

Franchise Services of North America Inc.

January 28, 2010

Management Discussion and Analysis of Financial Condition and Results of Operations

This Management Discussion and Analysis (“MD&A”) was prepared as of January 28, 2010 and should be read in conjunction with the audited Consolidated Financial Statements and related notes as of and for the years ended September 30, 2009 and 2008, all available on SEDAR, at www.sedar.com.

Business of the Company

Franchise Services of North America Inc. (“FSNA” or the “Company”), is a public company whose common shares are listed on the TSX Venture Exchange under the symbol ‘FSN.’

In November 2006, the Company (formerly known as Rent-A-Wreck Capital Inc. (“RAWC”)) completed a business combination (the “Business Combination Transaction or BCT”) with U-Save Auto Rental of America, Inc. (“U-Save”), a privately held company based in Jackson, Mississippi. Consistent with the accounting guidelines for reverse take-over business combinations, the transaction was accounted for as an acquisition of the net assets of the Company by U-Save, which was deemed the acquirer for accounting purposes.

In January 2007, the Company, through its wholly owned subsidiary, U-Save Financial Services, Inc., acquired certain assets of DRSN Holdings, LLC, an Arizona-based limited liability company (the “DRSN Acquisition”). These assets consisted of a full-service insurance agency with an established book of business across various product lines and customers throughout North America.

As a result of the Business Combination Transaction, the Company operates two principal subsidiaries, U-Save Auto Rental of America Inc. (“U-Save”) and Practicar Systems Inc. (“Practicar”). U-Save licenses franchises to operate U-Save Auto Rental and U-Save Car & Truck Rental businesses worldwide and offers to franchisees and independent car rental operators (“associates”) insurance products including liability and physical damage coverages on their rental fleet. U-Save also operates an association, Auto Rental Resource Center (“ARRC”). ARRC provides insurance discounts and products and services to its members who operate independent vehicle rental businesses. Practicar owns the Rent-A-Wreck trademark in Canada and operates the Rent-A-Wreck car rental and sales franchise system in Canada. This report describes the business and financial results of the Company as of and for the year ended September 30, 2009.

Some of the risks, uncertainties and other factors affecting the Company are discussed in our public filings with the securities regulatory authorities in Canada. Copies of the Company’s Canadian filings, including our most recent management information circular, annual financial

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statements, material change reports, unaudited quarterly financial statements and news releases, are available online at www.sedar.com.

Currency

All amounts in this MD&A are expressed in U. S. dollars unless specified otherwise.

Financial Statements and Basis of Presentation

The Company's audited Consolidated Financial Statements as of and for the year ended September 30, 2009 have been prepared in accordance with Canadian GAAP. The Consolidated Balance Sheets include all the assets and liabilities of all the subsidiaries of the Company including Practicar and U-Save, as of September 30, 2009 and 2008. The Consolidated Statements of Operations and Accumulated Deficit, Consolidated Statements of Comprehensive Income (Loss) and Consolidated Statements of Cash Flows include operations for the years ended September 30, 2009 and 2008. Additional information on the Company can be obtained on SEDAR (www.sedar.com) under the Company's listing, Franchise Services of North America Inc.

Selected Financial Information

The following financial information is derived from the Company's audited Consolidated Financial Statements for each of the three most recently completed fiscal years:

Selected Annual Information	12 Months ended September 30, 2009 audited US \$	12 Months ended September 30, 2008 audited US \$ (Restated)	13 Months ended September 30, 2007 audited US \$
Total revenues	\$ 14,743,616	\$ 16,019,600	\$ 18,951,544
Net income (loss) before discontinued operations	\$ (6,866,994)	\$ 110,806	\$ 489,738
per share - basic	\$ (0.11)	\$ -	\$ 0.01
per share - diluted	\$ (0.11)	\$ -	\$ 0.01
Net income (loss) after discontinued operations	\$ (6,866,994)	\$ 110,806	\$ 489,738
per share - basic	\$ (0.11)	\$ -	\$ 0.01
per share - diluted	\$ (0.11)	\$ -	\$ 0.01
Total assets	\$ 16,198,938	\$ 23,586,139	\$ 24,247,897
Total long-term financial liabilities	\$ 2,500,000	\$ 3,457,908	\$ 3,709,377
Cash dividends declared per share	\$ nil	\$ nil	\$ nil

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Note: The years ended September 30, 2009 and 2008 reflect 12 months activity of the consolidated entity. The year ended September 30, 2007 reflects 13 months activity of U-Save and only 10 months of the Canadian operations as the BCT transaction was completed on November 30, 2006. Additional information concerning the transaction and subsequent information can be obtained on SEDAR (www.sedar.com) under the Company's listing, Franchise Services of North America Inc.

The following table reports the selected financial information of the Company by geographic jurisdictions. Management has determined that the Company operates in one dominant industry segment, the auto rental segment, in multiple jurisdictions, which involves (i) licensing to franchisees to operate an auto rental business under Company-owned brands and (ii) providing franchisees, independent auto rental operators and other related auto rental operations with financial services related to insurance products.

Segmented Information	Three Months ended September 30, 2009			Three Months ended September 30, 2008		
	unaudited			unaudited		
	USA US \$	Canada US \$	Total US \$	USA US \$	Canada US \$	Total US \$
Total revenues	\$ 3,856,227	\$ 402,278	\$ 4,258,505	\$ 3,887,640	\$ 281,882	\$ 4,169,522
Expenses	8,013,392	1,121,993	9,135,385	4,044,838	349,444	4,394,282
Loss before income taxes	(4,157,165)	(719,715)	(4,876,880)	(157,198)	(67,562)	(224,760)
Income tax expense (recovery)	1,980,569	(305,067)	1,675,502	(53,256)	(24,239)	(77,495)
Net loss	\$ (6,137,734)	\$ (414,648)	\$ (6,552,382)	\$ (103,942)	\$ (43,323)	\$ (147,265)
Property, plant and equipment expenditures	\$ 8,815	\$ -	\$ 8,815	\$ 14,259	\$ -	\$ 14,259

Segmented Information	Year ended September 30, 2009			Year ended September 30, 2008		
	unaudited			unaudited (Restated)		
	USA US \$	Canada US \$	Total US \$	USA US \$	Canada US \$	Total US \$
Total revenues	\$ 13,947,154	\$ 796,462	\$ 14,743,616	\$ 15,180,358	\$ 839,242	\$ 16,019,600
Expenses	18,312,025	1,760,358	20,072,383	14,550,979	1,295,906	15,846,885
Income (loss) before income taxes	(4,364,871)	(963,896)	(5,328,767)	629,379	(456,664)	172,715
Income tax expense (recovery)	1,927,833	(389,606)	1,538,227	274,445	(212,536)	61,909
Net income (loss)	\$ (6,292,704)	\$ (574,290)	\$ (6,866,994)	\$ 354,934	\$ (244,128)	\$ 110,806
Property, plant and equipment expenditures	\$ 44,456	\$ -	\$ 44,456	\$ 75,168	\$ -	\$ 75,168
Total assets	\$ 8,114,091	\$ 8,084,847	\$ 16,198,938	\$ 14,820,748	\$ 8,765,391	\$ 23,586,139
Total long-term financial liabilities	\$ 2,500,000	\$ -	\$ 2,500,000	\$ 3,457,908	\$ -	\$ 3,457,908

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Operations

For the three months ended September 30, 2009, the Company reported a net loss from operations of \$6,552,382 as compared to a net loss of \$147,265 for the quarter ended September 30, 2008. The decrease is attributable to a 108% increase in total expenses offset slightly by a 2% increase in total revenue, as discussed below.

For the year ended September 30, 2009, the Company reported a net loss from operations of \$6,866,994 as compared to net income of \$110,806 for the year ended September 30, 2008. The decrease is attributable to a 8% decline in total revenue and an overall 27% increase in total expenses, as discussed below.

For the three months ended September 30, 2009, the Company's US Operations reported a net loss from operations of \$6,137,734 as compared to a net loss of \$103,942 for the quarter ended September 30, 2008. The decrease is attributable to a 98% increase in total expenses, as discussed below. Revenue was essentially unchanged from period to period.

For the year ended September 30, 2009, the Company's US Operations reported a net loss from operations of \$6,292,704 as compared to net income of \$354,934 for the year ended September 30, 2008. The decrease is attributable to an 8% decline in total revenue and an overall 26% increase in total expenses, as discussed below.

For the three months ended September 30, 2009, the Company's Canadian Operations reported a net loss from operations of \$414,648 as compared to a net loss of \$43,323 for the quarter ended September 30, 2008. The decrease is attributable to a 42% increase in total revenue offset by a 221% increase in total expenses, as discussed below. The period was further impacted by an increase in income tax recovery of \$280,000 in the 2009 period.

For the year ended September 30, 2009, the Company's Canadian Operations reported a net loss from operations of \$574,290 as compared to a net loss of \$244,128 for the year ended September 30, 2008. The increase in the net loss from operations is attributable to a 5% decline in total revenue and an overall 36% increase in total expenses, as discussed below. The period was further impacted by an increase in income tax recovery of \$177,000 in the 2009 period.

Revenue

Total revenue for the three months ended September 30, 2009 was \$4,258,505 compared to \$4,169,522 for the three months ended September 30, 2008, an increase of \$88,983 or 2%. This increase in overall revenue is due primarily to other income of \$188,812 recognized during the three months ended September 30, 2009 resulting from the settlement of accrued liabilities from an inactive subsidiary of the Company. Without this non-recurring other income, total revenue would have decreased \$99,829 or 2%. This decrease is mainly due to a reduction in franchise sales activity, fewer cars being insured by the franchisees and associate

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members and lower royalty income as a result of the competitive nature of the pricing and declining fleets which has occurred in the industry during the last twelve months as a result of the overall economic slowdown being experienced in North America and the corresponding tightening of the credit markets.

Total revenue for the year ended September 30, 2009 was \$14,713,616 compared to \$16,019,600 for the year ended September 30, 2008, a decrease of \$1,305,984 or 8%. This decrease is mainly due to reduced franchise sales, fewer cars being insured by the franchisees and associate members and lower royalty income as a result of the competitive nature of the pricing and declining fleets which has occurred in the industry during the last twelve months as a result of the overall economic slowdown being experienced in North America. Additionally, the prior year reporting period included the sale of an international master franchise of approximately \$200,000. The overall decrease was offset somewhat by other income of \$188,812, as discussed above. Without this non-recurring other income, total revenue for the year ended September 30, 2009 would have decreased \$1,494,796 or 9%.

Total revenue for the Company's US Operations for the three months ended September 30, 2009 was \$3,856,227 compared to \$3,887,640 for the three months ended September 30, 2008, a decrease of \$31,413 or 1%. This small decrease in overall revenue is due primarily to other income of \$188,812 recognized during the three months ended September 30, 2009 resulting from the settlement of accrued liabilities from an inactive subsidiary of the Company. Without this non-recurring other income, total revenue would have decreased \$220,225 or 6%. This decrease is mainly due to a reduction in franchise sales activity, fewer cars being insured by the franchisees and associate members and lower royalty income as a result of the competitive nature of the pricing and declining fleets which has occurred in the industry during the last twelve months as a result of the overall economic slowdown being experienced in North America and the corresponding tightening of the credit markets.

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Total revenue for the Company's US Operations the year ended September 30, 2009 was \$13,947,154 compared to \$15,180,358 for the year ended September 30, 2008, a decrease of \$1,233,204 or 8%. This decrease is mainly due to reduced franchise sales, fewer cars being insured by the franchisees and associate members and lower royalty income as a result of the competitive nature of the pricing and declining fleets which has occurred in the industry during the last twelve months as a result of the overall economic slowdown being experienced in North America. Additionally, the prior year reporting period included the sale of an international master franchise of approximately \$200,000. The overall decrease was offset somewhat by other income of \$188,812, as discussed above. Without this non-recurring other income, total revenue for the year ended September 30, 2009 would have decreased \$1,422,016 or 9%.

Total revenue for the Company's Canadian Operations for the three months ended September 30, 2009 was \$402,278 compared to \$281,882 for the three months ended September 30, 2008, an increase of \$120,396 or 43%. This increase is mainly due to an increase in franchise sales activity and higher royalty income in the quarter.

Total revenue for the Company's Canadian Operations the year ended September 30, 2009 was \$796,462 compared to \$839,242 for the year ended September 30, 2008, a decrease of \$42,780 or 5%.

Expenses

Total expenses for the three months ended September 30, 2009 were \$9,135,385 compared to \$4,394,282 for the three months ended September 30, 2008, an increase of \$4,741,103 or 108%. The increase was due primarily to a provision for losses on notes receivable of \$1,297,848 and impairment charges on goodwill and other intangible assets of \$3,413,179 recorded during the three months ended September 30, 2009. Without the provision for losses on notes receivable or impairment charges, total expenses would have increased \$30,076 or less than 1%. Insurance operating costs decreased \$417,010 or 38% due to an overall decrease in the number of cars insured. However, claims expense increased \$807,901 or 275% due to increased claims activity and higher claims reserves, as set by our insurance carriers, and the settlement of a large claim relating to Hurricane Katrina on terms unfavorable to the Company at a cost of approximately \$216,000. General and administration expenses decreased \$31,058 or 8%, due to a reduction in headcount and other cost reduction initiatives the Company implemented in late 2008, and lower levels of bad debt expense as compared to the 2008 period.

Total expenses for the year ended September 30, 2009 were \$20,072,383 compared to \$15,846,885 for the year ended September 30, 2008, an increase of \$4,225,498 or 27%. The increase was due primarily to a provision for losses on notes receivable of \$1,297,848 and impairment charges on goodwill and other intangible assets of \$3,413,179 recorded during the three months ended September 30, 2009. Without the provision for losses on notes receivable

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or impairment charges, total expenses would have decreased \$485,529 or 3%. Insurance operating costs decreased \$864,878 or 26% and insurance underwriting costs decreased \$244,743 or 13% due to an overall decrease in the number of cars insured. Claims expense increased \$1,209,589 or 54% due to increased claims activity and higher claims reserves, as set by our insurance carriers, and the settlement of an insurance claim relating to Hurricane Katrina on terms unfavorable to the Company. General and administration expenses decreased \$220,814 or 10%, due to a reduction in headcount and other cost reduction initiatives the Company implemented in late 2008 and lower levels of bad debt expense as compared to the 2008 period.

Total expenses for the Company's US Operations for the three months ended September 30, 2009 were \$8,013,392 compared to \$4,044,838 for the three months ended September 30, 2008, an increase of \$3,968,554 or 98%. The increase was due primarily to a provision for losses on notes receivable of \$1,297,848 and impairment charges on goodwill and other intangible assets of \$2,784,988 recorded during the three months ended September 30, 2009. Without the provision for losses on notes receivable or impairment charges, total expenses would have decreased \$114,238 or 3%.

Total expenses for the Company's US Operations for the year ended September 30, 2009 were \$18,312,025 compared to \$14,550,979 for the year ended September 30, 2008, an increase of \$3,761,046 or 26%. The increase was due primarily to a provision for losses on notes receivable of \$1,297,848 and impairment charges on goodwill and other intangible assets of \$2,784,988 recorded during the three months ended September 30, 2009. Without the provision for losses on notes receivable or impairment charges, total expenses would have decreased \$321,790 or 2%.

Total expenses for the Company's Canadian Operations for the three months ended September 30, 2009 were \$1,121,993 compared to \$349,444 for the three months ended September 30, 2008, an increase of \$772,549 or 221%. The increase was due primarily to impairment charges on other intangible assets of \$628,191 recorded during the three months ended September 30, 2009. Without these impairment charges, total expenses would have increased \$114,358 or 41%, due primarily to increased claims expense in the quarter.

Total expenses for the Company's Canadian Operations for the year ended September 30, 2009 were \$1,760,358 compared to \$1,295,906 for the year ended September 30, 2008, an increase of \$464,452 or 36%. The increase was due primarily to impairment charges on other intangible assets of \$628,191 recorded during the three months ended September 30, 2009. Without these impairment charges, total expenses would have decreased \$163,739 or 13% due to a reduction in general and administrative expenses.

During the three month period ended September 30, 2009, the Company recorded a full valuation allowance of \$2,490,804 against the net potential future income assets associated with all the loss carryforwards and other deductible temporary differences as their utilization is not considered more likely than not at this time.

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During the three month period ended September, 30, 2009, the Company recorded a provision for losses on impaired notes receivable of \$1,297,848. Of this amount, \$255,298 is attributable to outstanding notes due from a Co-Chief Executive Officer of the Company, \$980,050 is attributable to a note due from a franchisee in which one of the Company's Co-Chief Executive Officers has a financial interest, and \$62,500 is attributable to forgiveness of notes due from certain Executive Officers of the Company as required under their employment agreements with the Company. See further discussion in Related Party Notes Receivable below.

During the three month period ended September 30, 2009, the Company recorded impairment charges on goodwill and other assets of \$3,413,179. These impairment charges were recorded in connection with the Company's annual review of its intangible assets.

Non-Comparable Items

Non-comparable items are non-recurring and/or non-operational items incurred by the Company during the applicable period.

The Company recognized other income of \$188,812 resulting from the settlement of accrued liabilities from an inactive subsidiary of the Company during the quarter ended September 30, 2009.

The Company recorded a provision for losses on related party notes receivable of \$1,297,848 during the quarter ended September 30, 2009. Of this amount, \$255,298 is attributable to outstanding notes due from a Co-Chief Executive Officer of the Company, \$980,050 is attributable to a note due from a franchisee in which one of the Company's Co-Chief Executive Officers has a non-controlling financial interest, and \$62,500 is attributable to forgiveness of notes due from certain Executive Officers of the Company as required under their employment agreements with the Company.

The Company recorded an impairment charge on goodwill and other intangible assets of \$3,413,179 during the quarter ended September 30, 2009.

The Company recorded a full valuation allowance of \$2,490,804 against the net future income tax assets associated with all the loss carryforwards and other deductible temporary differences during the quarter ended September 30, 2009.

Correction of Error

During the preparation of the audited financial statements for the year ended September 30, 2009, the Company discovered an error in the presentation of certain insurance transactions for its Canadian subsidiary. The Company's Canadian subsidiary operates an insurance program for participating franchisees providing coverage for certain liability claims. These activities were erroneously excluded from the Company's consolidated financial statements,

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resulting in an understatement of restricted cash, insurance reserves, insurance premium revenue and claims expense. While the net effect of these errors was not material to the Company's Consolidated Statement of Operations for the year ended September 30, 2008, the Consolidated Balance Sheet as of September 30, 2008 has been restated to reflect an increase in restricted cash of \$774,994, increase in insurance loss reserves of \$221,045, decrease in other intangible assets of \$516,121, and an increase in the beginning balance of accumulated other comprehensive income of \$37,828.

The Company also discovered an error in the recording of certain accruals for professional fees. While the net effect of this error was not material to the Company's Consolidated Statement of Operations or Cash Flows for the year ended September 30, 2008, the Company's Consolidated Balance Sheet as of September 30, 2008 has been restated to reflect an increase in the opening Accumulated Deficit of \$266,083 and a corresponding increase in accounts payable and accrued liabilities.

Quarterly Results

The following financial information is derived from the Company's unaudited quarterly consolidated financial statements for each of the eight most recently completed quarterly periods. Certain amounts have been reclassified to conform to current year presentation. The previously reported quarters of the Company information can be obtained on SEDAR (www.sedar.com) under the current Company's listing.

Quarters Ending unaudited	Insurance Premiums and Related Fees US \$	Total Revenues US \$	Net Income (Loss)		
			US \$	Per Share	
				Basic US \$	Diluted US \$
Fiscal Year Ended September 2009					
Q4, September 30, 2009	2,965,687	4,258,505	(6,552,382)	(0.11)	(0.11)
Q3, June 30, 2009	2,646,352	3,667,910	(110,384)	0.00	0.00
Q2, March 31, 2009	2,352,080	3,417,459	(212,901)	0.00	0.00
Q1, December 31, 2008	2,542,358	3,399,742	8,673	0.00	0.00
Fiscal Year Ended September 2008					
Q4, September 30, 2008	2,977,767	4,169,522	(147,265)	0.00	0.00
Q3, June 30, 2008	2,781,880	3,745,377	(15,567)	0.00	0.00
Q2, March 31, 2008	2,755,519	3,889,927	(5,715)	0.00	0.00
Q1, December 31, 2007	3,061,722	4,214,774	279,353	0.00	0.00

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The royalty revenue trend for the Company's vehicle rentals and sales is greatly influenced by the tourism cycle; consequently, the summer quarter ending in September, the (4th) quarter of our fiscal year, traditionally generates the highest levels of revenue, followed by the spring (3rd) quarter ending in June, then the fall (1st) quarter ending in December, which includes the Christmas holiday season and finally, the winter (2nd) quarter which is usually the lowest in both tourism and car sales. Although tourism is a significant part of the rental revenue, the system also caters to the local rental markets and vehicle replacement market. These markets do not necessarily follow the same cycle patterns as tourism; for example, the vehicle replacement market is typically stronger during the winter months. However, these traditional patterns are less likely to be followed as the economy and overall travel patterns have softened under recessionary pressures.

The insurance premiums reported are a function of the number of cars insured by the underlying franchisees. The seasonality aspects that are attributed above to the tourism cycle also greatly influence the number of vehicles a franchisee will operate and make available for rent. Additionally, as the number of airport locations increase based upon a successful opening of a new location, these airport locations tend to rent a greater number of vehicles than a local market store, thus as each airport location is opened, if the Company also provides that new location with vehicle liability insurance for its fleet, the overall car count of insured vehicles will increase thereby having a positive effect on this revenue stream.

The total revenue in each quarter is impacted by the franchise fee revenue resulting from the granting of new franchises. Franchise fee revenues do not follow a particular pattern and accordingly may have a significant impact in any given quarter.

The total expense levels are generally uniform during the year. However, the Company's claims expense from its insurance programs is susceptible to significant change in any given quarter.

The Company's royalty revenue stream and insurance premiums are greatly influenced by the performance of the underlying franchisees. This can be affected in either a positive or negative manner based upon current trends in the car rental industry.

Rental rates charged by franchisees affect the amount of royalty paid from a significant number of franchisees that incur fees based upon a percentage of rental revenue. As pricing fluctuates in the market for the rental fees charged by car rental operators, this can vary the amount of royalty earned by the Company. Competition, air fares, availability of cars, the cost of gasoline, as well as general economic conditions can all have an influence on both the price and demand for rental car activity. The Company aggressively develops its internet marketing strategy to drive reservations to the franchisees. As the number of distribution channels made available to the franchisees increases, consumers will have the opportunity to reserve vehicles from the underlying franchisees from a greater number of distribution points, which in turn increases the ability to gain new customers from which rental revenue will be derived. The growth in rental revenue of the franchisees will, in turn, generate higher royalty payments.

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Franchise sales can vary significantly from period to period. The results of one reporting period are not necessarily indicative of results to be expected in subsequent periods.

Insurance premiums are affected based upon the number of cars the underlying franchisees operate in their fleet on a monthly basis. In addition to the seasonality aspect of the business mentioned above, competition, pricing, the change in the mix of repurchase vehicles available from car manufacturers and the number of risk vehicles the franchisee buys, and general economic conditions all affect the franchisee's decision as to the proper number of vehicles to maintain in his fleet on a monthly basis. Premiums are paid on a per car basis and the premiums paid by the franchisees and the underlying margin are a function of fleet size.

Whereas the car rental industry has shown steady growth over the last several years, the continued economic downturn could impact overall car rental demand, which in turn could impact both the rates charged in the car rental industry and the overall number of cars available for rent.

Contingent Liabilities

The Company is periodically involved in legal actions and automobile accident claims that arise as a result of events occurring in the normal course of operations. In the regular course of business, the Company evaluates estimated losses or costs related to litigation and provision is made for anticipated losses whenever the Company believes that such losses are probable and can be reasonably estimated.

In January 2007, the Company, through its wholly owned subsidiary, U-Save Financial Services, Inc., acquired certain assets of DRSN Holdings, LLC, an Arizona-based limited liability company. The initial purchase price, which totaled \$1,191,214, was paid with cash funded by a major shareholder. In addition, the agreement called for two subsequent contingent payments of \$188,150 payable on or about January 15, 2008 and 2009, which can be adjusted based on the amount of revenue retained in relation to specified baseline revenue. Any additional consideration paid will be reflected in goodwill.

The contingent consideration noted above was excluded from the initial purchase price allocation. Under Canadian GAAP, if the contingency can be determined beyond a reasonable doubt, it should be recognized as part of the cost of the purchase. When it cannot be reasonably estimated or the outcome cannot be recognizably determined beyond a reasonable doubt, details of the contingency should be disclosed. It is the opinion of management that the outcome cannot be reasonably determined until the contingency is resolved (based on each measurement date) and the consideration is issued or becomes issuable. The consideration, if any is due, is a function of the successful retention of the baseline revenue as established in the agreement. Thus, the fair value of the consideration issued or issuable will be recognized as an additional cost of the purchase when the contingency is resolved. For these reasons, and in line with the guidance, any future contingent consideration paid on or about the anniversary dates of

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January 15, 2008 and 2009 will be recorded as part of the purchase price and allocated to goodwill. An initial contingent payment of \$188,150 was made in February 2008. As of the date of this report, the amount (if any) to be paid as the final consideration has not yet been determined.

Financial Position

The following outlines significant changes in the consolidated balance sheet from September 30, 2008 to September 30, 2009

	Inc (Dec) (000s)	Explanation of change
Cash and cash equivalents	765	Refer to Consolidated Statements of Cash Flow
Restricted cash and cash equivalents	(1,304)	Reduction in letter of credit requirements
Accounts receivable	(322)	Decrease in normal course
Related party accounts receivable (current and long term)	(573)	Receivables converted to note receivable during period
Related party notes receivable (current and long term)	(779)	Increase in valuation reserve during period
Other notes receivable (current and long term)	(55)	Reduction in normal course
Future income tax assets (current and long term)	(1,530)	Valuation reserve during current period
Goodwill & other intangibles, net	(3,609)	Amortization of intangibles and impairment charges
Prepaid expenses	23	Increase in normal course
Accounts payable and accrued liabilities	(361)	Timing of operational payments
Insurance loss reserves (current and long term)	32	Higher reserves based on experience
Related party notes payable (current and long term)	(177)	Decrease in normal course
Shareholders' equity	(6,853)	Consistent with current period comprehensive loss

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Statement of Cash Flows

Year ended September 30 (000s)	2009	2008	Explanation of change
Cash and cash equivalents, beginning of period	\$ 1,152	\$ 1,022	Refer to Consolidated Statements of Cash Flow.
Provided by (used in):			
Operating Activities	(398)	532	In 2009, cash outflows resulted from cash loss of \$353 and decrease in non-cash working capital. In 2008, cash inflows resulted from cash earnings of \$1,380 offset by a decrease in non-cash working capital.
Investing Activities	1,350	(276)	In 2009, cash inflows were primarily attributable to the change in restricted cash balances of \$1,304 and collections on notes of \$83. In 2008, cash outflows were primarily attributable to the contingent payment for the insurance agency acquisition. The payment was made in February 2008.
Financing Activities	(177)	(103)	In 2009, cash outflows were primarily attributable to repayments of notes payable. In 2008, cash outflows were primarily attributable to repayment of short-term notes payable of \$110.
Effect of exchange rate on cash	(10)	(23)	
Cash and cash equivalents, end of period	\$ 1,917	1,152	

Liquidity and Capital Resources

The Company's working capital decreased to \$764,229 at September 30, 2009 from \$3,017,745 at September 30, 2008 primarily due a \$1,304,009 reduction in restricted cash and \$1,005,000 reduction in future income tax assets. The Company also experienced a decrease in accounts payable and accrued liabilities of \$360,727 offset somewhat by an increase in current notes payable of \$781,019 during the period.

The Company does not anticipate significant cash requirements for capital asset acquisitions during fiscal year 2010 and expects that these requirements will be met through operating cash flow and working capital. In December 2008, the Company renewed its existing \$1.5 million and \$1.0 million working capital facilities into a new \$2.5 million facility that matures in December 2010. The Company continues to explore alternative sources of working capital.

The Company does not have any off balance sheet arrangements.

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Related Party Notes Receivable

	September 30, 2009	September 30, 2008
<p>Prior to the BCT with RAWC, this balance existed on the books of Holdings as indebtedness to U-Save. This balance arose from the original acquisition of U-Save by a major shareholder and Co-Chief Executive Officer of the Company. The balance is comprised of payments made by U-Save on behalf of the shareholder/Holdings in respect of loans incurred by Holdings to acquire U-Save. On consolidation, the receivable owing from Holdings to U-Save was eliminated. As a result, what remains is a receivable from the shareholder to FSNA. The note is non-interest bearing, unsecured and payable on demand. The note has been classified as non-current based on management's estimate of when the note receivable will be collected.</p>	\$ 2,423,823	\$ 2,423,823
<p>This balance originated from certain accounts receivable (insurance, royalties, reservation fees) of a former franchisee of which a Co-Chief Executive Officer of the Company was formerly a co-owner. The note is unsecured and bears an interest rate of 6%. Annual payments of \$71,694 consisting of principal and accrued interest are due beginning August 2007. The note matures in August 2011. During the year ended September 30, 2009, the Company applied accrued compensation due to this Co-Chief Executive Officer of the Company of \$176,625 against the note in partial repayment of the amounts due under the note.</p>	125,375	302,000
<p>This balance originated from interest payments paid or payable by U-Save on behalf of the Co-Chief Executive Officers on related loans incurred to acquire common shares of U-Save through ownership in Holdings. Holdings is required to reimburse U-Save for payments made in this regard. This balance is non-interest bearing and is unsecured, and has been classified as non-current based on management's estimate of when the balance will be collected. A portion of the balance attributable to one of the Company's Co-Chief Executive Officers (\$255,298) was fully reserved in September 2009 after consideration of the financial strength of the borrower and the unsecured nature of the note.</p>	510,264	510,264
Subtotal	\$ 3,059,462	\$ 3,236,087

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Related Party Notes Receivable, Continued

	September 30, 2009	September 30, 2008
Balance brought forward	\$ 3,059,462	\$ 3,236,087
<p>Note receivable from a franchisee in which one of the Company's Co-Chief Executive Officers has a non-controlling financial interest. Note originated in December 2008 reconstituting certain outstanding accounts receivable of \$723,404 and existing notes receivable of \$284,419, totaling \$1,007,823. The note required a \$37,500 down payment that was received in January 2009. The note bears interest at 6%, requires interest only payments in the first year and graduated principal and interest payments thereafter, with a final maturity in 2014. Though payments on this note are current, the Company has fully reserved this note after consideration of the financial strength of the borrower and the value of the underlying collateral pledged as security for the note.</p>	980,050	-
<p>Note receivable from a franchisee in which one of the Company's Co-Chief Executive Officers has a non-controlling financial interest. Effective December 31, 2008, this note was combined into a new note for \$980,050 as reflected above.</p>	-	284,419
<p>Note receivable from an executive officer of the Company. This note originated in May 2000, is non-interest bearing and is unsecured. The note matures in 2010 and allows \$30,000 of the note to be forgiven if the balance is paid in full. During the year ended September 30, 2009, the Company fully reserved this note after considering the likelihood that the note will ultimately be repaid.</p>	80,000	80,000
<p>Note receivable from an executive officer of the Company. This note originated at \$50,000 in 2007, bears interest at 6% and is unsecured. The note matures in 2012 and \$12,500 of the note is forgiven on an annual basis so long as the executive officer remains an employee of the Company.</p>	25,000	37,500
<p>Allowance for notes deemed uncollectible:</p>	(1,315,348)	(30,000)
Total	\$ 2,829,164	\$ 3,608,006

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Effective December 31, 2008, the Company entered into an arrangement with a franchisee of which a major shareholder and officer of the Company is a co-owner. The Company issued a secured note to the franchisee reconstituting certain outstanding accounts receivable of \$723,404 and notes receivable of \$284,419, totaling \$1,007,823. After consideration of a \$37,500 down payment received in January 2009, the Company issued a five year note in the amount of \$970,323 bearing an interest rate of 6%. The note calls for interest only payments the first year, followed by graduated principal and interest payments of \$7,500, \$9,000, \$10,500 and \$12,000 in years 2-5 respectively, with a balloon payment of \$723,754 at the end of the term. The executed note agreement and a separate security agreement were both signed on behalf of the franchise and individually by the independent co-owner of the franchise. The note matures January 1, 2014. The previous separate notes that were combined as part of the new note were cancelled contemporaneously with the execution of this note.

Prior to entering this arrangement, the Company considered a number of factors including, but not limited to, the strength of the related party relationship, the strategic nature and importance of the franchisee operating in one of the North America's largest leisure markets, the value of the franchise to the system and cross leveraging across the system, the experience of management and operations personnel, the uniqueness of the franchise in its market area with a new state of the art facility and parking garage opening in March 2009, and the efficiencies achieved by the franchise in the last year to position itself to take better advantage in the market relative to its competition. The Company also reviewed the financial statements of the franchisee, its financial plan and projections for the coming year and its business plan. Credit risk as described in Note 18 to the audited Consolidated Financial Statements is one of the principal risk exposures of the Company. The Company assesses each account for impairment on a case by case basis considering these and other factors at the end of each reporting period. Though payments on this note are current, the Company has fully reserved this note after consideration of the financial strength of the borrower and the value of the underlying collateral pledged as security for the note.

During the year ended September 30, 2009, the Company recorded a provision for losses on impaired notes receivable of \$1,297,848. Of this amount, \$255,298 is attributable to outstanding notes due from a Co-Chief Executive Officer of the Company, \$980,050 is attributable to a note due from a franchisee in which one of the Company's Co-Chief Executive Officers has a financial interest, and \$62,500 is attributable to forgiveness of notes due from certain Executive Officers of the Company as required under their employment agreements with the Company.

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Related Party Notes Payable

	September 30, 2009	September 30, 2008
In January 2007, the Company, through a wholly owned subsidiary, acquired an insurance agency. The initial purchase price of \$1,191,214 was funded by a major shareholder and officer of the Company. In this regard, the Company entered into an unsecured note payable to the major shareholder with monthly interest-only payments of 8.25% per annum. In May 2008, the note was amended to an interest rate of 7% per annum with monthly principal and interest payments of \$19,850. The note matures May 2010.	\$ 958,191	\$ 1,135,080

Other Related Party Transactions

Members of the Company's Board of Directors, who are also officers and significant shareholders of the Company, have investments in certain vehicle rental operations and transportation companies which have transactions with the Company. Transactions include insurance, reservation and royalty payments that were provided in the normal course of business and recorded at the exchange amount. The Company also leases vehicles for two officers of the Company from a franchisee in which one of the officers (who is also a significant shareholder and member of the Company's Board of Directors) has a financial interest.

The Company recorded revenues and expenses related to these transactions as follows:

	Year ended September 30, 2009	Year ended September 30, 2008
Continuing franchise and related fees	\$ 304,361	\$ 618,409
Insurance premiums and related fees	\$ 230,882	\$ 447,000
Interest expense	\$ 61,317	\$ 67,017
Vehicle leases	\$ 34,170	\$ -

At September 30, 2009 and 2008, related party accounts receivable totaled \$73,456 and \$646,244, respectively. Related party accounts receivable declined during the year ended September 30, 2009 as related party accounts receivable of \$723,404 were converted into a note receivable, as discussed in *Related Party Notes Receivable*, above.

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Financial Instruments

The Company's financial instruments included in the Consolidated Balance Sheets at September 30, 2009 and 2008 consist of all cash and cash equivalents, accounts and notes receivable, accounts payable and accrued liabilities and notes payable.

The fair value of all short-term financial instruments approximates their carrying amounts. The fair value of notes payable and capital lease obligations approximates their carrying values. The Company's notes receivable and notes payable are discussed in greater detail under the captions of *Related Party Notes Receivables*; *Related Party Notes Payable*; and *Other Related Party Transactions* of this document.

The Company deposits funds with its insurance carriers, in a restricted account, to pay claims and other expenses within its deductible programs. Reference is hereby made to Note 3 and Note 5 to Company's audited Consolidated Financial Statements as of and for the year ended September 30, 2009 for a more detailed explanation of the insurance programs and related restricted cash and cash equivalents.

The majority of the Company's accounts receivable are with franchisees and subject to normal industry credit risk which is considered moderate to high. Management reviewed the accounts receivable as at the date of balance sheet and the Company provided for all the amounts considered uncollectible. Reference is hereby made to Note 18 of the Company's audited Consolidated Financial Statements in regards to the Company's principal financial risk of Credit Risk.

Going Concern

The CICA amended Handbook Section 1400, "General Standards of Financial Presentation" to include requirements to assess and disclose an entity's ability to continue as a going concern. The new requirements are effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008, and the Company adopted this standard effective October 1, 2008. The adoption of this standard had no impact on the Company's Consolidated Financial Statements.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

Effective October 1, 2008, the Company adopted Emerging Issues Committee Abstract 173 "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities" ("EIC 173"). EIC 173 requires an entity's own credit risk and the credit risk of the counterparty to be taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. The Company has determined that this change had no material effect on its Consolidated Financial Statements.

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Future Accounting Changes

Comprehensive Revaluation of Assets and Liabilities

CICA Handbook Section 1625, Comprehensive Revaluation of Assets and Liabilities, has been amended as a result of issuing Sections 1582, 1601 and 1602. The amendments are effective for the Company for its interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its Consolidated Financial Statements.

Impaired Loans

CICA Handbook Section 3025, Impaired Loans, has been amended to conform the definition of a loan to that in amended Section 3855 and to include held-to-maturity investments within the scope of this Section. These amendments are effective for the Company for its annual financial statements beginning on October 1, 2009. The Company has not yet determined the impact of the adoption of this change on its Consolidated Financial Statements.

Equity

CICA Handbook Section 3251, Equity, has been amended as a result of issuing Section 1602 to require disclosure of non-controlling interests in equity. This amendment is effective for the Company for its interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of this change on its Consolidated Financial Statements.

Financial Instruments – Recognition and Measurement

CICA Handbook Section 3855, Financial Instruments – Recognition and Measurement, has been amended to change the categories into which a debt instrument is required or permitted to be classified, change the impairment model for held-to-maturity financial assets to the incurred credit loss model in Section 3025 and require reversal of previously recognized impairment losses on available-for-sale financial assets in specified circumstances. These changes are effective for the Company for its annual financial statements beginning on October 1, 2009. Also, Section 3855 has been amended to clarify the application of the effective interest method after a debt instrument has been impaired and when an embedded prepayment option is separated from its host debt instrument for accounting purposes. These changes are effective for the Company for its interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its Consolidated Financial Statements.

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Financial Instruments – Disclosures

CICA Handbook Section 3862, Financial Instruments – Disclosures, has been amended to include additional disclosure requirements about fair value measurements of financial instruments and to enhance liquidity risk disclosure. These changes are effective for the Company for its annual financial statements for the year ending September 30, 2010. The Company has not yet determined the impact of the adoption of the changes on its Consolidated Financial Statements.

Business Combinations

CICA Handbook Section 1582, Business Combinations, which replaces Handbook Section 1581, Business Combinations, establishes standards for the accounting for a business combination. It is the Canadian equivalent to International Financial Reporting Standard IFRS 3, Business Combinations. This standard is effective for the Company for interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of this change on its Consolidated Financial Statements.

Consolidated Financial Statements and Non-Controlling Interests

CICA Handbook Section 1601, Consolidated Financial Statements and Handbook Section 1602, Non-controlling Interests replace CICA HB Section 1600, Consolidated Financial Statements. Handbook Section 1601 establishes standards for the preparation of consolidated financial statements. Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. Handbook Section 1602 is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, Consolidated and Separate Financial Statements. These standards are effective for the Company for interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its Consolidated Financial Statements.

International Financial Reporting Standards (IFRS)

The CICA plans to converge Canadian GAAP for public companies with International Financial Reporting Standards (IFRS) effective January 1, 2011. The Company will transition to IFRS on October 1, 2011 and is currently evaluating the impact of IFRS on its Consolidated Financial Statements.

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Outstanding Share Data

Authorized

Unlimited common shares, without par value

Unlimited preferred shares, without par value

Issued

September 30, 2009 62,820,426 common shares

January 28, 2010 62,820,426 common shares

Stock options

Stock options outstanding:

	Options	Exercise Price Range CDN \$
September 30, 2009	9,508,659	\$0.10 to \$0.85
January 28, 2010	9,449,942	\$0.10 to \$0.85

During the three months ended September 30, 2009, no options expired and 796,764 were forfeited. No options or shares were issued by the Company between September 30, 2009 and the date of this filing. Between September 30, 2009 and the date of this filing, 26,843 options were forfeited and 31,874 options expired.

Forward Looking Information

Certain information set out in the MD&A constitutes forward-looking information, including information respecting:

- (i) Traditional trends for vehicle rentals and sales, local rental and vehicle replacement markets are less likely to be followed in the near future as the economy and overall travel patterns have softened (as set out in "Quarterly Results," page 10);
- (ii) Forecasted increased rentals as new airport locations are opened vs. local markets and where the Company provides new airport franchisees with fleet liability coverage (as set out in "Quarterly Results," page 10);
- (iii) The growth in rental revenue that will generate higher royalty payments as distribution channels are made available and the efficiency of such channels, provide more

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reservation opportunities (as set out in “Quarterly Results,” page 10);

- (iv) Historical steady growth could be impacted by continued economic downturn, impacting rental demand, rates and car availability (as set out in “Quarterly Results,” page 11); and
- (v) The Company is not anticipating significant cash requirements for capital asset acquisitions during fiscal year 2010 and expects that these requirements will be met through operating cash flow and working capital. Additionally, maturities of the Company’s working capital notes due December 31, 2008 were extended to December 2010. The Company continues to explore alternative sources for working capital (as set out in “Liquidity and Capital Resources,” page 13).

Forward-looking statements are often, but not always, identified by the use of words such as “may,” “could,” “should,” “would,” “expect,” “intend,” “estimate,” “anticipate,” “outlook” or “believe,” and similar expressions often identify forward-looking information. By their nature, forward-looking statements require FSNA to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions, forecasts, conclusions and projections will not prove to be accurate, that FSNA’s assumptions may not be correct and that actual results may differ materially from such predictions, forecasts, conclusions or projections. With respect to these forward-looking statements, we have made assumptions regarding, among other things, the impact of the North American economy and the cost of gasoline, how this can impact the car rental industry, the overall impact of the tourism industry and the strength and/or weakness that sector can experience, the financial uncertainty surrounding the U.S. car manufacturers and the availability of credit for our franchisees to acquire vehicles and ultimately for the Company to insure these vehicles, and the Company’s need for cash and liquidity as it relates to capital asset acquisitions being planned for and currently anticipated to be funded from operating cash flow and working capital. Some of the risks that could affect FSNA’s future results and could cause results to differ materially from those expressed in the forward-looking statements include the overall economy, the cost of gasoline and its effect on tourism, the ability of our franchisees to grow their fleets and successfully rent their vehicles, and other risks detailed from time-to-time in the publicly filed disclosure documents of FSNA. FSNA’s forward-looking statements are expressly qualified in their entirety by this cautionary statement. In addition, the forward-looking statements are made only as of the date of this discussion.

Forward-looking information respecting:

- (i) Traditional trends for vehicle rental, sales, local markets and vehicle replacement are less likely to be followed in the near future based on the fact that the economy will likely be softer in 2010 than it was in 2008 and 2009 and the economy continues to be under recessionary pressures.

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- (ii) The availability and pricing of vehicles for acquisition and disposal by our franchisees could be impaired based upon the financial uncertainty surrounding the U.S. auto manufacturers. This could impact our franchisees' operations and ultimately the number of vehicles insured by the Company.
- (iii) The availability or limitation of credit facilities to acquire rental fleets by our franchisees could also impact the number of vehicles insured by the Company.
- (iv) The forecasted increase in rentals as new airport locations are opened vs. local markets and where the Company provides new airport franchisees with fleet liability coverage is based upon the nature of the car rental business whereby an airport location will open and operate with a larger fleet of rental vehicles as opposed to a local market rental location. The larger fleet affords for the higher number of vehicles to be rented and potentially insured through the Company's insurance programs. Each airport location the Company has added has historically insured more cars and rented more cars than a neighborhood store; thus, generating higher fee income per month.
- (v) The anticipated growth in rental revenue that will generate higher royalty payments as more distribution channels are made available and the efficiency of such channels provide more reservation opportunities is based upon the reservation channels the Company already has and continues to develop. Each new location that is added where the Company previously did not have a point of distribution affords the Company the opportunity to generate reservations for the new franchisee to this new point from the marketing efforts the Company already participates in. Each new reservation channel developed has the ability to deliver incremental business to the franchisees already operating.
- (vi) The possible impact on historical steady growth from continued economic downturn, impacting rental demand, rates and car availability is based upon the general economic outlook for the United States as the majority of the Company's operations take place within that country. It is also based upon the representations and statements made by other publicly held car rental companies in their filings and information that is readily available in industry trade publications.
- (vii) The meeting of cash requirements for capital asset acquisitions during fiscal year 2010 through operating cash flow and working capital is based upon the anticipation that the Company is not currently planning any type of significant acquisition requiring capital funding, and that the historical operations of the Company have supported the Company's cash flow requirements and annual need for capital expenditures. In addition, the Company has been in contact with commercial lenders regarding alternative sources of working capital.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to

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the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. We undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by us or on our behalf, at the time of a significant event relative specifically to the Company's business through the issuance of a press release, or as necessary in the following financial period's Management Discussion and Analysis. The Company does not undertake the responsibility of addressing changing factors in the car rental industry, or with general economic conditions, unless the event specifically impacts the Company, warranting the issuance of a press release.

Additional Information

Additional information relating to the Company is available on the SEDAR website at www.sedar.com under Franchise Services of North America Inc. (TSXV: FSN).



www.fsna-inc.com