

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wright Express LLC		02/16/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Wright Express Corporation
Street Address:	97 Darling Avenue
City:	South Portland
State/Country:	MAINE
Postal Code:	04106
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1743484	W WRIGHT EXPRESS
Registration Number:	1796891	E-VAR
Registration Number:	1825419	EDATA
Registration Number:	1930701	THE FLEET CARD THAT'S DRIVING AMERICA'S BUSINESS
Registration Number:	1947273	WEXINDEX
Registration Number:	1955971	FLEET ANALYST
Registration Number:	2079311	THE WRIGHT CARD
Registration Number:	2087636	WRIGHT EXPRESS
Registration Number:	2218706	WEX
Registration Number:	2234643	FLEETSMART
Registration Number:	2353883	W WRIGHT EXPRESS
Registration Number:	2374743	WEXONLINE
Registration Number:	2567233	W

CH \$365.00 1743484

Registration Number:

2732567

ROADSMITH

CORRESPONDENCE DATA

Fax Number: (207)791-1350

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 207-791-1100

Email: trademark@pierceatwood.com

Correspondent Name: William L. Worden, Esq.

Address Line 1: One Monument Square

Address Line 2: Pierce Atwood LLP

Address Line 4: Portland, MAINE 04101-1110

NAME OF SUBMITTER:

William L. Worden

Signature:

/William L. Worden/

Date:

06/29/2005

Total Attachments: 5

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Wright Express LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Delaware Limited Liability Company

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wright Express Corporation

Internal _____

Address: _____

Street Address: 97 Darling Avenue

City: South Portland

State: ME

Country: USA Zip: 04106

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 02/16/2005

- Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,743,484; 1,796,891; 1,825,419; 1,930,701; 1,947,273; 1,955,971

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: William L. Worden, Esq.

Internal Address: Pierce Atwood LLP

Street Address: One Monument Square

City: Portland

State: ME Zip: 04101-1110

Phone Number: 207-791-1100

Fax Number: 207-791-1350

Email Address: trademark@pierceanwood.com

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 365.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

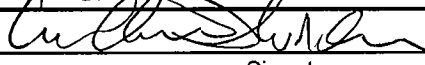
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 500282

Authorized User Name William L. Worden

9. Signature:



Signature

June 29, 2005

Date

William L. Worden

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ATTACHMENT TO
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Name of Conveying Party: Wright Express LLC

Name and address of Receiving Party: Wright Express Corporation
97 Darling Avenue
South Portland, ME 04106

4.B. Trademark Registration Nos. (continued):

2,079,311
2,087,636
2,218,706
2,234,643
2,353,883
2,374,743
2,567,233
2,732,567

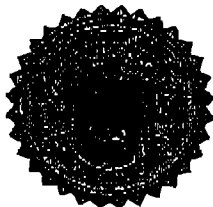
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "WRIGHT EXPRESS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WRIGHT EXPRESS LLC" TO "WRIGHT EXPRESS CORPORATION", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005, AT 8:12 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3058125 8100V
050126009

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3687150

DATE: 02-16-05

TRADEMARK
REEL: 003113 FRAME: 0184

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:12 AM 02/16/2005
FILED 08:12 AM 02/16/2005
SRV 050126009 - 3058125 FILE

**CERTIFICATE OF CONVERSION
TO A CORPORATION
OF WRIGHT EXPRESS LLC**

Pursuant to Sections 103 and 265 of the
General Corporation Law of the State of Delaware
and Section 18-216 of the Delaware
Limited Liability Company Act

This Certificate of Conversion to a Corporation is being duly executed and filed by Wright Express LLC, a Delaware limited liability company, to convert Wright Express LLC to Wright Express Corporation (the "Conversion").

1. The date on which the limited liability company was first formed was the 18th day of June, 1999.
2. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion is Wright Express LLC.
3. The name of the corporation into which the limited liability company shall be converted, as set forth in its Certificate of Incorporation, is Wright Express Corporation (the "Corporation").
4. The limited liability company is a limited liability company formed under the laws of the State of Delaware.
5. As of the effective time of the Conversion, by virtue of the Conversion and without any further action on the part of the sole member of Wright Express LLC, all of the 100 outstanding common interests of Wright Express LLC held by the sole member shall be converted into 40,000,000 shares of common stock, par value \$0.01 (the "Common Stock"), and 100 shares of Series A Non-Voting Convertible Preferred Stock, par value \$0.01, of Wright Express Corporation.
6. This Certificate of Conversion shall be effective upon the filing of this Certificate of Conversion and its Certificate of Incorporation with the

Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the limited liability company has caused
this Certificate of Conversion to be executed in its name this 16th day of February,
2005.

WRIGHT EXPRESS LLC

By: /s/ Hilary A. Rapkin
Name: Hilary A. Rapkin
Title: Vice President and General
Counsel