information assumes the companies were combined as of January 1, 2010, and includes business combination accounting effects from the acquisition including amortization charges from acquired intangible assets, interest expense for debt incurred in the acquisition, net of income tax effects. The pro forma results of operations do not include any cost savings or other synergies that may result from the acquisition or any estimated costs that have been or will be incurred by the Company to integrate Wright Express Australia. The pro forma information as presented above is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of fiscal 2010.

Acquisition of rapid! Financial Services LLC

On March 31, 2011, the Company acquired certain assets of rapid! Financial Services LLC (rapid!) for approximately $18,000 including an estimate of contingent consideration for future performance milestones of $10,000. rapid! is a provider of payroll debit cards, e-paystubs and e-W-2s, and is focused on small and medium sized businesses. The Company purchased rapid! to expand its other Payment solutions product offerings. The operations of rapid! are included in the Other Payment Solutions segment. During the first quarter of 2011, the Company allocated the purchase price of the acquisition based upon a preliminary estimate of the fair values of the assets acquired and liabilities assumed. During the second and third quarter of 2011, the estimated valuation of intangibles was revised to increase acquired intangible assets by $2,600, while goodwill was decreased by the same amount. These valuations of intangible assets are still based on a preliminary assessment.

A contingent consideration agreement was entered into in connection with the purchase of rapid!. Under the terms of the agreement the former owners of rapid! will receive additional consideration based upon the achievement of certain performance criteria, measured over the twelve-month period from the date of purchase. The payment is anticipated to be made during the second quarter of 2012. There have been no changes to the estimate of contingent consideration since the first quarter of 2011.

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
(unaudited)

The following is a summary of the preliminary allocation of the purchase price to the assets and liabilities acquired:

	Preliminary Purchase Price Allocation	
	September 30, 2011	March 31, 2011
Consideration paid (including estimated $10,000, contingent consideration)	$ 18,081	$ 18,081
Less:		
Accounts receivable	75	75
Accounts payable	(85)	(85)
Other tangible assets, net	105	105
Customer relationships [a]	4,600	3,597
Trade name	1,600	
Recorded goodwill	$ 11,786	$ 14,389

[a] Weighted average life - 4.7 years.

No pro forma information for 2010 has been included in these financial statements as the operations of rapid! for the period that they were not part of the Company, are not material to the Company s revenues, net income and earnings per share.

3. Goodwill and Other Intangible Assets

Goodwill

The changes in goodwill during the first nine months of 2011 were as follows:

	Fleet Payment Solutions Segment	Other Payment Solutions Segment	Total
Balance at December 31, 2010	$ 510,396	$ 26,659	$ 537,055
Impact of foreign currency translation	(7,356)	(669)	(8,025)
ReD purchase price adjustment	1,408	(1,051)	357
Acquisition of rapid!		11,786	11,786

Balance at September 30, 2011	$ 504,448	$ 36,725	$ 541,173

WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
(unaudited)

Other Intangible Assets

The changes in other intangible assets during the first nine months of 2011 were as follows:

	Net Carrying Amount, December 31, 2010	Acquisition	Purchase Price Adjustment	Amortization	Impact of Foreign Currency Translation	Net Carrying Amount, September 30, 2011
Definite-lived intangible assets						
Acquired software	$ 22,640	$	$ 540	$ (3,350)	$ (123)	$ 19,707
Customer relationships	88,788	4,600	(3,216)	(13,165)	(2,253)	74,754
Patent	2,982		217	(207)	(221)	2,771
Indefinite-lived intangible assets						
Trademarks and trade names	10,317	1,600	96		(208)	11,805
Total	$ 124,727	$ 6,200	$ (2,363)	$ (16,722)	$ (2,805)	$ 109,037

The Company expects amortization expense related to the definite-lived intangible assets above to be as follows: $5,459 for October 1, 2011 through December 31, 2011; $18,791 for 2012; $15,665 for 2013; $12,918 for 2014; $10,544 for 2015 and $8,551 for 2016.

Other intangible assets consist of the following:

	September 30, 2011			December 31, 2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets						
Acquired software	$ 28,394	$ (8,687)	$ 19,707	$ 28,263	$ (5,623)	$ 22,640

Non-compete agreement	100		(100)			100		(100)		
Customer relationships	103,591		(28,837)		74,754	105,262		(16,474)		88,788
Trade name	100		(100)			100		(100)		
Patent	3,238		(467)		2,771	3,124		(142)		2,982
	$ 135,423	$	(38,191)	$	97,232	$ 136,849	$	(22,439)	$	114,410
Indefinite-lived intangible assets										
Trademarks and trade names					11,805					10,317
Total				$	109,037				$	124,727

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
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4. Earnings per Common Share

The following is a reconciliation of the income and share data used in the basic and diluted earnings per share computations for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	**2011**	2010
Income available for common stockholders Basic	**$ 48,100**	$ 20,571	**$ 100,830**	$ 69,161
Convertible, redeemable preferred stock				40
Income available for common stockholders Diluted	**$ 48,100**	$ 20,571	**$ 100,830**	$ 69,201
Weighted average common shares outstanding Basic	**38,747**	38,374	**38,662**	38,512
Unvested restricted stock units	**74**	196	**110**	155
Stock options	**130**	209	**166**	219
Convertible, redeemable preferred stock				136
Weighted average common shares outstanding Diluted	**38,951**	38,779	**38,938**	39,022

No shares were considered anti-dilutive during the periods reported.

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
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5. Derivative Instruments

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk and commodity price risk. Interest rate swap arrangements are entered into to manage interest rate risk associated with the Company s variable-rate borrowings. The Company also enters into put and call option contracts based on the wholesale price of gasoline and retail price of diesel fuel, which settle on a monthly basis, related to the Company s commodity price risk. These put and call option contracts, or fuel price derivative instruments, are designed to reduce the volatility of the Company s cash flows associated with its fuel price-related earnings exposure in North America.

Accounting guidance requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position. The Company designates interest rate swap arrangements as cash flow hedges of the forecasted interest payments on a portion of its variable-rate credit agreement. The Company s fuel price derivative instruments do not qualify for hedge accounting treatment under current guidance, and therefore, no such hedging designation has been made. Because the derivatives are either accounting or economic hedges of operational exposures, cash flows from the settlement of such contracts are included in Cash flows from operating activities on the Condensed Consolidated Statements of Cash Flows.

Cash Flow Hedges

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. The Company had two separate interest rate swap arrangements in place at the beginning of the third quarter. The Company s $50,000 interest rate swap expired in July 2011. As of September 30, 2011, the Company had the following outstanding interest rate swap arrangement still in place that was entered into to hedge forecasted variable rate interest payments:

	Weighted-Average Base Rate	Aggregate Notional Amount
Interest rate swap arrangement settling through March 2012	0.56%	$ 150,000

Derivatives Not Designated as Hedging Instruments

For derivative instruments that are not designated as hedging instruments, the gain or loss on the derivative is recognized in current earnings. As of September 30, 2011, the Company had the following put and call option contracts which settle on a monthly basis:

	Aggregate Notional

	Amount (gallons)[a]
Fuel price derivative instruments unleaded fuel	
Option contracts settling October 2011 March 2013	36,423
Fuel price derivative instruments diesel	
Option contracts settling October 2011 March 2013	16,364
Total fuel price derivative instruments	52,787

[a] The settlement of the put and call option contracts is based upon the New York Mercantile Exchange s New York Harbor Reformulated Gasoline Blendstock for Oxygen Blending and the U.S. Department of Energy s weekly retail on-highway diesel fuel price for the month.

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WRIGHT EXPRESS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(in thousands, except per share data)
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The following table presents information on the location and amounts of derivative fair values in the condensed consolidated balance sheets:

	Derivatives Classified as Assets				Derivatives Classified as Liabilities			
	September 30, 2011		December 31, 2010		September 30, 2011		December 31, 2010	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments								
Interest rate contracts	Other assets	$	Other assets	$	Accrued expenses	$ 184	Accrued expenses	$ 581
Derivatives not designated as hedging instruments								
Commodity contracts	Fuel price derivatives, at fair value	2,908	Fuel price derivatives, at fair value		Fuel price derivatives, at fair value		Fuel price derivatives, at fair value	10,877
Total derivatives		$ 2,908		$		$ 184		$ 11,458

The following table presents information on the location and amounts of derivative gains and losses in the condensed consolidated statements of income:

	Amount of Gain or (Loss) Reclassified from Accumulated	Amount of Gain or (Loss) Recognized in Income on Derivative

Derivatives in Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) [a] Three months ended September 30, 2011	2010	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	OCI into Income (Effective Portion) Three months ended September 30, 2011	2010	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)[b]	(Ineffective Portion and Amount Excluded from Effectiveness Testing) Three months ended September 30, 2011	2010
Interest rate contracts	$ 113	$ (248)	Financing interest expense	$ (188)	$ (132)	Financing interest expense	$	$

Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative Three months ended September 30, 2011	2010
Commodity contracts	Net realized and unrealized gain (loss) on fuel price derivatives	$ (13,952)	$ (3,774)

[a] The amount of gain or (loss) recognized in OCI on the Company s interest rate swap arrangement has been recorded net of tax impacts of $(65) in 2011 and $(144) in 2010.

[b] No ineffectiveness was reclassified into earnings nor was any amount excluded from effectiveness testing.

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Derivatives in Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) [a] Nine months ended September 30, 2011	2010	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Nine months ended September 30, 2011	2010	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) [b]	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) Nine months ended September 30, 2011	2010
Interest rate contracts	$ 252	$ (344)	Financing interest expense	$ (710)	$ (409)	Financing interest expense	$	$

Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative Nine months ended September 30, 2011	2010

Commodity contracts	Net realized and unrealized (loss) gain on fuel price derivatives	$ (4,991)	$ 3,809

[a] The amount of gain or (loss) recognized in OCI on the Company s interest rate swap arrangement has been recorded net of tax impacts of $(146) in 2011 and $(200) in 2010.

[b] No ineffectiveness was reclassified into earnings nor was any amount excluded from effectiveness testing.

6. Financing Debt

On May 23, 2011, the Company entered into a Credit Agreement (the Credit Agreement), by and among the Company and certain of its subsidiaries, as borrowers, and Wright Express Card Holdings Australia Pty Ltd, as specified designated borrower, with a lending syndicate. The Credit Agreement provides for a five-year $200,000 term loan facility and a five-year $700,000 revolving credit facility with a $100,000 sublimit for letters of credit and a $20,000 sublimit for swingline loans. Term loan payments in the amount of $2,500 are due beginning on June 30, 2011, and on the last day of each September, December, March and June thereafter, through and including March 31, 2016. On the maturity date for the term agreement, May 23, 2016, the remaining outstanding principal amount of $150,000 is due. As of September 30, 2011, the Company had $360,200 of loans outstanding under the Credit Agreement. Accordingly, at September 30, 2011, the Company had $530,700 of availability under the Credit Agreement. The Company capitalized approximately $6,200 in association with this borrowing and wrote-off approximately $700 of previous issuance costs in the second quarter of 2011.

Proceeds from the new credit facility were used to refinance the Company s existing indebtedness under its 2007 credit facility, and its existing indebtedness under its 2010 term loan facility. The new credit facility is available for working capital purposes, acquisitions, payment of dividends and other restricted payments, refinancing of indebtedness, and other general corporate purposes.

Amounts outstanding under the Credit Agreement bear interest at a rate equal to, at the Company s option, (a) the Eurocurrency Rate, as defined, plus a margin of 1.25 percent to 2.25 percent based on the ratio of consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA or (b) the highest of (i) the Federal Funds Rate plus 0.50 percent, (ii) the prime rate announced by lead lender, or (iii) the Eurocurrency Rate plus 1.00 percent, in each case plus a margin of 0.25 percent to 1.25 percent based on the ratio of consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA. In addition, the Company has agreed to pay a quarterly commitment fee at a rate per annum ranging from 0.20 percent to 0.40 percent of the daily unused portion of the credit facility. Any outstanding loans under the Credit Agreement mature on May 23, 2016, unless extended pursuant to the terms of the Credit Agreement. As of September 30, 2011, the interest rate for the borrowings under the credit facility was 2.15 percent.

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The Company s credit agreement contains various financial covenants requiring it to maintain certain financial ratios. In addition to the financial covenants, the credit agreement contains various customary restrictive covenants, including restrictions on the payment of dividends. The obligations under the Credit Agreement are secured by a pledge of 65 percent of the stock of Wright Express Australia Holdings Pty Ltd, a wholly-owned subsidiary of the Company.

7. Fair Value

The Company holds mortgage-backed securities, fixed income and equity securities, derivatives and certain other financial instruments which are carried at fair value. The Company determines fair value based upon quoted prices when available or through the use of alternative approaches, such as model pricing, when market quotes are not readily accessible or available. In determining the fair value of the Company s obligations, various factors are considered, including: closing exchange or over-the-counter market price quotations; time value and volatility factors underlying options and derivatives; price activity for equivalent instruments; and the Company s own credit standing.

These valuation techniques may be based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Instruments whose significant value drivers are unobservable.

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The following table presents the Company s assets and liabilities that are measured at fair value and the related hierarchy levels:

		Fair Value Measurements at Reporting Date Using		
	September 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Mortgage-backed securities	$ 3,216	$	$ 3,216	$
Asset-backed securities	1,982		1,982	
Municipal bonds	147		147	
Equity securities	11,676	11,676		
Total available-for-sale securities	$ 17,021	$ 11,676	$ 5,345	$
Executive deferred compensation plan trust [(a)]	$ 2,080	$ 2,080	$	$
Fuel price derivatives diesel	$ 335	$	$	$ 335
Fuel price derivatives unleaded fuel	2,573		2,573	
Total fuel price derivatives assets	$ 2,908	$	$ 2,573	$ 335
Liabilities:				
Interest rate swap arrangement with a base rate of 0.56% and an aggregate notional amount of $150,000[(b)]	$ 184	$	$ 184	$

Contingent consideration	$	10,000	$		$		$	10,000

[(a)] The fair value of these instruments is recorded in other assets.

[(b)] The fair value of this instrument is recorded in accrued expenses.

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The following table presents a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended September 30, 2011:

	Contingent Consideration	Fuel Price Derivatives Diesel
Beginning balance	$ (10,000)	$ (5,525)
Total gains or (losses) realized/unrealized		
Included in earnings [a]		5,860
Included in other comprehensive income		
Purchases, issuances and settlements		
Transfers in/(out) of Level 3		
Ending balance	$ (10,000)	$ 335

[a] Gains and losses (realized and unrealized) included in earnings for the three months ended September 30, 2011, are reported in net realized and unrealized losses on fuel price derivatives on the condensed consolidated statements of income.

The following table presents a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the nine months ended September 30, 2011:

	Contingent Consideration	Fuel Price Derivatives Diesel
Beginning balance	$	$ (3,643)
Total gains or (losses) realized/unrealized		
Included in earnings [a]		3,978
Included in other comprehensive income		
Purchases, issuances and settlements	(10,000)	
Transfers in/(out) of Level 3		

Ending balance	$	(10,000)	$	335

(a) Gains and losses (realized and unrealized) included in earnings for the nine months ended September 30, 2011, are reported in net realized and unrealized losses on fuel price derivatives on the condensed consolidated statements of income.

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The following table presents a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended September 30, 2010:

	Fuel Price Derivatives Diesel
Beginning balance	$ 1,775
Total gains or (losses) realized/unrealized	
Included in earnings [a]	(2,675)
Included in other comprehensive income	
Purchases, issuances and settlements	
Transfers in/(out) of Level 3	
Ending balance	$ (900)

[a] Gains and losses (realized and unrealized) included in earnings for the three months ended September 30, 2010, are reported in net realized and unrealized losses on fuel price derivatives on the condensed consolidated statements of income.

The following table presents a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the nine months ended September 30, 2010:

	Fuel Price Derivatives Diesel
Beginning balance	$ 2,641
Total gains or (losses) realized/unrealized	
Included in earnings [a]	(3,541)
Included in other comprehensive income	
Purchases, issuances and settlements	
Transfers in/(out) of Level 3	
Ending balance	$ (900)

(a) Gains and losses (realized and unrealized) included in earnings for the nine months ended September 30, 2010, are reported in net realized and unrealized losses on fuel price derivatives on the condensed consolidated statements of income.

Available-for-sale securities and executive deferred compensation plan trust

When available, the Company uses quoted market prices to determine the fair value of available-for-sale securities; such items are classified in Level 1 of the fair-value hierarchy. These securities primarily consist of exchange-traded equity securities.

For mortgage-backed and asset-backed debt securities and bonds, the Company generally uses quoted prices for recent trading activity of assets with similar characteristics to the debt security or bond being valued. The securities and bonds priced using such methods are generally classified as Level 2.

Fuel price derivatives and interest rate swap arrangements

The majority of derivatives entered into by the Company are executed over the counter and are valued using internal valuation techniques as no quoted market prices exist for such instruments. The valuation technique and inputs depend on the type of derivative and the nature of the underlying instrument. The principal technique used to value these instruments is a comparison of the spot price of the underlying instrument to its related futures curve adjusted for the Company s assumptions of volatility and present value, where appropriate. The fair values of derivative contracts reflect the expected cash the Company will pay or receive upon settlement of the respective contracts.

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The key inputs depend upon the type of derivative and the nature of the underlying instrument and include interest rate yield curves, the spot price of the underlying instrument, volatility, and correlation. The item is placed in either Level 2 or Level 3 depending on the observability of the significant inputs to the model. Correlation and items with longer tenures are generally less observable.

Contingent consideration

The Company has classified its liability for contingent consideration related to its acquisition of rapid! within Level 3 of the fair value hierarchy because the fair value is determined using significant unobservable inputs, which include the projected revenues of rapid! over a twelve month period.

8. Stock-Based Compensation

During the first nine months of 2011, the Company awarded restricted stock units and performance-based restricted stock units to employees under the 2010 Equity and Incentive Plan (the 2011 grant). Expense associated with the performance-based restricted stock units may increase or decrease due to changes in the probability of the Company achieving pre-established performance metrics. For the nine months ended September 30, 2011, total stock-based compensation cost recognized was approximately $7,400, of which approximately $1,500 was related to the 2011 grant. As of September 30, 2011, total unrecognized compensation cost related to non-vested stock options, restricted stock units, and performance-based restricted stock units under the 2011 grant was approximately $6,900, to be recognized over the remaining vesting period of these awards of approximately 2 years.

9. Income Taxes

During the first quarter of 2011, management determined that future earnings generated by the Company s Australia subsidiaries will be invested indefinitely outside the United States. In the prior year while the Company had designated its initial investment in Wright Express Australia as indefinitely reinvested, it had considered earnings to be subject to remittance in the short term. This new determination relative to earnings results in no incremental domestic tax effects being contemplated in deferred tax balances for the current year.

10. Commitments and Contingencies

Litigation

The Company is involved in pending litigation in the usual course of business. In the opinion of management, such litigation will not have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

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11. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company s chief operating decision maker is its Chief Executive Officer. The operating segments are reviewed separately because each operating segment represents a strategic business unit that generally offers different products and serves different markets.

The Company s chief operating decision maker evaluates the operating results of the Company s reportable segments based upon revenues and adjusted net income, which is defined by the Company as net income adjusted for fair value changes of derivative instruments, the amortization of purchased intangibles, the net impact of tax rate changes on the estimate of amounts due under the tax receivable agreement, the net impact of tax rate changes on IPO related goodwill, certain non-cash asset impairment charges and the gains on the extinguishment of a portion of the tax receivable agreement. These adjustments are reflected net of the tax impact.

The Company operates in two reportable segments, Fleet Payment Solutions and Other Payment Solutions. The Fleet Payment Solutions segment provides customers with payment and transaction processing services specifically designed for the needs of vehicle fleet customers. This segment also provides information management services to these fleet customers. The Other Payment Solutions segment provides customers with a payment processing solution for their corporate purchasing, payroll and transaction monitoring needs. Revenue in this segment is derived from corporate charge cards, single use accounts and prepaid card products. The corporate charge card products are used by businesses to facilitate purchases of products and utilize the Company s information management capabilities. The operations from the rapid! acquisition are included in the Other Payment Solutions segment.

Financing interest expense and net realized and unrealized losses on derivative instruments are not allocated to the Other Payment Solutions segment in the computation of segment results. Total assets are not allocated to the segments.

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The following table presents the Company s reportable segment results for the three months ended September 30, 2011 and 2010:

	Total Revenues	Operating Interest Expense	Depreciation and Amortization	Provision for Income Taxes	Adjusted Net Income
Three months ended September 30, 2011					
Fleet payment solutions	**$ 117,054**	**$ 1,202**	**$ 5,557**	**$ 15,831**	**$ 30,085**
Other payment solutions	**34,824**	**247**	**432**	**5,753**	**8,622**
Total	**$ 151,878**	**$ 1,449**	**$ 5,989**	**$ 21,584**	**$ 38,707**
Three months ended September 30, 2010					
Fleet payment solutions	$ 83,514	$ 1,034	$ 4,530	$ 15,726	$ 23,729
Other payment solutions	16,715	221	72	3,047	4,330
Total	$ 100,229	$ 1,255	$ 4,602	$ 18,773	$ 28,059

The following table presents the Company s reportable segment results for the nine months ended September 30, 2011 and 2010:

	Total Revenues	Operating Interest Expense	Depreciation and Amortization	Provision for Income Taxes	Adjusted Net Income
Nine months ended September 30, 2011					
Fleet payment solutions	**$ 329,236**	**$ 3,440**	**$ 15,693**	**$ 45,519**	**$ 83,322**
Other payment solutions	**84,004**	**748**	**1,229**	**12,150**	**20,096**
Total	**$ 413,240**	**$ 4,188**	**$ 16,922**	**$ 57,669**	**$ 103,418**

Nine months ended September 30, 2010					
Fleet payment solutions	$ 235,309	$ 3,483	$ 13,302	$ 42,572	$ 68,277
Other payment solutions	40,201	643	195	6,481	10,248
Total	$ 275,510	$ 4,126	$ 13,497	$ 49,053	$ 78,525

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The following table reconciles adjusted net income to net income:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	**2011**	2010
Adjusted net income	**$ 38,707**	$ 28,059	**$ 103,418**	$ 78,525
Unrealized gains (losses) on fuel price derivatives	**20,728**	(6,733)	**13,785**	(7,020)
Amortization of acquired intangible assets	**(5,778)**	(2,150)	**(16,722)**	(4,865)
Non-cash adjustment related to the tax receivable agreement	**(875)**	(214)	**(875)**	(214)
Tax impact	**(4,682)**	1,609	**1,224**	2,735
Net income	**$ 48,100**	$ 20,571	**$ 100,830**	$ 69,161

The tax impact of the foregoing adjustments is the difference between the Company s GAAP tax provision and a pro forma tax provision based upon the Company s adjusted net income before taxes. The methodology utilized for calculating the Company s adjusted net income tax provision is the same methodology utilized in calculating the Company s GAAP tax provision.

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

*We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting estimates affect our financial statements. The discussion also provides information about the financial results of the two segments of our business to provide a better understanding of how those segments and their results affect our financial condition and results of operations as a whole. This discussion should be read in conjunction with our audited consolidated financial statements as of December 31, 2010, the notes accompanying those financial statements and management s discussion and analysis as contained in our Annual Report on Form 10-K filed with the SEC on February 28, 2011 and in conjunction with the unaudited condensed consolidated financial statements and notes in **Item 1** of **Part I of** this report.*

Overview

Wright Express Corporation is a leading provider of value-based, business payment processing and information management solutions. We provide products and services that meet the needs of businesses in various geographic regions including North America, Asia Pacific and Europe. The Company s fleet and other payment solutions provide its more than 350,000 customers with security and control for complex payments across a wide spectrum of business sectors. Together with our affiliates, we market our products and services directly, as well as through more than 150 strategic relationships which include major oil companies, fuel retailers, vehicle maintenance providers, and online travel agencies.

Our Company is organized under two segments, Fleet Payment Solutions and Other Payment Solutions. The Fleet Payment Solutions segment provides customers with fleet vehicle payment processing services specifically designed for the needs of commercial and government fleets. Fleet Payment Solutions revenue, which represents a majority of our total revenue, is earned primarily from payment processing, account servicing and transaction processing, with the majority generated by payment processing.

The Other Payment Solutions segment of our business provides customers with payment processing solutions for their corporate purchasing and transaction monitoring needs through our corporate charge card, payroll card, and through our prepaid and gift card products and services. Other Payment Solutions revenue is earned primarily from payment processing.

Summary

Below are selected items from the third quarter of 2011:

Average number of vehicles serviced increased 29 percent from the third quarter of 2010 to approximately 6.5 million, primarily due to the acquisition of Wright Express Australia in September of 2010 and the addition of fleets in New Zealand.

Total fleet transactions processed increased 20 percent from the third quarter of 2010 to 85.1 million. Payment processing transactions increased 14 percent to 65.2 million, while transaction processing transactions increased 47 percent to 19.9 million, over the same period in the prior year. These increases are primarily due to the acquisition of Wright Express Australia and the addition of fleet transactions in Australia and New Zealand. Domestic payment processing transactions increased 7 percent over the same period in the prior year. Payment processing transaction and vehicle count data, as well as related calculated metrics associated with this data, for all periods presented have been revised to reflect information provided from an improved business intelligence reporting process that was implemented in the second quarter of 2011. These changes do not impact our revenue or earnings.

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Average expenditure per payment processing transaction increased 33 percent to $73.26 from $55.00 for the same period last year. This increase was driven by higher average retail fuel prices. The average U.S. fuel price per gallon during the three months ended September 30, 2011, was $3.70 for North America, a 33 percent increase over the same period last year.

Realized losses on our fuel price derivatives during the third quarter of 2011 were $6.8 million compared to realized gains of $3.0 million for the same period in the prior year.

Credit loss expense in the fleet segment was $8.5 million for the three months ended September 30, 2011, versus $3.9 million for the three months ended September 30, 2010.

Corporate charge card purchase volume grew $1.1 billion to $2.4 billion for the three months ended September 30, 2011, an increase of 83 percent over the same period last year.

Our effective tax rate was 35.3 percent for the three months ended September 30, 2011 and 45.5 percent for the three months ended September 30, 2010. The rate in the third quarter of 2010 was higher as compared to the current quarter as certain expenses incurred for the acquisition of Wright Express Australia in September 2010 were not deductible for tax purposes. Future tax rates may fluctuate due to changes in the mix of earnings among different tax jurisdictions including our foreign subsidiaries. Our tax rate may also fluctuate due to the impacts that rate and mix changes have on our net deferred tax assets.

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Results of Operations

Fleet Payment Solutions

The following table reflects comparative operating results and key operating statistics within our Fleet Payment Solutions segment:

(in thousands, except per transaction and per gallon data)	Three months ended September 30, 2011	2010	Increase (decrease) Amount	Percent	Nine months ended September 30, 2011	2010
Revenues						
Payment processing revenue	**$ 78,381**	$ 56,562	$ 21,819	39 %	**$ 222,480**	$ 159,74
Transaction processing revenue	**4,305**	4,236	69	2 %	**12,472**	12,63
Account servicing revenue	**17,014**	9,247	7,767	84 %	**45,420**	25,73
Finance fees	**12,791**	9,491	3,300	35 %	**33,821**	26,14
Other	**4,563**	3,978	585	15 %	**15,043**	11,05
Total revenues	**117,054**	83,514	33,540	40 %	**329,236**	235,30
Total operating expenses	**65,163**	54,699	10,464	19 %	**186,068**	144,30
Operating income	**51,891**	28,815	23,076	80 %	**143,168**	91,00
(Loss) gain on foreign currency transactions	**(790)**	7,015	(7,805)	(111)%	**(298)**	7,05
Financing interest expense [b]	**(3,100)**	(1,484)	(1,616)	109 %	**(9,087)**	(2,90
Net realized and unrealized gain (loss) on fuel price derivatives [b]	**13,952**	(3,774)	17,726	(470)%	**(4,991)**	3,80
Increase in the amount due under tax receivable agreement	**(875)**	(214)	(661)	309 %	**(875)**	(21
Income before income taxes	**61,078**	30,358	30,720	101 %	**127,917**	98,75
Income taxes	**20,853**	14,117	6,736	48 %	**45,182**	39,83
Net income	**$ 40,225**	$ 16,241	$ 23,984	148 %	**$ 82,735**	$ 58,91
Key operating statistics						
Payment processing revenue:						
Payment processing transactions [a]	**65,230**	57,208	8,022	14 %	**187,330**	163,25
Average expenditure per payment processing transaction	**$ 73.26**	$ 55.00	$ 18.26	33 %	**$ 71.82**	$ 55.0
Average price per gallon of fuel - Domestic ($USD/gal)	**$ 3.70**	$ 2.78	$ 0.92	33 %	**$ 3.65**	$ 2.8
Average price per gallon of fuel - Australia ($USD/gal)	**$ 5.50**	$ 4.37	$ 1.13	26 %	**$ 5.48**	$ 4.3

Transaction processing revenue:						
Transaction processing transactions	**19,854**	13,470	6,384	47 %	**52,130**	40,26
Account servicing revenue:						
Average number of vehicles serviced [a]	**6,497**	5,020	1,477	29 %	**6,228**	4,88

(a) Payment processing transaction and vehicle count data, as well as related calculated metrics associated with this data, for all periods presented have been revised to reflect information provided from an improved business intelligence reporting process that was implemented in the second quarter of 2011. These changes do not impact our revenue or earnings.

(b) As described in Item 1 Note 11 to our Financial Statements, financing interest expense and net realized and unrealized gains and losses on derivative instruments are allocated solely to the Fleet segment.

Revenues

Payment processing revenue increased $21.8 million for the three months ended September 30, 2011, compared to the same period last year. The primary component of this increase is a $13.3 million increase in revenue associated with a 33 percent increase in the average domestic price per gallon of fuel. Domestic payment processing transactions increased 7 percent over the same period in the prior year, resulting in an increase in revenue of $3.4 million. The remaining increase in payment processing revenue is primarily due to the operations of Wright Express Australia, acquired late in the third quarter of 2010.

Payment processing revenue increased $62.7 million for the nine months ended September 30, 2011, compared to the same period last year. The primary component of this increase is a $36.2 million increase in revenue associated with a 30 percent increase in the average domestic price per gallon of fuel. Domestic payment processing transactions increased 7 percent over the same period in the prior year, resulting in an increase in revenue of $11.0 million. The remaining increase in payment processing revenue is primarily due to the operations of Wright Express Australia.

Our account servicing revenue increased $7.8 million for the three months ended September 30, 2011, as compared to the same period in 2010, and increased $19.7 million for the nine months ended September 30, 2011, as compared to the same period in 2010. These increases are primarily related to the addition of the operations of Wright Express Australia.

Our finance fees have increased $3.3 million for the three months ended September 30, 2011, as compared to the same period in 2010, and increased $7.7 million for the nine months ended September 30, 2011, as compared to the same period in 2010. The increases in finance fees are associated with (i) higher accounts receivable balances associated with past due accounts in North America and (ii) operations of Wright Express Australia as described below, recognition has been given in our reserve for credit loss for the change in the past due account balance.

Expenses

The following table compares selected expense line items within our Fleet Payment Solutions segment for the three months ended September 30:

(in thousands)	**2011**	**2010**	**Increase (decrease) Amount**	**Increase (decrease) Percent**
Expense				
Provision for credit losses	**$ 8,473**	$ 3,930	$ 4,543	116 %
Salary and other personnel	**$ 24,417**	$ 22,689	$ 1,728	8 %
Service fees	**$ 6,064**	$ 8,612	$ (2,548)	(30)%
Depreciation and amortization	**$ 10,250**	$ 6,680	$ 3,570	53 %
Other	**$ 8,020**	$ 6,398	$ 1,622	25 %

Changes in operating expenses for the three months ended September 30, 2011, as compared to the corresponding period a year ago, include the following:

We generally measure our credit loss performance by calculating credit losses as a percentage of total fuel expenditures on payment processing transactions (Fuel Expenditures). This metric for credit losses was 18.1 basis points of Fuel Expenditures for the three months ended September 30, 2011, compared to 12.2 basis points of Fuel Expenditures for the same period last year. We use a roll rate methodology to calculate the amount necessary for our ending receivable reserve balance. This methodology takes into account total receivable balances, recent charge off experience, recoveries on previously charged off accounts, and the dollars that are delinquent to calculate the total reserve. In addition, management undertakes a detailed evaluation of the receivable balances to help ensure further overall reserve adequacy. The expense we recognized in the quarter is the amount necessary to bring the reserve to its required level after charge offs. The increase in expense is primarily due to a 52 percent increase in customer spend during the three months ended September 30, 2011, as compared to the same period in the prior year, as well as a softening in the early stage aging, experienced during the end of the second quarter and the beginning of the third quarter of 2011.

Salary and other personnel expenses increased $1.7 million for the three months ended September 30, 2011, as compared to the same period last year. This increase is primarily due to the operations of Wright Express Australia, acquired during the third quarter of 2010, which added $2.0 million in expense over the same period in the prior year.

Service fees decreased $2.5 million for the three months ended September 30, 2011, as compared to the same period in the prior year. The decrease in fees is primarily associated with the increase of expenses in 2010 of approximately $5.2 million incurred during the third quarter with our purchase of Wright Express Australia. This decrease is partially offset with higher fees associated with our WEXSmart product as well as our operations of Wright Express Australia.

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Depreciation and amortization expenses increased approximately $3.6 million for the three months ended September 30, 2011, as compared to the same period in 2010. This increase is primarily due to amortization of intangible assets related to our acquisition of Wright Express Australia.

Other expenses increased $1.6 million for the three months ended September 30, 2011, as compared to the same period in the prior year. Approximately $1.3 million of this increase is from the operations of Wright Express Australia. The remaining increase is related to our North American operations, including marketing and customer service related expenses.

The following table compares selected expense line items within our Fleet Payment Solutions segment for the nine months ended September 30:

(in thousands)	2011	2010	Increase (decrease) Amount	Percent
Expense				
Provision for credit losses	**$ 20,102**	$ 11,906	$ 8,196	69%
Salary and other personnel	**$ 71,561**	$ 61,128	$ 10,433	17%
Service fees	**$ 16,995**	$ 15,788	$ 1,207	8%
Depreciation and amortization	**$ 29,528**	$ 18,167	$ 11,361	63%
Other	**$ 24,788**	$ 18,121	$ 6,667	37%

Changes in operating expenses for the nine months ended September 30, 2011, as compared to the corresponding period a year ago, include the following:

Credit losses were 14.7 basis points of Fuel Expenditures for the nine months ended September 30, 2011, compared to 13.1 basis points of Fuel Expenditures for the same period last year. The increase in expense is primarily due to increases in accounts receivables balances during the nine months ended September 30, 2011. During the end of the second quarter and the beginning of the third quarter of 2011, we experienced a softening of accounts receivable aging.

Salary and other personnel expenses increased $10.4 million for the nine months ended September 30, 2011, as compared to the same period last year. This increase is primarily due to the operations of Wright Express Australia, acquired during the third quarter of 2010, which added $6.6 million in expense over the same period in the prior year. The remaining increase is primarily due to incentives and employee benefit expenses at our North America operations.

Service fees increased $1.2 million for the nine months ended September 30, 2011, as compared to the same period in the prior year. Service fees increased with higher fees associated with our WEXSmart product as well as our operations of Wright Express Australia. This increase is offset with higher 2010 service fees of $5.2 million incurred during the third quarter of 2010 with our purchase of Wright Express Australia.

Depreciation and amortization expenses increased $11.4 million for the nine months ended September 30, 2011, as compared to the same period in 2010. This increase is primarily due to amortization of intangible assets related to our acquisition of Wright Express Australia.

Other expenses increased $6.7 million for the nine months ended September 30, 2011, as compared to the same period in the prior year. Approximately $4.3 million of this increase is due to operations of Wright

Express Australia. The remaining increase is related to our North American operations, including marketing and customer service related expenses.

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Fuel price derivatives

We own fuel price derivative instruments that we purchase on a periodic basis to manage the impact of volatility in North American fuel prices on our cash flows. These fuel price derivative instruments do not qualify for hedge accounting. Accordingly, both realized and unrealized gains and losses on our fuel price derivative instruments affect our net income. Activity related to the changes in fair value and settlements of these instruments and the changes in average fuel prices in relation to the underlying strike price of the instruments is shown in the following table:

(in thousands, except per gallon data)	Three months ended September 30, 2011	Three months ended September 30, 2010	Nine months ended September 30, 2011	Nine months ended September 30, 2010
Fuel price derivatives, at fair value, beginning of period	**$ (17,820)**	$ 5,865	**$ (10,877)**	$ 6,152
Net change in fair value	**13,952**	(3,774)	**(4,991)**	3,809
Cash payments (receipts) on settlement	**6,776**	(2,959)	**18,776**	(10,829)
Fuel price derivatives, at fair value, end of period	**$ 2,908**	$ (868)	**$ 2,908**	$ (868)
Collar range:				
Floor	**$ 2.93**	$ 3.03	**$ 2.86**	$ 3.15
Ceiling	**$ 2.99**	$ 3.09	**$ 2.92**	$ 3.21
Fuel price, beginning of period	**$ 3.65**	$ 2.82	**$ 3.15**	$ 2.70
Fuel price, end of period	**$ 3.58**	$ 2.77	**$ 3.58**	$ 2.77

Changes in fuel price derivatives for the three and nine months ended September 30, 2011, as compared to the corresponding period a year ago are attributable to the movements in fuel prices at the corresponding times. Generally, if this projected average price of fuel is below the floor price of the collar for the periods we have our derivatives, we record an asset. The contrary is the case if the project average price of fuel is above the ceiling of the collar range. Losses or gains that we actually realize on these derivatives are offset by higher or lower payment processing revenue we receive because such revenues are dependent, in part, on the current price of fuel.

We expect that our fuel price derivatives program will continue to be important to our business model going forward, and we expect to purchase derivatives in the future. The Company currently does not plan to hedge our fuel price risk exposure for Wright Express Australia as the exposure to fuel price movements is limited and has not historically fluctuated to the degree it has as in the United States.

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Other Payment Solutions

The following table reflects comparative operating results and key operating statistics within our Other Payment Solutions segment:

(in thousands)	Three months ended September 30, 2011	Three months ended September 30, 2010	Increase (decrease) Amount	Increase (decrease) Percent	Nine months ended September 30, 2011	Nine months ended September 30, 2010	Increase (decrease) Amount	Increase (decrease) Percent
Revenues								
Payment processing revenue	**$ 24,025**	$ 13,529	$ 10,496	78%	**$ 57,344**	$ 33,716	$ 23,628	70%
Transaction processing revenue	**1,661**		1,661		**5,261**		5,261	
Account servicing revenue	**955**	21	934	NM	**1,994**	47	1,947	NM
Finance fees	**190**	149	41	28%	**529**	379	150	40%
Other	**7,993**	3,016	4,977	165%	**18,876**	6,059	12,817	212%
Total revenues	**34,824**	16,715	18,109	108%	**84,004**	40,201	43,803	109%
Total operating expenses	**21,471**	9,338	12,133	130%	**54,581**	23,472	31,109	133%
Operating income	**13,353**	7,377	5,976	81%	**29,423**	16,729	12,694	76%
(Loss) gain on foreign currency transactions	**(65)**		(65)		**(65)**		(65)	
Income before income taxes	**13,288**	7,377	5,911	80%	**29,358**	16,729	12,629	75%
Income taxes	**5,413**	3,047	2,366	78%	**11,263**	6,481	4,782	74%
Net income	**$ 7,875**	$ 4,330	$ 3,545	82%	**$ 18,095**	$ 10,248	$ 7,847	77%
Key operating statistics								
Payment processing revenue:								
MasterCard purchase volume	**$ 2,404,669**	$ 1,310,666	$ 1,094,003	83%	**$ 5,741,369**	$ 3,199,441	$ 2,541,928	79%

NM Not meaningful

Revenues

Payment processing revenue for the three months ended September 30, 2011, increased $10.5 million, as compared to the same period in the prior year, and increased $23.6 million for the nine months ended September 30, 2011, as compared to the same period in the prior year. These increases are primarily driven by higher corporate charge card purchase volume from our single use account product in the online travel service market and by increased market penetration with our corporate charge card product. These increases more than offset the decreases in the corporate charge card net interchange rate for the third quarter of 2011, which was down 6 basis points, as compared to the third quarter of last year, primarily due to contract mix and increased foreign spend. In addition, we also had a one-time benefit in this rate during the third quarter this year for some additional incentives payments received. The corporate charge card net interchange rate for the first nine months of 2011 is down 8 basis points, as compared to the first nine months of last year, primarily due to contract mix.

Transaction processing revenue for the three months ended September 30, 2011, increased approximately $1.7 million as compared to the same period in the prior year, and increased $5.3 million for the nine months ended September 30, 2011, as compared to the same period in the prior year. These increases are due to the addition of the Wright Express Australia prepaid business, acquired later in the third quarter of 2010.

Other revenue for the three months ended September 30, 2011, increased approximately $5.0 million as compared to the same period in the prior year, and increased $12.8 million for the nine months ended September 30, 2011, as compared to the same period in the prior year. These increases are primarily due to increased fees related to cross border charges.

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Operating Expenses

The following table compares selected expense line items within our Other Payment Solutions segment for the three months ended September 30:

(in thousands)	2011	2010	Increase (decrease) Amount	Increase (decrease) Percent
Expense				
Service fees	**$ 14,710**	$ 7,341	$ 7,369	100 %
Salary and other personnel	**$ 2,971**	$ 1,056	$ 1,915	181 %
Depreciation and amortization	**$ 1,517**	$ 72	$ 1,445	NM

NM Not meaningful

Service fees increased $7.4 million during the third quarter of 2011 as compared to the same period in the prior year. This increase is primarily due to increased volume and cross border charges on our North America corporate charge card product.

Salary and other personnel expenses increased $1.9 million for the three months ended September 30, 2011, as compared to the same period last year. This increase is primarily due to operations of Wright Express Australia, which added $1.1 million in expense over the same period in the prior year. The remaining increase is primarily due to additional sales staff, incentives and employee benefit expenses at our North America operations.

Depreciation and amortization expenses increased $1.4 million for the three months ended September 30, 2011, as compared to the same period in 2010. This increase is primarily due to amortization of intangible assets related to our acquisition of Wright Express Australia and rapid!.

Operating Expenses

The following table compares selected expense line items within our Other Payment Solutions segment for the nine months ended September 30:

(in thousands)	2011	2010	Increase (decrease) Amount	Increase (decrease) Percent
Expense				
Service fees	**$ 34,983**	$ 17,227	$ 17,756	103 %
Salary and other personnel	**$ 7,931**	$ 2,684	$ 5,247	195 %
Depreciation and amortization	**$ 4,116**	$ 195	$ 3,921	NM

NM Not meaningful

Service fees increased $17.8 million during the first nine months of 2011 as compared to the same period in the prior year. This increase is primarily due to increased volume and cross border charges on our North America corporate charge card product.

Salary and other personnel expenses increased $5.2 million for the nine months ended September 30, 2011, as compared to the same period last year. This increase is primarily due to the acquisition of Wright Express Australia, which added $3.8 million in expense over the same period in the prior year. The remaining increase is primarily due to additional sales staff, incentives and employee benefit expenses at our North America operations.

Depreciation and amortization expenses increased $3.9 million for the nine months ended September 30, 2011, as compared to the same period in 2010. This increase is primarily due to amortization of intangible assets related to our acquisition of Wright Express Australia and rapid!.

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Liquidity, Capital Resources and Cash Flows

We focus on management operating cash as a key element in achieving maximum stockholder value, and it is the primary measure we use internally to monitor cash flow performance from our core operations. Since deposits and borrowed federal funds are used to finance our accounts receivable, we believe that they are a recurring and necessary use and source of cash. As such, we consider deposits and borrowed federal funds when evaluating our operating activities. For the same reason, we believe that management operating cash may also be useful to investors as one means of evaluating our performance. However, management operating cash is a non-GAAP measure and should not be considered a substitute for, or superior to, net cash provided by (used for) operating activities as presented on the consolidated statement of cash flows in accordance with GAAP.

While GAAP cash flows from operating activities showed a use of $74.5 million in the first nine months of 2011, management operating cash moved in the opposite direction providing approximately $105.7 million of inflows. During the first nine months of 2010, GAAP cash flows from operating activities provided approximately $4.8 million and management operating cash provided $69.8 million.

With the $105.7 million of management operating cash we generated during the first nine months of 2011, we decreased borrowings under our revolving credit facility by $47.1 million, purchased approximately $8.4 million of available-for-sale securities and increased our property, plant and equipment by $19.9 million. We also paid $8.1 million in cash for the acquisition of rapid! during the first quarter of 2011. This activity resulted in an increase in our overall cash balance of $24.0 million for the first nine months of 2011.

On May 23, 2011, we entered into a Credit Agreement (the Credit Agreement), by and among us and certain of our subsidiaries, as borrowers, and Wright Express Card Holdings Australia Pty Ltd, as specified designated borrower, with a lending syndicate. The Credit Agreement provides for a five-year $200 million term loan facility and a five-year $700 million revolving credit facility with a $100 million sublimit for letters of credit and a $20 million sublimit for swingline loans. Term loan payments in the amount of $2.5 million are due beginning on June 30, 2011, and on the last day of each September, December, March and June thereafter, through and including March 31, 2016, and on the maturity date for the term agreement, May 23, 2016, the remaining outstanding principal amount of $150 million is due. As of September 30, 2011, we had $360.2 million of loans outstanding under the Credit Agreement. Accordingly, at September 30, 2011, we had $530.7 million of availability under the Credit Agreement. In conjunction with the establishment of the new credit facility, we capitalized approximately $6.2 million in association with this borrowing and wrote-off approximately $0.7 million of previous issuance costs.

Proceeds from the new credit facility were used to refinance our existing indebtedness under its 2007 credit facility with a lending syndicate, and its existing indebtedness under its 2010 term loan facility with a bank. The funding is available for working capital purposes, acquisitions, payment of dividends and other restricted payments, refinancing of indebtedness, and other general corporate purposes.

Amounts outstanding under the Credit Agreement bear interest at a rate equal to, at our option, (a) the Eurocurrency Rate, as defined, plus a margin of 1.25 percent to 2.25 percent based on the ratio of consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA or (b) the highest of (i) the Federal Funds Rate plus 0.50 percent, (ii) the prime rate announced by the lead lender, or (iii) the Eurocurrency Rate plus 1.00 percent, in each case plus a margin of 0.25 percent to 1.25 percent based on the ratio of consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA. In addition, we have agreed to pay a quarterly commitment fee at a rate per annum ranging from 0.20 percent to 0.40 percent of the daily unused portion of the credit facility. Any outstanding loans under the Credit Agreement mature on May 23, 2016, unless extended pursuant to the terms of the Credit Agreement.

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Management Operating Cash

The table below reconciles net cash provided by operating activities to change in management operating cash:

	Nine months ended September 30, 2011	2010
Net cash used for operating activities	**$ (74,475)**	$ 4,768
Net increase in deposits	**170,974**	71,763
Net increase (decrease) in borrowed federal funds	**9,229**	(6,729)
Management operating cash	**$ 105,728**	$ 69,802

Our bank subsidiary, Wright Express Financial Services Corporation (FSC), utilizes FDIC-insured deposits to finance our accounts receivable. FSC issued certificates of deposit in various maturities ranging between three months and two years and with fixed interest rates ranging from 0.25 percent to 1.95 percent as of September 30, 2011. As of September 30, 2011, we had approximately $587 million of certificates of deposits outstanding. FSC also has money market deposits of $104 million outstanding as of September 30, 2011. Deposits are subject to regulatory capital requirements.

FSC also utilizes federal funds lines of credit to supplement the financing of our accounts receivable. We have approximately $140 million in federal funds lines of credit as of September 30, 2011.

Liquidity

We continue to have appropriate access to short-term borrowing instruments to fund our accounts receivable. Our cash balance for the period increased by approximately $24 million. During the nine months ended September 30, 2011 deposits increased approximately $171 million, accounts receivable increased approximately $384 million and accounts payable increased approximately $148 million, primarily due to increased fuel prices.

We have approximately 5 years left on our revolving credit facility and have approximately $165.2 million in borrowings against it. We had $530.7 million available to us under this agreement as of September 30, 2011. Our term loan has $195.0 million borrowed against it. As of September 30, 2011, we are paying a rate of LIBOR plus 175 basis points on our credit facility. We decreased our financing debt by $47.1 million during the first nine months and ended the period with a balance outstanding of $360.2 million.

Our credit agreement contains various financial covenants requiring us to maintain certain financial ratios. In addition to the financial covenants, the credit agreement contains various customary restrictive covenants including restrictions in certain situations on the payment of dividends. FSC is not subject to certain of these restrictions. We have been, and expect to continue to be, in compliance with all material covenants and restrictions.

Management believes that we can adequately fund our cash needs during the next 12 months.

Off-balance Sheet Arrangements

Letters of credit. We are required to post collateral to secure our fuel price sensitive derivative instruments where our unrealized loss exceeds any unsecured credit granted by our counter party. At September 30, 2011, we had posted, as collateral, letters of credit totaling $4.1 million.

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Contractual Obligations

The table below summarizes the change in contractual obligations, as presented in our Annual Report on Form 10-K for the year ended December 31, 2010, as of September 30, 2011.

(in thousands)	Remaining 2011	2012	2013	2014	2015 and Thereafter	Total
Revolving line-of-credit, term loan [a]	$ 2,500	$ 10,000	$ 10,000	$ 10,000	$ 327,700	$ 360,200

[a] Our Revolving line-of-credit and term loan is set to expire in May 2016. Amounts in table exclude interest payments. See Item 1 Note 6, Financing Debt.

Purchase of Treasury Shares

We did not repurchase any shares of common stock during the quarter ended September 30, 2011.

Critical Accounting Policies and Estimates

We have no material changes to our critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the year ended December 31, 2010.

Recently Adopted Accounting Standards

None

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We have no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2010.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The principal executive officer and principal financial officer of Wright Express Corporation evaluated the effectiveness of the Company s disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures are controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Securities Exchange Act of 1934, within the time periods specified in the SEC s rules and forms, is recorded, processed, summarized and reported, and is accumulated and communicated to the company s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, the principal executive officer and principal financial officer of Wright Express Corporation concluded that the Company s disclosure controls and procedures were effective as of September 30, 2011.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2011, our most recently completed fiscal quarter, that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II

Item 1. Legal Proceedings.

As of the date of this filing, we are not involved in any material legal proceedings. We also were not involved in any material legal proceedings that were terminated during the third quarter of 2011. However, from time to time, we are subject to other legal proceedings and claims in the ordinary course of business, none of which we believe are likely to have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

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Item 6. Exhibits.

	Exhibit No.	Description
	3.1	Certificate of Incorporation (incorporated by reference to Exhibit No. 3.1 to our Current Report on Form 8-K filed with the SEC on March 1, 2005, File No. 001-32426)
	3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit No. 3.1 to our Current Report on Form 8-K filed with the SEC on November 20, 2008, File No. 001-32426)
	4.1	Rights Agreement, dated as of February 16, 2005 by and between Wright Express Corporation and Wachovia Bank, National Association (incorporated by reference to Exhibit No. 4.1 to our Current Report on Form 8-K filed with the SEC on March 1, 2005, File No. 001-32426)
*	31.1	Certification of Chief Executive Officer of Wright Express Corporation pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended
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*	32.1	Certification of Chief Executive Officer of Wright Express Corporation pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code
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**	101.INS	XBRL Instance Document
**	101.SCH	XBRL Taxonomy Extension Schema Document
**	101.CAL	XBRL Taxonomy Calculation Linkbase Document
**	101.LAB	XBRL Taxonomy Label Linkbase Document
**	101.PRE	XBRL Taxonomy Presentation Linkbase Document
**	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* These exhibits have been filed with this Quarterly Report on Form 10-Q.

** In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be "furnished" and not "filed".

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SIGNATURE

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

WRIGHT EXPRESS CORPORATION

November 4, 2011

By: /s/ Steven A. Elder
Steven A. Elder
Senior Vice President and CFO
(principal financial officer and principal accounting officer)

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