

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CHESTNUT HILL VENTURES LLC</u>  (Last) (First) (Middle) 60 WILLIAM ST SUITE 230  (Street) WELLESLEY MA 02481  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2010	3. Issuer Name and Ticker or Trading Symbol <u>FLEETCOR TECHNOLOGIES INC [ FLT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,353,417	I	By Chestnut Hill Fuel, LLC <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
CHESTNUT HILL VENTURES LLC  
 (Last) (First) (Middle)  
 60 WILLIAM ST  
 SUITE 230  
 (Street)  
 WELLESLEY MA 02481  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Chestnut Hill Fuel, LLC  
 (Last) (First) (Middle)  
 C/O CHESTNUT HILL VENTURES LLC  
 60 WILLIAM STREET, SUITE 230  
 (Street)  
 WELLESLEY MA 02481  
 (City) (State) (Zip)

**Explanation of Responses:**

1. These shares are owned directly by Chestnut Hill Fuel, LLC, which is a direct wholly owned subsidiary of GCC Investments, LLC, which is a direct and indirect wholly owned subsidiary of Chestnut Hill Ventures LLC. GCC Investments, LLC and Chestnut Hill Ventures LLC are indirect beneficial owners of the reported securities.

David L. Coombs, as Attorney- in-Fact 12/14/2010

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.



POWER OF ATTORNEY

In connection with the ownership, acquisition or disposition of securities of FleetCor Technologies, Inc. (or any other securities issued in respect thereof), the undersigned hereby appoints Timothy B. Bancroft, David L. Coombs and each other attorney with Goulston & Storrs, P.C., or any of them, its agent to obtain from the Electronic Data Gathering and Retrieval system of the United States Securities and Exchange Commission ("SEC") the unique identifiers required to make electronic filings with the SEC, and to make, subject to the approval of the undersigned, any electronic filings (or amendments thereto) pursuant to Sections 13 or 16 of the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 14th day of December, 2010.

CHESTNUT HILL VENTURES LLC

By: /s/ Demos Kouvaris  
Name: Demos Kouvaris  
Title: COO and CFO

COMMONWEALTH OF MASSACHUSETTS

Location: Norfolk County, Massachusetts, USA  
December 14, 2010

On this 14th day of December, 2010, before me, the undersigned notary public, personally appeared Demos Kouvaris, proved to me through satisfactory identification, which was [driver's license] or [based on the undersigned's personal knowledge of the identity of the principal], to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as a duly authorized representative of Chestnut Hill Ventures LLC.

/s/ Jessica M. Baldino  
Notary Public  
My Commission Expires: July 15, 2016

POWER OF ATTORNEY

In connection with the ownership, acquisition or disposition of securities of FleetCor Technologies, Inc. (or any other securities issued in respect thereof), the undersigned hereby appoints Timothy B. Bancroft, David L. Coombs and each other attorney with Goulston & Storrs, P.C., or any of them, its agent to obtain from the Electronic Data Gathering and Retrieval system of the United States Securities and Exchange Commission ("SEC") the unique identifiers required to make electronic filings with the SEC, and to make, subject to the approval of the undersigned, any electronic filings (or amendments thereto) pursuant to Sections 13 or 16 of the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 14th day of December, 2010.

CHESTNUT HILL FUEL, LLC

By: /s/ Demos Kouvaris  
Name: Demos Kouvaris  
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

Location: Norfolk County, Massachusetts, USA  
December 14, 2010

On this 14th day of December, 2010, before me, the undersigned notary public, personally appeared Demos Kouvaris, proved to me though satisfactory identification, which was [driver's license] or [based on the undersigned's personal knowledge of the identity of the principal], to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as a duly authorized representative of Chestnut Hill Fuel, LLC.

/s/ Jessica M. Baldino  
Notary Public  
My Commission Expires: July 15, 2016