Fiserv Fulfillment Services of Alabama LLC
Form 424B5
November 16, 2007

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-147309

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price	Amount of registration fee
Debt Securities	$1,750,000,000	$53,725.00

Prospectus Supplement

(To Prospectus dated November 15, 2007)

$1,250,000,000 6.125% Senior Notes due 2012

$500,000,000 6.8% Senior Notes due 2017

We are offering $1,250,000,000 6.125% Senior Notes due 2012 (the 2012 notes) and $500,000,000 6.8% Senior Notes due 2017 (the 2017 notes and, with the 2012 notes, the notes). We will pay interest on the notes on May 20 and November 20 of each year, beginning on May 20, 2008. We may redeem some or all of the notes at our option at any time and from time to time at the make-whole redemption price described in this prospectus supplement in Description of the Notes Optional Redemption. We must redeem all of the notes under the circumstances and at the redemption price described in this prospectus supplement in Description of the Notes Special Mandatory Redemption. The interest rates on the notes may be adjusted under the circumstances described in this prospectus supplement under Description of the Notes Principal and Interest Interest Rate Adjustment. We must offer to repurchase the notes upon the occurrence of a change of control triggering event at the price described in this prospectus supplement in Description of the Notes Purchase of Notes upon a Change of Control Triggering Event.

The notes will be fully and unconditionally guaranteed on a senior basis by certain of our current and future wholly-owned domestic subsidiaries. See Description of the Notes Guarantees. The notes and guarantees will be our and our subsidiary guarantors unsecured senior obligations and rank equally with our and the guarantors other unsecured senior indebtedness from time to time outstanding. The notes will not be listed on any securities exchange.

Investing in the notes involves risks. See Risk Factors on page S-7 and the risk factors incorporated by reference in the accompanying prospectus.

	Price to Public(1)	Underwriting Discounts and Commissions	Proceeds to Fiserv, Inc.
Per 2012 note	99.953%	0.60%	99.353%
Per 2017 note	99.671%	0.65%	99.021%
Total	$1,747,767,500	$10,750,000	$1,737,017,500

(1) Plus accrued interest if any, from November 20, 2007, if settlement occurs after that date.

We expect to deliver the notes to investors in registered book-entry form only through the facilities of The Depository Trust Company (DTC) on or about November 20, 2007. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Clearstream Banking, société anonyme, and Euroclear Bank SA/NV, as operator of the Euroclear System.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Credit Suisse **Wachovia Securities** **JPMorgan**

Co-Managers

SunTrust Robinson Humphrey **Mitsubishi UFJ Securities** **Wells Fargo Securities**

The date of this prospectus supplement is November 15, 2007

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which provides more general information, some of which may not apply to this offering. You should read the entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference that are described under Where You Can Find More Information in the accompanying prospectus. In the event that the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or the information we previously filed with the Securities and Exchange Commission, or SEC, that we incorporate by reference in this prospectus supplement or the accompanying prospectus, is accurate as of any date other than its respective date. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless we otherwise indicate or unless the context requires otherwise, all references in this prospectus supplement to we, our, us or similar references mean Fiserv, Inc. and its consolidated subsidiaries.

Information contained on our website is not included in this prospectus supplement or the accompanying prospectus.

Our principal executive offices are located at 255 Fiserv Drive, Brookfield, WI 53045, and our telephone number is (262) 879-5000.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any other offering material, and the information incorporated by reference in this prospectus supplement or the accompanying prospectus and any other offering material, contains forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that express a plan, belief, expectation, estimation, anticipation, intent, contingency, future development or similar expression, and can generally be identified as forward-looking because they include words such as believes, anticipates, expects, could, should, or words of similar meanir Statements that describe our objectives or goals are also forward-looking statements. The forward-looking statements included or incorporated by reference in this prospectus supplement or the accompanying prospectus involve significant risks and uncertainties, and a number of factors, both foreseen and unforeseen, could cause actual results to differ materially from our current expectations. The factors relating to the acquisition of CheckFree Corporation that could affect our results include: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that may be instituted against us and others related to the merger agreement; conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the amount of the costs, fees, expenses and charges related to the merger and the execution of the financing transactions necessary to consummate the merger may be different than expected; and our and CheckFree s ability to meet expectations regarding the timing, completion and accounting and tax treatments of the merger may be different than currently planned. The factors relating to the dispositions of Fiserv Investment Support Services and certain of our health businesses that could affect our results include: conditions to the completion of the transactions may not be satisfied, or the regulatory approvals required for the transactions may not be obtained on the terms expected or on the anticipated schedule; we may not obtain all of the expected proceeds from the transactions; the amount of the costs, fees, expenses and charges related to the dispositions may be greater than anticipated; and we and the acquirors of Fiserv Investment Support Services and certain of our health businesses may not be able to meet our expectations regarding the timing, completion or accounting and tax treatments of the dispositions. Other factors that may affect our results include, among others, changes in customer demand for our products or services, pricing and other actions by competitors, the potential impact of our Fiserv 2.0 initiatives, general changes in economic conditions and other factors discussed under Risk Factors in this prospectus supplement and the accompanying prospectus and the risk factors incorporated by reference from our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q and other documents we file with the SEC. There are also risks associated with the CheckFree business we have agreed to purchase, including the risk factors incorporated by reference from Exhibit 99 to the Registration Statement of which the accompanying prospectus is a part. See Where You Can Find More Information in the accompanying prospectus. We urge you to consider these factors carefully in evaluating the forward-looking statements and caution you not to place undue reliance upon forward-looking statements, which speak only as of the date of this document or the date of the incorporated document. We undertake no obligation to update forward-looking statements to reflect subsequent events or circumstances.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. This summary may not contain all of the information that may be important to you. You should read this entire prospectus supplement and the accompanying prospectus carefully before making a decision to invest in our notes.

Company Overview

We are a leading provider of integrated transaction-based technology solutions to more than 18,000 financial services providers, including banks, credit unions, insurance companies and agents, leasing companies, lenders and savings institutions. Our extensive portfolio of products and services includes transaction processing, business process outsourcing, document distribution services, and software solutions. Our solutions enable our clients to manage their vital business processes and reliably, accurately and efficiently deliver services to their own customers.

Our business has two segments: Financial Institution Services (Financial) and Insurance Services (Insurance).

Financial Segment. Within the Financial segment, we provide account and transaction processing systems and services to financial institutions and other financial intermediaries.

Core Processing. We deliver core solutions that include the systems that process and maintain customer deposit and loan accounts, general ledgers, central information files and other financial information. We also provide the extensive security, report generation and other features that financial institutions require to process transactions for their depositors and other customers, as well as to meet their regulatory requirements. We believe we have an approximately one-third core processing market share based on number of clients according to a 2006 industry study.

Lending and Item Processing. We offer lending and item processing solutions to financial institutions and other financial intermediaries. Our item processing products and services include item processing and imaging systems for the needs of core processing clients, the Fiserv Clearing Network that allows clients to clear both paper and imaged checks more cost effectively in network and via external clearing options such as the Federal Reserve, and treasury and investment management systems. Our lending products and services automate every step of the loan process, from lead generation to loan sale. We offer lenders of all sizes in-house and outsourced products that minimize manual data entry, automate, streamline and accelerate business processes, control costs and simplify complex lending operations.

Other Financial Industry and Payments Products. We provide a number of products and services used in payments businesses as well as several risk management solutions. These products and services allow our clients to offer a variety of services to their customers, including home banking, automated teller machine (ATM) access and other treasury and related services, such as asset-liability modeling and cash management. We also offer a wide range of complementary and add-on products and services to our clients that enhance our core solutions, including in-house and outsourced electronic funds transfer (EFT) settlement and Fiserv credit, debit and stored value card solutions that include card production, PIN generation and fraud detection.

Insurance Segment. Within the Insurance segment, we provide a wide range of services to insurance carriers, agents and distributors. We offer a broad range of products and services targeted at the life, workers compensation and property and casualty insurance markets. These products and services include administration systems, regulatory and compliance products and services as well as financial and billing products and services.

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Recent Developments

Proposed Acquisition of CheckFree

On August 2, 2007, we announced that we had entered into an agreement to acquire CheckFree Corporation for approximately $4.4 billion in cash. The transaction is subject to customary closing conditions and is expected to close by the end of 2007.

CheckFree provides financial electronic commerce services and products to organizations around the world. CheckFree Electronic Commerce solutions enable financial services providers to offer online banking and consumers to receive and pay bills online, via phone or in person through retail outlets. CheckFree Investment Services provides a broad range of investment management solutions and outsourced services to hundreds of financial services organizations. CheckFree Software develops, markets and supports software applications that financial institutions use to process more than two-thirds of the approximately 16 billion Automated Clearing House transactions in the United States. CheckFree Software also provides financial institutions and other organizations payment processing and consulting, reconciliation and exception management, fraud and risk management, cash and logistics management and compliance software and services.

CheckFree Transaction Rationale

We believe Fiserv and CheckFree have complementary technology, services, business models and client bases. We expect that the combination will merge our capability as a leading provider of core processing services with CheckFree s leadership in bill payment and internet banking services to financial institutions.

An important objective of the transaction is to integrate CheckFree s electronic bill payment and settlement capabilities with our core account processing and risk management solutions to create a compelling value proposition in the markets we and CheckFree serve. As a result, we believe the combined organization will deliver a wider range of product and service offerings for our clients, creating new opportunities for growth and enhanced efficiency, including the ability to bring new solutions to market faster. We currently estimate that we will be able to achieve annual cost savings of more than $100 million and annual revenue synergies of more than $125 million over the next several years as we integrate the CheckFree acquisition.

We believe the transaction will enable us to expand our client relationships with a leading platform in the growing bill payment sector. CheckFree s Electronic Commerce business serves 21 of the top 25 financial institutions in the United States and processes more than one billion transactions per year. We believe we will be able to expand our relationships and grow our presence with these top-tier financial institutions. Similarly, we believe there is a significant opportunity to deploy CheckFree s electronic bill payment solutions within our significant client base.

Proposed Sale of Fiserv Investment Support Services

On May 24, 2007, we signed definitive agreements to sell our Investment Support Services segment (Fiserv ISS) in two separate transactions. We anticipate receiving gross proceeds from the transactions of approximately $355 million at closing, or approximately $250 million of net proceeds after taxes and transaction expenses, plus contingent cash consideration of up to $100 million based on the achievement of revenue targets over the twelve months subsequent to closing. One transaction is currently expected to close in the fourth quarter of 2007 and the other in the first quarter of 2008. The financial results of Fiserv ISS are reported as discontinued operations for all periods presented or incorporated by reference in this prospectus supplement and the accompanying prospectus.

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Proposed Sale of Fiserv Health

We provide a variety of services for the administration of health plans to clients nationwide. These services include claim adjudication and payment, customer service, reporting and related services. In addition to providing these services to self-funded employers, we provide these services through outsourcing arrangements to other health plan sponsors such as insurance companies and HMOs. On November 1, 2007, we entered into an agreement to sell certain of our health businesses, which provide health plan administration, pharmacy management and other related services (Fiserv Health), to United Healthcare Services, Inc. for an aggregate purchase price of $775 million in cash at closing, or approximately $475 million of net proceeds after taxes and transaction expenses and including estimated working capital adjustments. Consummation of the transaction is subject to customary conditions, including receipt of regulatory approvals, and is expected to be completed by the end of 2007 or in the first quarter of 2008. We will report the financial results of Fiserv Health as discontinued operations beginning in the fourth quarter of 2007. We will retain our workers compensation services business, which includes the recently announced WorkingRx acquisition, and CareGain, which provides application software solutions for the consumer-directed health care industry.

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The Offering

The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see Description of the Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus.

Issuer	Fiserv, Inc.
Notes offered	$1,250,000,000 aggregate principal amount of 6.125% 2012 notes and $500,000,000 aggregate principal amount of 6.8% 2017 notes.
Special mandatory redemption	If we do not consummate the acquisition of CheckFree on or prior to August 1, 2008 or the merger agreement related to the transaction is terminated at any time prior thereto, we must redeem the notes at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the redemption date. See Description of the Notes Special Mandatory Redemption.
Interest rates and interest rate adjustment	The 2012 notes will bear interest at 6.125% per year, and the 2017 notes will bear interest at 6.8% per year.
	The interest rate payable on the notes of a series will be subject to adjustments from time to time if Moody s Investors Services, Inc. or Standard & Poor s Ratings Services downgrades (or if either subsequently upgrades) the debt rating assigned to that series of notes as described under Description of the Notes Principal and Interest Interest Rate Adjustment.
Guarantees	All payments with respect to the notes, including principal and interest, will be fully and unconditionally guaranteed on a senior unsecured basis by certain of our wholly-owned domestic subsidiaries, each of which is a guarantor of our obligations under our existing revolving credit facility and our new term loan facility under which we expect to borrow a portion of the purchase price for the acquisition of CheckFree. We expect the notes will also be guaranteed (1) upon the acquisition of CheckFree, by CheckFree Services Corporation, a wholly-owned subsidiary of CheckFree, and (2) in the future, by certain subsidiaries under the circumstances described under Description of the Notes Covenants Additional Guarantors.
	If a guarantor is released from its guarantees with respect to our existing revolving credit facility, our new term loan facility and any other debt of ours of an amount in excess of 10% of our net worth, then such guarantor may be released from its guarantee of the notes. Each credit facility provides that a guarantor under the facility may be released as a guarantor under such facility:

upon our notice if such guarantor ceases to be a material subsidiary, excluding any domestic subsidiary that becomes a guarantor pursuant to the minimum EBITDA requirement in the

bullet point below or that is a guarantor under the credit facility, but not a material subsidiary, as of the closing date or, upon the occurrence of the closing of the CheckFree acquisition (the date of such closing, the Effective Date); or

upon our request, provided that (x) any such release of a material subsidiary is only permitted if all or substantially all of the equity interests or assets of such material subsidiary are being sold, transferred or otherwise disposed of and (y) if at the time of such release the aggregate amount of the EBITDA of such subsidiary and all of our domestic subsidiaries that are not guarantors under the credit facility for the most recently completed four-quarter period for which financial statements have been delivered pursuant to the credit facility exceeds an amount equal to 40% of our consolidated EBITDA for the four-quarter period most recently ended prior to the closing date for the amendment to the revolving credit agreement (which amount equaled $391.8 million at such closing date) or, upon the occurrence of the Effective Date, the Effective Date, then we will contemporaneously with such release cause domestic subsidiaries having sufficient EBITDA to become additional guarantors under the credit facility to eliminate such excess. Under such circumstances, such additional guarantors would also become Guarantors with respect to the notes.

In addition, each credit facility provides that all guarantors under the facility will be automatically released as guarantors under such facility if, and for so long as, Standard & Poor s and Moody s Investors Service, Inc. rate our senior, unsecured long-term indebtedness for borrowed money at or above A- and A3, respectively. See Description of the Notes Guarantees and Description of the Notes Additional Guarantors.

Maturity	Unless earlier redeemed by us, the 2012 notes will mature on November 20, 2012 and the 2017 notes will mature on November 20, 2017.
Interest payment dates	May 20 and November 20 of each year, beginning May 20, 2008.
Ranking	The notes and guarantees will be:

unsecured and rank equally with our and our subsidiary guarantors other unsecured senior indebtedness from time to time outstanding;

effectively subordinated in right of payment to all indebtedness and other liabilities of any of our non-guarantor subsidiaries; and

effectively subordinated to our and our subsidiary guarantors secured indebtedness to the extent of the assets securing such indebtedness.

Other than capital leases, we and our subsidiary guarantors do not currently have any secured indebtedness, and we do not expect the indebtedness we incur under our new term loan facility in connection with the CheckFree acquisition described under Certain Other Indebtedness will be secured.

Optional redemption	The notes will be redeemable, at our option, in whole or in part at any time and from time to time, at the make-whole redemption price described in Description of the Notes Optional Redemption.
Offer to repurchase upon change of control triggering event	Upon the occurrence of a change of control triggering event (including certain ratings downgrades) as provided in the indenture, we will be required to offer to repurchase the notes for cash at a price of 101% of the aggregate principal amount of the notes outstanding on the date of such change of control plus accrued and unpaid interest.
Covenants	The indenture governing the notes contains covenants that, among other matters, limit: our ability to consolidate or merge into, or convey, transfer or lease all or substantially all of our properties and assets to, another person; our and certain of our subsidiaries ability to create or assume liens; and our and certain of our subsidiaries ability to engage in sale and leaseback transactions. These covenants are subject to important exceptions and qualifications, which are described under the heading Description of the Notes in this prospectus supplement.
Ratings	Moody s Investors Service, Inc. has assigned the notes a rating of Baa2 with a stable outlook. Standard & Poor s Ratings Service has assigned the notes a rating of BBB with a negative outlook. Ratings are not a recommendation to buy, sell or hold the notes. We cannot give any assurance that the ratings will be retained for any time period or that they will not be revised downward or withdrawn by the ratings agencies.
Use of proceeds	We estimate that the net proceeds from the offering will be approximately $1.735 billion. We intend to use the proceeds from this offering to pay a portion of the $4.4 billion purchase price for CheckFree.
Denomination	The notes will be issued in minimum denominations of $2,000 and any integral multiple of $1,000.
Absence of market for the notes	The notes are a new issue of securities with no established trading market. We currently have no intention to apply to list the notes on any securities exchange or to seek their admission to trading on any automated quotation system. Accordingly, we cannot provide any assurance as to the development or liquidity of any market for the notes. See Underwriting.

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RISK FACTORS

Before you invest in the notes, you should consider the factors set forth below as well as the risk factors discussed in our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q and other documents we file with the SEC that are incorporated by reference into this prospectus supplement and the accompanying prospectus. There are also risks associated with the CheckFree business we have agreed to purchase, including those incorporated by reference from Exhibit 99 to the Registration Statement of which the accompanying prospectus is a part. See Where You Can Find More Information in the accompanying prospectus.

The integration of Fiserv and CheckFree may prove to be difficult, strain our resources and subject us to liabilities.

Our planned acquisition of CheckFree is substantially larger than any of our previous acquisitions. The expansion of our business and operations resulting from the acquisition of CheckFree, including the differences in the strategies and infrastructures of our companies, may strain our administrative, operational and financial resources. The integration of Fiserv and CheckFree will require the time, effort, attention and dedication of management resources and may distract management from their other responsibilities. The integration process could create a number of potential challenges and adverse consequences, including the possible unexpected loss of key employees, clients or suppliers, a possible loss of sales, an increase in operating and other costs and the need to modify and integrate operating and accounting controls and procedures as well as information systems. We may have difficulty integrating CheckFree s operations with our operations, including with respect to coordinating geographically separate organizations, coordinating marketing functions and consolidating corporate and administrative infrastructures. In addition, the integration of CheckFree may subject us to liabilities existing at CheckFree, some of which may be material or unknown. These types of challenges and uncertainties could have a material adverse effect on our business, cash flows, results of operations and financial condition.

We may not realize the expected benefits of the acquisition of CheckFree.

Our ability to realize the anticipated benefits of the acquisition will depend, in part, on our ability to successfully integrate the businesses of Fiserv and CheckFree, and we cannot assure you that the combination of the two companies will result in the realization of the anticipated economic, operational and other benefits from the acquisition within expected time frames or at all. In particular, we have estimated that we will be able to achieve annual cost savings of more than $100 million and annual revenue synergies of more than $125 million over the next several years as we integrate the CheckFree acquisition. Our ability to achieve those savings and synergies depends on a number of factors, some of which are beyond our control, and we will not be able to fully assess these opportunities until after the completion of the acquisition. As a result, the integration of CheckFree may not generate expected revenue synergies, cross-selling opportunities or cost savings on the expected time frames or at all. In addition, the acquisition may not be accretive to our earnings (excluding amortization expense related to intangibles) in 2008 or at all. If we are unable to successfully implement our planned integration with CheckFree and realize the expected benefits from the acquisition, our results of operations and cash flows could be adversely affected.

The sale of the notes is not conditioned on the consummation of the CheckFree acquisition, and there is no guarantee that we will be able to complete the acquisition. If the special mandatory redemption is required by the indenture governing the notes, we may not have or be able to obtain all the funds necessary to redeem the notes.

The sale of the notes is not conditioned on the consummation of the CheckFree acquisition, and there is no guarantee that we will be able to complete the acquisition. If we do not consummate the acquisition of CheckFree on or prior to August 1, 2008, or if the merger agreement relating to the acquisition is terminated at any time prior to that date, then the notes will be subject to a special mandatory redemption by us at a price of 101% of the aggregate principal amount of the notes outstanding on such date plus accrued and unpaid interest. However, there is no escrow account or security interest for the benefit of the noteholders, and it is possible that we will not have sufficient funds at the redemption date to redeem the notes. If a special mandatory redemption is made, you may not obtain your expected return on your investment in the notes and may not be able to reinvest the proceeds from a special mandatory redemption in an investment that results in a comparable return. For more information, see Description of the Notes Special Mandatory Redemption.

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CheckFree s actual financial results may vary significantly from the prospective financial information provided in its proxy statement.

In connection with our proposed acquisition of CheckFree, CheckFree provided prospective financial information in its proxy statement relating to the merger, which was filed with the Securities and Exchange Commission on September 20, 2007. The prospective financial information was not prepared for the purpose of this offering of the notes and has not been, and will not be, updated on an ongoing basis. Unless otherwise incorporated in this prospectus supplement or the accompanying prospectus, the prospective financial information is not included in this prospectus supplement or accompanying prospectus and should not be relied upon in connection with this offering. At the time it was prepared, the prospective financial information reflected numerous assumptions concerning CheckFree s anticipated future performance with respect to prevailing and anticipated market and economic conditions, which were and remain beyond our and CheckFree s control and which may not materialize. Actual performance is inherently subject to uncertainties and to a wide variety of significant business, economic and competitive risks. Actual results may vary significantly from those anticipated. As a result, we caution you not to rely upon that prospective financial information in deciding whether to invest in the notes, and we take no responsibility for that prospective financial information.

We may not be able to repurchase all of the notes upon a change of control triggering event, which would result in a default under the notes.

Upon the occurrence of a change of control triggering event under the indenture governing the notes, we will be required to offer to repurchase the notes at a price of 101% of the aggregate principal amount of the notes outstanding on the date of such change of control plus accrued and unpaid interest. However, we may not have sufficient funds to repurchase the notes. In addition, our ability to repurchase the notes may be limited by law or the terms of other agreements relating to our indebtedness. The failure to make such repurchase would result in a default under the notes. For more information, see Description of the Notes Purchase of Notes upon a Change of Control Triggering Event.

Increased leverage may harm our financial condition and results of operations.

As of September 30, 2007, we had approximately $3.9 billion of total liabilities on a consolidated basis. In connection with our acquisition of CheckFree, in addition to issuing the notes offered hereby we expect to borrow $2.5 billion under our new unsecured term loan facility and incur approximately $250 million of other debt, which may be borrowed under our committed bridge facility. See Certain Other Indebtedness. We and our subsidiaries may incur additional indebtedness in the future and, subject to limitations on the amount of secured indebtedness and sale-leaseback arrangements we may incur as described under Description of the Notes, the indenture governing the notes does not restrict us from incurring indebtedness in the future. This increase and any future increase in our level of indebtedness will have several important effects on our future operations, including, without limitation:

- we will have additional cash requirements in order to support the payment of interest on our outstanding indebtedness;
- increases in our outstanding indebtedness and leverage may increase our vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure;
- our ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be reduced;
- our flexibility in planning for, or reacting to, changes in our business and our industry may be reduced; and
- our flexibility to make acquisitions and develop technology may be limited.

Our ability to make payments of principal and interest on our indebtedness depends upon our future performance, which will be subject to general economic conditions and financial, business and other factors affecting our consolidated operations, many of which are beyond our control. If we are unable to generate

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sufficient cash flow from operations in the future to service our debt and meet our other cash requirements, we may be required, among other things:

- to seek additional financing in the debt or equity markets;
- to refinance or restructure all or a portion of our indebtedness, including the notes;
- to sell selected assets or businesses; or
- to reduce or delay planned capital or operating expenditures.

Such measures might not be sufficient to enable us to service our debt and meet our other cash requirements, including the notes. In addition, any such financing, refinancing or sale of assets might not be available at all or on economically favorable terms.

We may not complete the sale of Fiserv ISS or Fiserv Health in the time frame we anticipate, or at all, and the proceeds, if any, may not be primarily used to repay a portion of our debt as we presently intend.

We have entered into agreements to sell Fiserv ISS and Fiserv Health for total net proceeds at closing of approximately $725 million, after taxes and transaction expenses and excluding any contingent payment from the sale of Fiserv ISS. The completion of each disposition is subject to a number of risks and uncertainties, including: the satisfaction of the conditions to the completion of the disposition; the parties to the disposition obtaining the necessary regulatory approvals; the occurrence of any event, change or other circumstance that could give rise to the termination of the applicable disposition agreement; the outcome of any legal proceedings that may be instituted against us or others; and our ability to obtain the expected proceeds from the disposition. These and other factors could cause our ability to complete the dispositions on the terms and within the time frames anticipated to be different than expected. Therefore, there is no guarantee that we will complete the dispositions of Fiserv ISS or Fiserv Health or that we will realize the expected net proceeds from the dispositions in a manner that allows us to use such proceeds primarily to repay a portion of our debt and decrease our leverage. In addition, we may decide to use the net proceeds from the dispositions for purposes other than repaying our debt and reducing our leverage.

The limited covenants in the indenture governing the notes and the terms of the notes do not provide protection against some types of important corporate events and may not protect your investment.

The indenture governing the notes does not:

- require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, does not protect holders of the notes in the event that we experience significant adverse changes in our financial condition or results of operations;
- limit our ability to incur indebtedness that is equal in right of payment to the notes;
- restrict our subsidiaries ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries;
- restrict our ability to repurchase or prepay our securities; or

restrict our or our subsidiaries ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes.

Furthermore, the indenture governing the notes contains only limited protections in the event of a change in control. We and our subsidiaries could engage in many types of transactions, such as certain acquisitions, refinancings or recapitalizations that could substantially affect our capital structure and the value of the notes. For these reasons, you should not consider the covenants in the indenture as a significant factor in evaluating whether to invest in the notes. The indenture also permits us and our subsidiaries to incur additional indebtedness, including secured indebtedness, that could effectively rank senior to the notes, and to engage in sale-leaseback arrangements, subject to certain limits.

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We are a holding company, and if our subsidiaries do not make sufficient distributions to us, we will not be able to make payment on our debt, including the notes.

We are a holding company that conducts substantially all of our operations through our subsidiaries. Therefore, our ability to meet our obligations for payment of interest and principal on outstanding debt obligations and to pay corporate expenses depends upon the earnings and cash flows of our subsidiaries and the ability of our subsidiaries to pay dividends or to advance or repay funds to us. Our subsidiaries are separate and distinct legal entities and, except for the guarantors of the notes, have no obligation, contingent or otherwise, to pay any amounts due pursuant to the notes or to make any funds available, whether by dividends, loans, distributions or other payments, and do not guarantee the payment of interest on, or principal of, the notes.

Claims of holders of the notes will be structurally subordinate to claims of creditors of any of our subsidiaries that do not guarantee the notes and the claims of secured creditors.

The notes will not be guaranteed by certain of our current and future subsidiaries, and under certain circumstances subsidiaries guaranteeing the notes may be released from their guarantees. See Description of the Notes Guarantees. Accordingly, claims of holders of the notes will be structurally subordinate to the claims of creditors of such non-guarantor subsidiaries, including trade creditors. The supplemental indenture governing the notes permits our non-guarantor subsidiaries to incur secured or unsecured indebtedness without becoming guarantors, subject to certain limits. All obligations of our non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise to us or a guarantor of the notes. The notes will not be secured by any of our or our guarantors assets, and as such will be effectively subordinated to any secured debt that we or our guarantors may have now or may incur in the future to the extent of the value of the assets securing that debt.

Federal and state fraudulent transfer laws may permit a court to void the guarantees, and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any of the guarantors, as applicable, issued the notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

- we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;

- the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

- we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor s ability to pay as they mature; or

- we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or such guarantee or further subordinate the notes or such guarantee to our or the applicable guarantors presently existing and future indebtedness, or require the holders of the notes to repay any amounts received with respect to any such guarantee. If it is found that a fraudulent transfer or conveyance has occurred, you may not receive any repayment on the notes. Further, if the notes are voided, it could result in an event of default with respect to our and our subsidiaries other debt and that could result in acceleration of such debt. As described under Description of the Notes Guarantees,

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we may under certain circumstances release guarantors and replace them with other guarantors, and guarantees may be reinstated after certain rating downgrades following release upon certain ratings upgrades. Such future guarantees could also be voided as a fraudulent conveyance depending on the circumstance at that time.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or retires or redeems equity securities issued by the debtor.

We cannot be certain of the standards that a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our or any of our guarantors other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets; or

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they become due.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $1.735 billion, after deducting the underwriting discount and estimated offering expenses payable by us. We intend to invest the net proceeds from this offering in short-term investments and, thereafter, to pay a portion of the $4.4 billion purchase price for CheckFree. We may also use the proceeds from this offering initially to repay a portion of our debt under our existing revolving credit facility, which bears interest at a rate equal to LIBOR plus a specified margin, which at September 30, 2007 was 5.8%.

CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of September 30, 2007:

- on an actual basis;
- as adjusted to give effect to this offering, including the use of the net proceeds as described under Use of Proceeds prior to the completion of our acquisition of CheckFree;
- on a pro forma as adjusted basis, giving effect to this offering, the completion of our acquisition of CheckFree, our borrowing $2.5 billion under our new term loan facility, as described in Certain Other Indebtedness, and additional borrowings of $250 million to finance the acquisition of CheckFree; and
- on a pro forma as adjusted basis, giving effect to this offering, the completion of our acquisition of CheckFree, our borrowing $2.5 billion under our new term loan facility, as described in Certain Other Indebtedness, and additional borrowings of $250 million to finance the acquisition of CheckFree, and the completion of the dispositions of Fiserv Health and Fiserv ISS for approximately $725 million of net proceeds after payment of taxes and transaction expenses and excluding any contingent payment from the sale of Fiserv ISS.

	As of September 30, 2007			
	Actual	As Adjusted for this Offering	Pro Forma as Adjusted for this Offering and the Acquisition	Pro Forma as Adjusted for this Offering, the Acquisition and the Dispositions(1)
	(In thousands)			
Cash and cash equivalents	$ 161,250	$ 1,896,268	$ 313,624	$ 239,508(2)
Existing revolving credit facility	$ 660,000	$ 660,000	$ 660,000	$ 60,000(2)
Existing notes due 2008	250,000	250,000	250,000	250,000
Other debt	61,956	61,956	511,171(3)	360,270(2)
Notes offered hereby		1,750,000	1,750,000	1,750,000
New term loan credit facility			2,500,000	2,500,000
Total debt	971,956	2,721,956	5,671,171	4,920,270
Common stock	1,979	1,979	1,979	1,979
Additional paid-in capital	697,153	697,153	697,153	697,153
Accumulated other comprehensive loss	(9,937)	(9,937)	(9,937)	(9,937)
Accumulated earnings	3,229,565	3,229,565		