

BILLMATRIX CORP
Form 424B5
September 14, 2010
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where this offer or sale is not permitted.

SUBJECT TO COMPLETION

PRELIMINARY PROSPECTUS SUPPLEMENT DATED SEPTEMBER 14, 2010

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-169358

Prospectus Supplement

(To Prospectus dated September 14, 2010)

\$ % Senior Notes due 2015
\$ % Senior Notes due 2020

We are offering \$ % Senior Notes due 2015 (the 2015 notes) and \$ % Senior Notes due 2020 (the 2020 notes and, with the 2015 notes, the notes). We will pay interest on the notes on and of each year, beginning on , 2011. 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. 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 this prospectus supplement and the accompanying prospectus.

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.

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	Price to Public(1)	Underwriting Discounts and Commissions	Proceeds to Fiserv, Inc.
Per 2015 note	%	%	%
Per 2020 note	%	%	%
Total	\$	\$	\$

(1) Plus accrued interest if any, from September , 2010, 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 September , 2010. 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.

Joint Book-Running Managers

Credit Suisse

Wells Fargo Securities

SunTrust Robinson Humphrey

The date of this prospectus supplement is September , 2010

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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 in this prospectus supplement is inconsistent with 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, the accompanying prospectus and any free writing prospectus filed by us with the Securities and Exchange Commission, or the SEC. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or additional 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 and any free writing prospectus filed by us with the SEC as well as the information we previously filed with the SEC that we incorporate by reference in this prospectus supplement and the accompanying prospectus, is accurate as of any date other than its respective date. Our business, financial condition, liquidity results of operations and prospects may have changed since those dates.

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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.

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 the information incorporated by reference in this prospectus supplement and the accompanying prospectus contain 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 meaning. Statements that describe our future plans, 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, that could cause actual results to differ materially from our current expectations. The factors that may affect our results include, among others: the impact on our business of the current state of the economy, including the risk of reduction in revenue resulting from decreased spending on the products and services we offer or from the elimination of existing or potential clients due to consolidation or financial failures in the financial services industry or otherwise; legislative actions in the United States, including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations, and internationally; changes in client demand for our products or services; pricing or other actions by competitors; the impact of our Fiserv 2.0 initiatives; our ability to comply with government regulations, including privacy regulations; and other factors identified in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 and in other documents that we file with the SEC. You should consider these factors carefully in evaluating forward-looking statements, and are cautioned not to place undue reliance on such 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 events or circumstances occurring after the date of this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained or incorporated by reference 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 and the information incorporated by reference carefully before making a decision to invest in our notes.

Company Overview

We provide integrated information management and electronic commerce systems and services, including transaction processing, electronic bill payment and presentment, business process outsourcing, document distribution services, and software and systems solutions. We serve approximately 16,000 clients worldwide, including banks and thrifts, credit unions, savings institutions, retailers and merchants, leasing companies, lenders, government agencies, and publicly and privately owned companies, and operate centers in the United States for full-service financial data processing, software system development, item processing and check imaging, technology support and related businesses. Our operations are principally located in the United States. In 2009, we had \$4.1 billion in total revenues and \$850 million in net cash provided by operating activities from continuing operations. Processing and services revenues, which in 2009 represented approximately 80% of our consolidated revenues, are primarily generated from account and transaction-based fees under contracts that generally have terms of three to five years.

We have grown by developing highly specialized services and product enhancements, adding new clients, and acquiring businesses that complement ours. In 2007, we acquired CheckFree Corporation, a leading provider of electronic commerce services and products, including electronic bill payment and Internet banking, which has enabled us to deliver a wide range of integrated products and services and created new opportunities for growth.

Our operations are reported in the Financial Institution Services (Financial) and Payments and Industry Products (Payments) business segments.

Financial

The businesses in our Financial segment provide financial institutions with the products and services they need to run their banking or credit union operations. Many financial institutions that previously developed their own software systems and maintained their own data processing operations have outsourced their data processing requirements by licensing software from third-parties or by contracting with third-party processors. This has allowed them to reduce costs and enhance their products and services. Outsourcing can involve the licensing of software, which reduces the need for costly technical expertise within a financial institution, or the utilization of service bureaus, facilities management or resource management capabilities, which can enhance capacity and capabilities. Within the Financial segment, we provide banks, thrifts and credit unions with account processing services, item processing services, loan origination and servicing products, cash management and consulting services, and other products and services that support numerous types of financial transactions.

Payments

The businesses in our Payments segment primarily provide electronic bill payment and settlement, electronic funds transfer, and debit processing products and services to meet the electronic transaction processing needs of the financial services industry. Our businesses in this segment also provide card and print personalization services, Internet banking, investment account processing services for separately managed accounts, and fraud and risk management products and services. We believe that the integration of our products and services creates a compelling value proposition for our clients.

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Recent Developments

Tender Offer for 6.125% Senior Notes due 2012

On September 14, 2010, we announced that we had commenced a tender offer to purchase for cash up to \$250 million of our \$1.25 billion aggregate principal amount of 6.125% senior notes due 2012. The purchase price for notes validly tendered and accepted in the tender offer will be \$1,100 per \$1,000 principal amount of notes validly tendered prior to 5:00 p.m., New York City time, on September 27, 2010, unless such date is extended, and \$1,070 per \$1,000 principal amount of notes validly tendered after such time and date and prior to the expiration of the tender offer, plus in each case the payment of accrued and unpaid interest on such notes to the settlement date for the tender offer. The tender offer will expire at 11:59 p.m., New York City time, on October 12, 2010, unless extended by us.

The consummation of the tender offer is conditioned upon, among other things, the completion of this offering. We cannot provide any assurance that the tender offer will be consummated or, if consummated, the principal amount of such notes that will be tendered. This prospectus supplement and accompanying prospectus do not constitute an offer to purchase our 6.125% senior notes due 2012.

Refinancing of Our Revolving Credit Facility

We expect to receive commitments and close a new \$800 million senior unsecured revolving credit facility in September 2010. This facility would replace our existing \$900 million facility, which would be cancelled upon closing of our new facility. While we can provide no assurance that we will receive commitments for the new facility or with respect to the definitive terms and documentation thereof, we expect our new facility to have a term of four years and otherwise substantially the same terms and conditions as our existing facility and to be undrawn at close. We intend to use the facility for general corporate purposes, including acquisitions and investments.

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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	\$ _____ aggregate principal amount of _____ % Senior Notes due 2015 (the 2015 notes) and \$ _____ aggregate principal amount of _____ % Senior Notes due 2020 (the 2020 notes).
Interest rates and interest rate adjustment	The 2015 notes will bear interest at _____ % per year, and the 2020 notes will bear interest at _____ % 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 revolving credit facility and our term loan facility (each, an Initial Guarantor). The notes will also be guaranteed in the future by certain subsidiaries of ours under the circumstances described under Description of the Notes Covenants Additional Guarantors (each an Additional Guarantor and, together with the Initial Guarantors, the Guarantors).
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If a Guarantor is released from its guarantees with respect to our revolving credit facility, our term loan facility and all other debt of ours in an amount in excess of 10% of our net worth, then such Guarantor will be released from its guarantee of the notes upon notice by us to the trustee under the indenture governing the notes. In addition to the guarantees of our revolving credit facility and of our term loan facility provided by the Guarantors, the Guarantors have also provided guarantees in respect of indebtedness of ours in an amount in excess of 10% of our net worth in the form of guarantees of our outstanding 6.125% senior notes due 2012 and 6.8% senior notes due 2017.

Maturity	Unless earlier redeemed or repurchased by us, the 2015 notes will mature on _____, 2015 and the 2020 notes will mature on _____, 2020.
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Interest payment dates and of each year, beginning , 2011.

Ranking The notes and guarantees will be:

unsecured and rank equally with our and the Guarantors other unsecured senior indebtedness from time to time outstanding;

effectively subordinated to our and the Guarantors secured indebtedness to the extent of the assets securing such indebtedness; and

structurally subordinated in right of payment to all indebtedness and other liabilities and preferred equity of any of our non-guarantor subsidiaries (including those of the Initial Guarantors and any Additional Guarantors).

At June 30, 2010, we had outstanding approximately \$3.4 billion of unsecured senior indebtedness. Also at that date we and the Initial Guarantors had approximately \$9 million of secured indebtedness (consisting solely of capital leases outstanding), and our non-guarantor subsidiaries had outstanding \$351 million of liabilities and no preferred equity.

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 (which term is defined to include 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.

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Use of proceeds	We estimate that the net proceeds from the offering will be approximately \$ million. We intend to use the net proceeds from this offering to fund the purchase of up to \$250 million of our 6.125% senior notes due 2012 pursuant to the tender offer described below under Recent Developments and to use the remaining net proceeds to repay a portion of our outstanding borrowings under our term loan facility. See Use of Proceeds.
Conflicts of interest	As described in Use of Proceeds, a portion of the net proceeds of this offering will be used to repay a portion of our outstanding borrowings under our term loan facility, the lenders under which include affiliates of the underwriters. Because more than 5% of the proceeds of this offering, not including underwriting compensation, will be received by affiliates of the underwriters, this offering is being conducted in compliance with the NASD Rule 2720, as administered by the Financial Industry Regulatory Authority, or FINRA.
Denomination	The notes will be issued in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof.
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 or, if a market is developed, whether it will be sustained. See Underwriting (Conflicts of Interest).

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL INFORMATION**

The summary consolidated financial information below was selected or derived from our consolidated financial statements. The unaudited interim period financial information, in our opinion, includes all adjustments, which are normal and recurring in nature, necessary for a fair presentation for the periods shown. Results for the six months ended June 30, 2010 are not necessarily indicative of results to be expected for the full fiscal year. The information set forth below is qualified in its entirety by and should be read in conjunction with our Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes incorporated by reference into this prospectus supplement and the accompanying prospectus. See the section entitled "Where You Can Find More Information" in the accompanying prospectus.

	Year Ended December 31,			Six Months Ended June 30,	
	2007	2008	2009	2009	2010
	(In millions)				
Income Statement Data:					
Total revenues	\$ 3,677	\$ 4,587	\$ 4,077	\$ 2,023	\$ 2,030
Operating income	736	908	946	459	489
Income from continuing operations	412	358	473	221	253
Income (loss) from discontinued operations	27	211	3	22	(5)
Net Income	439	569	476	243	248
			As of December 31, 2008	2009	As of June 30, 2010
			(In millions)		
Balance Sheet Data:					
Cash and cash equivalents			\$ 230	\$ 363	\$ 338
Total assets			9,331	8,378	8,182
Long-term debt (including current maturities)			4,105	3,641	3,439
Total shareholders' equity			2,594	3,026	3,121

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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. See *Where You Can Find More Information* in the accompanying prospectus.*

Risks Related to the Notes

Our financial performance and other factors could adversely impact our ability to make payments on the notes.

Our ability to make scheduled payments with respect to our indebtedness, including the notes, will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. Please read this prospectus supplement and the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including the portions of our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q entitled *Risk Factors*, for a discussion of some of the factors that could affect our financial operating performance.

An increase in market rates could result in a decrease in the value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you purchase the notes and market interest rates increase, the market value of your notes may decline. We cannot predict the future level of market interest rates.

There may be no public trading market for the notes.

The notes are a new issue of securities for which there is currently no established trading market. A market for the notes may not develop or, if one does develop, it may not be maintained. If a market develops, the notes could trade at prices that may be higher or lower than the initial offering price or the price at which you purchased the notes, depending on many factors, including prevailing interest rates, our financial performance, the amount of indebtedness we have outstanding, the market for similar securities, the redemption, if any, and repayment features of the notes to be sold and the time remaining to maturity of your notes. We have not applied and do not intend to apply for listing the notes on any securities exchange or any automated quotation system. If an active market for the notes fails to develop or be sustained, the trading price and liquidity of the notes could be adversely affected.

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*.

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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 would not constitute a change of control triggering event which would enable you to require us to repurchase the notes as described under *Description of the Notes Purchase of Notes upon a Change of Control Triggering Event*, but which could nevertheless 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, in each case, subject to certain limits.

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 (including non-guarantor subsidiaries of the Initial Guarantors and any Additional Guarantors), 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. Other than to the extent described under *Description of the Notes Covenants Additional Guarantors*, the indenture governing the notes permits our non-guarantor subsidiaries to incur indebtedness without becoming guarantors. All obligations of our non-guarantor subsidiaries and claims in respect of preferred equity 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. Other than to the extent contemplated under *Description of the Notes Covenants Limitation on Liens*, the notes will not be secured by any of our or the Guarantors' assets, and as such will be effectively subordinated to any secured debt that we or the Guarantors may have now or may incur in the future to the extent of the value of the assets securing that debt.

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

Federal and state fraudulent transfer and conveyance statutes may apply to 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, a guarantee may be voided as a fraudulent transfer or conveyance if (1) the guarantor incurred or transferred the guarantee with the intent of hindering, delaying or defrauding creditors or (2) the guarantor received less than reasonably equivalent value or fair consideration in return for incurring the guarantee and, in the case of (2) only, one of the following is also true at the time thereof:

the guarantor was insolvent or rendered insolvent by reason of the incurrence of the guarantee;

the incurrence of the guarantee left the guarantor with an unreasonably small amount of capital to carry on its business;

the guarantor intended to, or believed that it would, incur debts beyond its ability to pay as they mature; or

the guarantor was a defendant in an action for money damages, or had a judgment for money damages docketed against it if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the incurrence of a guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the guarantee or subordinate the guarantee to the guarantor's 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 with respect to such guarantee.

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 reasonably equivalent value or fair consideration was received or whether or not a Guarantor was solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of its guarantees would not be voided or subordinated to any of its 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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We estimate that we will receive net proceeds from this offering of approximately \$ _____ million, 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, (1) to fund the purchase of up to \$250 million of our 6.125% senior notes due 2012 pursuant to the tender offer described under Prospectus Supplement Summary Recent Developments and (2) to use the remaining net proceeds to repay a portion of our outstanding borrowings under our term loan facility.

Affiliates of certain of the underwriters are lenders under our term loan credit facility and will receive a portion of the net proceeds of this offering. See Underwriting (Conflicts of Interest) Conflicts of Interest.

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2010:

on an actual basis; and

as adjusted to give effect to this offering assuming (1) we use the net proceeds of the offering as described under Use of Proceeds and (2) \$250 million of our 6.125% senior notes due 2012 are tendered prior to or on September 27, 2010 and accepted for purchase in the tender offer, which would result in us paying approximately \$26 million of purchase price premium for such notes and expenses associated with the tender offer.

	As of June 30, 2010	
	Actual (unaudited)	As Adjusted for this Offering
	(In millions)	
Existing notes due 2012	\$ 1,250	\$ 1,000
Existing notes due 2017	500	500
Notes offered hereby		
Term loan credit facility	1,680	
Revolving loan credit facility		
Other debt	9	9
Total debt	3,439	
Common stock	2	2
Additional paid-in capital	736	736
Accumulated other comprehensive loss	(76)	(76)
Accumulated earnings(1)	4,619	4,602
Treasury stock	(2,160)	(2,160)
Total shareholders' equity	3,121	3,104
Total capitalization	\$ 6,560	\$ _____

- (1) Assuming \$250 million of our 6.125% senior notes due 2012 are tendered and accepted for purchase in the tender offer, as a result of the early retirement of such notes and the repayment of a portion of our outstanding borrowings under our term loan credit facility, we expect to incur a pre-tax charge of approximately \$28 million related to the purchase price premium and related costs for such notes and the acceleration of unamortized debt issuance costs, which will result in an after-tax reduction in accumulated earnings of approximately \$17 million.

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The following description of certain material terms of the % Senior Notes due 2015 (the 2015 notes), and the % Senior Notes due 2020 (the 2020 notes) and, together with the 2015 notes, the notes) offered hereby does not purport to be complete. This description adds information to the description of the general terms and provisions of the debt securities in the accompanying prospectus. To the extent this summary differs from the summary in the accompanying prospectus, you should rely on the description of notes in this prospectus supplement.

The notes will be issued under and governed by an indenture, dated as of November 20, 2007 (the base indenture) between us and U.S. Bank National Association, as trustee (the trustee), as supplemented by supplemental indentures to be entered into between us and the trustee (together with the base indenture, the indenture). Although for convenience the 2015 notes and the 2020 notes are referred to as notes, each will be issued as a separate series and will not together have any class voting rights. Accordingly, for purposes of this Description of the Notes, references to the notes shall be deemed to refer to each series of notes separately, and not to the 2015 notes and the 2020 notes on any combined basis. The following description is subject to, and is qualified in its entirety by reference to, the indenture. Unless otherwise defined herein, capitalized terms used in the following description are defined in the indenture. As used in the following description, the terms Fiserv, we, us, our and Fiserv refer to Fiserv, Inc. and not any of its subsidiaries, unless the context requires otherwise.

We urge you to read the indenture (including definitions of terms used therein) because it, and not this description, defines your rights as a beneficial holder of the notes. This description is subject to, and qualified in its entirety by reference to, the actual provisions of the notes and the indenture, which are filed with the SEC as exhibits to the registration statement of which this prospectus supplement and accompanying prospectus are a part and incorporated by reference into this prospectus supplement and accompanying prospectus. For information about how to obtain copies of the indenture from us, see Where You Can Find More Information in the accompanying prospectus.

General

The aggregate principal amount of the two separate series of notes offered hereby will initially be limited to \$. The 2015 notes will be initially limited to \$ aggregate principal amount and will mature on , 2015. The 2020 notes will be initially limited to \$ aggregate principal amount and will mature on , 2020. We may, without the consent of the holders, increase such principal amount in the future, on the same terms and conditions and with the same CUSIP numbers as the notes being offered hereby. All notes will be issued only in fully registered form without coupons in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof.

The notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness. The notes will be fully and unconditionally guaranteed, on a joint and several basis, by certain of our wholly-owned subsidiaries (as defined below), each of which is a guarantor under our revolving credit facility and our term loan facility. The notes will effectively rank junior to any secured indebtedness we currently have outstanding or may incur in the future to the extent of the collateral securing the same and will be structurally subordinated to the obligations (including trade accounts payable) and preferred equity of our non-guarantor subsidiaries (including those of the Initial Guarantors and any Additional Guarantors). At June 30, 2010, we had outstanding approximately \$3.4 billion of unsecured senior indebtedness and approximately \$9 million of secured indebtedness (consisting solely of capital leases), and our non-guarantor subsidiaries had outstanding approximately \$351 million of liabilities (including trade accounts payable) and no preferred equity. As of June 30, 2010, our non-guarantor subsidiaries held approximately 20% of our consolidated assets. For the year ended December 31, 2009, the non-guarantor subsidiaries generated 30% and 27% of our consolidated total revenues and operating income, respectively. See Risk Factors Risks Related to the Notes Claims of the holders of the notes will be structurally subordinate to the claims of creditors of any of our subsidiaries that do not guarantee the notes and the claims of secured creditors.

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The indenture does not contain any covenants or provisions that would afford the holders of the notes protection in the event of a highly leveraged or other transaction that is not in the best interests of noteholders, except to the limited extent described below under Purchase of Notes upon a Change of Control Triggering Event and Covenants.

Guarantees

The notes will be guaranteed, on a joint and several basis, by certain of our wholly-owned subsidiaries, each of which will also be a guarantor of our obligations under our revolving credit facility and our term loan facility (each, an Initial Guarantor). The notes will also be guaranteed in the future by certain subsidiaries of ours under the circumstances described under Covenants Additional Guarantors, including by any non-guarantor subsidiary that becomes a guarantor of our credit facilities (each, an Additional Guarantor and, together with the Initial Guarantors, the Guarantors).

Each Guarantor s guarantee of the notes:

will be