

Via Email to: [jwickel@tcpn.org](mailto:jwickel@tcpn.org)

January 10, 2013

Jason Wickel, Director  
The Cooperative Purchasing Network  
11280 West Road  
Houston, TX 77065

RE: Contract # R5127 (Fuel Cards & Related Services); request Amendment to allow Fuelman Licensee Selling in select Counties in Texas

Dear Mr. Wickel:

FleetCor would like to amend Contract #R5127 (RFP #12-13) for Fuel Cards & Related Services to allow our Fuelman Associate, Texas Fleet Fuel, Ltd (herein "TFF") to market its co-branded Fuelman fleet card program (which FleetCor processes for TFF) in designated counties in Texas. Sales under the TCPN program in other geographic locations might also be allowed (with approval by FleetCor on a case by case basis).

TFF is a Fuelman Associate marketing the Texas Fleet Fuel co-branded Fuelman Fleet Card and the Fuelman brand of products for FleetCor primarily in the Austin, Texas market. On the attached Exhibit "A" we provide a specific list of the counties (herein "the TFF Territory") where FleetCor requests that Texas Fleet Fuel, Ltd be granted the right to provide services to TCPN Participants as prescribed under contract # R5127, except as herein amended. The primary contact person, corporate address, email, phone and fax numbers for TFF is as follows:

Texas Fleet Fuel, Ltd  
Primary Contact: Marty Maxwell  
Email: [mmaxwell@txfleetfuel.com](mailto:mmaxwell@txfleetfuel.com)  
4911 East 7th Street  
Austin, TX 78702  
Phone: (512) 381-2800  
Fax: (512) 381-2828

With your approval of this letter and proposed Amendment, TCPN Participants in the TFF Territory would be able to utilize Contract # R5127 under the same fuel pricing, volume discounts and billing frequency/payment term adjustments as FleetCor provided in our RFP response. TFF might also be allowed to sell the Universal Premium MasterCard program described in our Value Add response to the RFP, however this would be as a sales agent for FleetCor, with FleetCor retaining the customer and accounts receivable responsibility.

Additionally, (excluding any MasterCard sales) the Participation Fees due TCPN for Participants signed by TFF will be submitted directly to TCPN by TFF, not by FleetCor and any reporting needed to calculate Participation Fees shall be provided by TFF not FleetCor. TFF will be solely responsible for its Participation Fees. Additionally, Participants signed by TFF (excluding MasterCard applicants) will sign a credit application with TFF, not FleetCor.

Let me know if I need to provide or sign anything else to effectuate this amendment.

Sincerely,



Mark Roberts  
Director – Bids & Contracts  
[markr@fleetcor.com](mailto:markr@fleetcor.com)

cc: Marty Maxwell

**EXHIBIT “A”**  
**List of Counties where Texas Fleet Fuel, Ltd shall have**  
**Permission to Service TCPN Participants Under Contract # R5127**

**Counties where Texas Fleet Fuel, Ltd has Fuelman marketing rights**  
**(Herein “TFF Territory”)**

TEXAS COUNTIES	
1.	Bastrop
2.	Bell
3.	Blanco
4.	Burnet
5.	Caldwell
6.	Coryell
7.	Hays
8.	Lampasas
9.	Lee
10.	Llano
11.	Milam
12.	Travis
13.	Williamson