Analysis of Proposed Consent Order to Aid Public Comment
***In the Matter of FleetCor Technologies, Inc., and Ronald Clarke,* Docket No. 9403**

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an agreement containing a consent order from Corpay, Inc. (formerly known as FleetCor Technologies, Inc.) and its CEO, Ronald Clarke ("Respondents").

The proposed consent order ("Proposed Order") has been placed on the public record for 30 days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission will again review the agreement and the comments received, and will decide whether it should withdraw from the agreement and take appropriate action or make final the agreement's Proposed Order.

The Commission's five-count complaint in this matter alleges that Respondents, who market and sell "fuel cards" that can be used to make purchases at gas stations and similar fueling locations, violated Section 5 of the FTC Act in two principal ways.

First, Respondents unfairly charged their customers, who overwhelmingly are small businesses, a variety of unauthorized fees (Counts IV & V). Specifically, Defendants charged late fees to customers who had paid on time, and also charged a number of other unauthorized fees that they hid from their customers.

Second, Respondents' marketing variously misrepresented the gas savings (Count I), fraud-control features (Count II), and fees (Count III) associated with Defendants' fuel cards.

The FTC alleged identical claims against these Respondents in a complaint filed in the United States District Court for the Northern District of Georgia. After more than two-and-a-half years of litigation, the district court determined that both Respondents had violated the FTC Act and entered a permanent injunction that requires consent before charging customers, prohibits misrepresentations, and bars other unlawful conduct. *FTC v. Fleetcor Techs., Inc.*, 620 F. Supp. 3d 1268 (N.D. Ga. 2022); *FTC v. FleetCor Techs., Inc.*, No. 19-5727, 2023 WL 5030099 (N.D. Ga. June 8, 2023).

The Court of Appeals for the Eleventh Circuit affirmed that Respondent Corpay, Inc. is liable on all five counts of the complaint and affirmed the permanent injunction against it. *FTC v. Corpay, Inc.*, 164 F.4th 807 (11th Cir. 2026). The court of appeals determined that Respondent Clarke is liable on Counts I, III, IV, and V, but not on Count II, and vacated the injunction against Clarke in light of this determination. Pursuant to the proposed Agreement Containing Consent Order, Respondents would not oppose the entry against Respondent Clarke of the same permanent injunction that the district court previously entered against him, except omitting as to Clarke two subparts that relate to Count II.

The Proposed Order contains monetary relief and related provisions to redress customers injured by Respondents' unfair and deceptive practices.

Provision I requires Respondents to pay to the Commission $100,000,000 in monetary relief.

Provision II describes the procedures and legal rights related to that payment.

Provision III requires Respondents to provide customer information to enable the Commission to efficiently administer consumer redress.

Provision IV requires Respondents to submit acknowledgements of receipt of the Order.

Provision V provides the effective dates of the order, including that, as long as Respondents have met all of their obligations under the order, it will terminate in 20 years.

The purpose of this analysis is to aid public comment on the Proposed Order. It is not intended to constitute an official interpretation of the complaint or Proposed Order, or to modify in any way the Proposed Order's terms.