

WILDCARD SYSTEMS INC

Form 424B3

November 30, 2010

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**Filed Pursuant to Rule 424(b)(3)
Registration File No. 333-170144**

PROSPECTUS

Fidelity National Information Services, Inc.

Offers to Exchange

7.625% Senior Notes Due 2017

Registered under the Securities Act

For

**A Like Principal Amount of 7.625% Senior Notes Due 2017
(\$600,000,000 Aggregate Principal Amount)**

And

7.875% Senior Notes Due 2020

Registered under the Securities Act

For

**A Like Principal Amount of 7.875% Senior Notes Due 2020
(\$500,000,000 Aggregate Principal Amount)**

Fidelity National Information Services, Inc. is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange (i) an aggregate principal amount of up to \$600,000,000 of our 7.625% senior notes due 2017 (which we refer to as the *2017 Exchange Notes*) for an equal principal amount of our outstanding 7.625% senior notes due 2017 (which we refer to as the *2017 Original Notes*) and (ii) an aggregate principal amount of up to \$500,000,000 of our 7.875% senior notes due 2020 (which we refer to as the *2020 Exchange Notes*, and collectively with the 2017 Exchange Notes as the *Exchange Notes*) for an equal principal amount of our outstanding 7.875% senior notes due 2020 (which we refer to as the *2020 Original Notes*, and collectively with the 2017 Original Notes as the *Original Notes*). The Exchange Notes will represent the same debt as the respective series of Original Notes, and we will issue the Exchange Notes under the same indenture as the Original Notes.

The exchange offers expire at 5:00 p.m., New York City time, on January 6, 2011, unless extended.

Terms of the Exchange Offers

We are offering to exchange each series of Exchange Notes for the respective series of Original Notes that are validly tendered and not withdrawn prior to the expiration of the exchange offers.

You may withdraw tendered Original Notes at any time prior to the expiration of the exchange offers.

The terms of the Exchange Notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the respective series of Original Notes for which they may be exchanged, except that the Exchange Notes generally will not be subject to transfer restrictions or be entitled to registration rights, and the Exchange Notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries will guarantee our obligations under the Exchange Notes, including the payment of principal of, premium, if any, and interest on the Exchange Notes. These guarantees of the Exchange Notes will be senior unsecured obligations of the guarantors. Additional subsidiaries will be required to guarantee the Exchange Notes, and the guarantees of the guarantors will terminate, in each case in the circumstances described under *Description of the Exchange Notes* *Guarantees*.

The exchange of Original Notes for Exchange Notes generally will not be a taxable event for U.S. federal income tax purposes. See *Certain U.S. Federal Income Tax Considerations*.

There is no existing market for the Exchange Notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

See *Risk Factors* beginning on page 16 for a discussion of the factors you should consider in connection with the exchange offers.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, and the rules and regulations thereunder (the *Securities Act*). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Original Notes where such Original Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to make this prospectus available to any broker-dealer for use in connection with any such resale until the earlier of 90 days after the date the exchange offers registration statement becomes effective and the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities. See *Plan of Distribution*.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is November 29, 2010.

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Unless otherwise indicated or required by the context, in this prospectus, the terms FIS, we, our, us and the Company refer to Fidelity National Information Services, Inc. and all of its subsidiaries that are consolidated under GAAP (except in the section entitled Summary Summary Terms of the Exchange Offers and in the section entitled Description of the Exchange Notes, in which cases such terms refer only to Fidelity National Information Services, Inc. and not to any of its subsidiaries); and notes refers to the Original Notes and the Exchange Notes collectively.

You should rely only on the information contained in this prospectus. We 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 making an offer to exchange and issue the Exchange Notes in any state or other jurisdiction where the offer or exchange is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date printed on the front of this prospectus.

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INFORMATION INCORPORATED BY REFERENCE

The Securities and Exchange Commission (the *SEC*) allows us to incorporate by reference in this prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus or a prospectus supplement. We incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), prior to the later of (a) the completion or termination of the exchange offers and (b) if either of the exchange offers is completed, the termination of the period of time described under Plan of Distribution during which we have agreed to make available this prospectus to broker-dealers in connection with certain resales of the Exchange Notes:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2009;

our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2010, June 30, 2010 and September 30, 2010;

information required by Part III, Items 10 through 13, of Form 10-K (incorporated by reference from our Definitive Proxy Statement, filed with the SEC on April 15, 2010);

our Current Reports on Form 8-K filed on October 2, 2009 (Item 9.01(b) only), March 3, 2010, June 2, 2010, June 7, 2010, July 2, 2010, July 6, 2010, July 9, 2010, July 20, 2010 (such July 20, 2010 Current Report on Form 8-K to refer to the 8-K filing that contained Item 1.01, Item 2.03, Item 8.01 and Item 9.01 disclosures), July 30, 2010, August 23, 2010, and October 26, 2010 (two filings) (such October 26, 2010 Current Reports on Form 8-K to refer to the 8-K filings that each contained Item 8.01 and Item 9.01 disclosures);

the audited consolidated balance sheet of Metavante and its consolidated subsidiaries as of December 31, 2008, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2008, the notes related thereto, and the Report of Independent Registered Public Accounting Firm of Metavante, dated February 17, 2009, set forth under the caption Item 8. Financial Statements and Supplementary Data in Metavante's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as amended; and

the unaudited condensed consolidated balance sheet of Metavante and its consolidated subsidiaries as of June 30, 2009, and the related unaudited condensed consolidated statements of income and cash flows for each of the six-month periods ended June 30, 2009 and 2008, and the notes related thereto, under the caption Item 1. Financial Statements in Metavante's Quarterly Report on Form 10-Q for the period ended June 30, 2009.

Notwithstanding the foregoing, to the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is furnished to, rather than filed with, the SEC, such information or exhibit is not incorporated by reference into this document (unless specifically stated otherwise). You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference into this prospectus (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Fidelity National Information Services, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
Attn: Investor Relations
Telephone: (904) 854-3282

To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than December 29, 2010. In the event that we extend either of the exchange offers, you must submit your request at least five business days before the expiration date of the applicable exchange offer, as extended. We may extend the exchange offers in our sole discretion. See Exchange Offers for more detailed information.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 under the Securities Act that registers the Exchange Notes that will be offered in exchange for the Original Notes. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the Exchange Notes. The rules and regulations of the SEC allow us to omit from this document certain information included in the registration statement.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC's web site at www.sec.gov. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C. located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the SEC's public reference room.

FORWARD-LOOKING STATEMENTS

This prospectus, the documents incorporated by reference and other written reports and oral statements made from time to time by Fidelity National Information Services, Inc. contain forward-looking statements (within the meaning of the U.S. federal securities laws) regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to future events and our future results, and involve a number of risks and uncertainties. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management and can generally be identified by the use of expressions such as may, will, should, could, would, likely, predict, potential, continue, future, estimate, believe, expect, and foresee, and other similar words or phrases, as well as statements in the future tense; however, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to beliefs, expectations, projections or other characterizations of future events or circumstances and other statements that are not historical facts are forward-looking statements.

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements for a variety of reasons, including, without limitation, those discussed elsewhere in this prospectus, the documents incorporated by reference and in our other reports filed with the SEC. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

changes and conditions in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, and changes and conditions in either or both the United States and international lending, capital and financial markets;

the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy regulations;

the effects of our substantial leverage which may limit the funds available to make acquisitions and invest in our business;

the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in or new laws or regulations affecting the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;

changes in the growth rates of the markets for core processing, card issuer, and transaction processing services;

failures to adapt our services and products to changes in technology or in the marketplace;

internal or external security breaches of our systems, including those relating to the theft of personal information and computer viruses affecting our software;

the failure to achieve some or all of the benefits that we expect from the Metavante Acquisition (as defined below), including the possibility that the Metavante Acquisition may not be accretive to our

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earnings due to undisclosed liabilities, management or integration issues, loss of customers, the inability to achieve targeted cost savings, or other factors;

our potential inability to find suitable acquisition candidates or finance such acquisitions, which depends upon the availability of adequate cash reserves from operations or of acceptable financing terms and the variability of our stock price, or difficulties in integrating past and future acquired technology or business operations, services, clients and personnel;

competitive pressures on product pricing and services including the ability to attract new, or retain existing, customers;

an operational or natural disaster at one of our major operations centers; and

other risks detailed in **Risk Factors** in this prospectus and in **Statement Regarding Forward-Looking Information**, **Risk Factors** and other sections of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (the *June 2010 10-Q*), and other filings with the SEC.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements.

These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, we do not undertake (and expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from our forward-looking statements. Please carefully review and consider the various disclosures made in this prospectus and in our reports filed with the SEC, including with respect to the risks and factors that may affect our business, financial condition, results of operations or prospects.

MARKET AND INDUSTRY DATA

Certain market and industry data included in this prospectus have been obtained from third-party sources that we believe to be reliable. Market estimates are calculated by using independent industry publications, government publications and third party forecasts in conjunction with our assumptions about our markets. We have not independently verified such third party information and cannot assure you of its accuracy or completeness. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings **Forward-Looking Statements** and **Risk Factors** in this prospectus.

WEBSITES

The information contained on or that can be accessed through any of our websites is not incorporated in, and is not part of, this prospectus, and you should not rely on any such information in connection with your decision to participate in the exchange offers.

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SUMMARY

This summary contains basic information about our company and the offering. This summary highlights selected information contained elsewhere in this prospectus. This summary is not complete and does not contain all of the information that may be important to you. For a more complete understanding of our company and the exchange offers, you should read this entire prospectus, including Risk Factors and the financial information and the notes thereto and other information incorporated by reference herein. The information in this summary is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this prospectus or incorporated by reference herein.

Our Company

FIS is a leading global provider of banking and payments technology solutions, processing services and information-based services. We offer financial institution core processing, card issuer and transaction processing services, including the NYCE Network, a leading national electronic funds transfer network. FIS is a member of the Standard and Poor's 500 Index and holds a leading ranking in the annual FinTech 100 rankings.

As of September 30, 2010, FIS had more than 300 solutions serving over 14,000 financial institutions and business customers in over 100 countries spanning most segments of the financial services industry. These customers include 40 of the top 50 global banks, including nine of the top ten, as ranked by Bankersalmanac.com as of November 2009, as well as mid-tier and community banks, credit unions, commercial lenders, automotive financial institutions, healthcare providers and governments. Additionally, we provide services to numerous retailers via our check processing and guarantee services. No individual customer represents more than 5% of our revenues.

Fidelity National Information Services, Inc. is a Georgia corporation. Our executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and our telephone number at that location is (904) 854-5000.

Summary Terms of the Exchange Offers

The following is a brief summary of the terms of the exchange offers. For a more complete description of the exchange offers, see Exchange Offers.

Original Notes	\$600.0 million aggregate principal amount of 7.625% Senior Notes due 2017.
	\$500.0 million aggregate principal amount of 7.875% Senior Notes due 2020.
Exchange Notes	Up to \$600.0 million aggregate principal amount of 7.625% Senior Notes due 2017.
	Up to \$500.0 million aggregate principal amount of 7.875% Senior Notes due 2020.
	Each series of Exchange Notes has been registered under the Securities Act. The terms of the Exchange Notes are identical in all material respects to the terms of the Original Notes, except that the Exchange Notes are

registered under the Securities Act and are generally not subject to transfer restrictions, are not entitled to registration rights and do not have the right to earn additional interest under circumstances relating to our registration obligations.

Exchange Offers

We are offering to exchange each series of Exchange Notes for a like principal amount of Original Notes of the applicable series.

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Currently, there is \$600.0 million in aggregate principal amount of 2017 Original Notes outstanding and \$500.0 million in aggregate principal amount of 2020 Original Notes outstanding.

Original Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000. Exchange Notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

Subject to the terms of the exchange offers, we will exchange the Exchange Notes for all of the Original Notes of each series that are validly tendered and not withdrawn prior to the expiration of the applicable exchange offer.

Expiration Date

Each exchange offer will expire at 5:00 p.m., New York City time, on January 6, 2011, unless we extend it. We do not currently intend to extend the expiration date.

Withdrawal of Tenders

You may withdraw the tender of your Original Notes at any time prior to the expiration date.

Certain U.S. Federal Income Tax Considerations

The exchange by a Holder (as defined in Certain U.S. Federal Income Tax Considerations) of Original Notes for Exchange Notes in the exchange offers generally will not constitute a taxable exchange for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations.

Conditions to the Exchange Offers

The exchange offers are subject to customary conditions, which we may waive. See Exchange Offers Conditions.

Procedures for Tendering

If you wish to accept the applicable exchange offer and your Original Notes are held by a custodial entity such as a bank, broker, dealer, trust company or other nominee, you must instruct this custodial entity to tender your Original Notes on your behalf pursuant to the procedures of the custodial entity. If your Original Notes are registered in your name, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must also mail or otherwise deliver the letter of transmittal, or a facsimile of the letter of transmittal, together with the Original Notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal.

Custodial entities that are participants in The Depository Trust Company, or *DTC*, may tender Original Notes through *DTC*'s Automated Tender Offer Program, or *ATOP*, which enables a custodial entity, and the beneficial owner on whose behalf the custodial entity is acting, to electronically agree to be bound by the letter of transmittal. **A letter of transmittal need not accompany tenders effected through ATOP.**

By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

you are acquiring the Exchange Notes in the ordinary course of your business;

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you are not engaged in, and do not intend to engage in, a distribution (within the meaning of the Securities Act) of the Exchange Notes;

you have no arrangement or understanding with any person to participate in a distribution (within the meaning of the Securities Act) of the Exchange Notes;

you are not an affiliate of the Company (within the meaning of Rule 405 under the Securities Act); and

if you are a broker-dealer registered under the Exchange Act, you are participating in the applicable exchange offer for your own account and are exchanging Original Notes acquired as a result of market-making activities or other trading activities and you will deliver a prospectus in connection with any resale of the Exchange Notes.

See Exchange Offers Eligibility; Transferability.

Guaranteed Delivery Procedures

If you wish to tender your Original Notes, and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedure for book-entry transfer cannot be completed on time, you may tender your Original Notes under the procedures described under Exchange Offers Guaranteed Delivery Procedures.

Transferability

Under existing interpretations of the Securities Act by the staff of the SEC contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the Exchange Notes will generally be freely transferable by holders after the exchange offers without further compliance with the registration and prospectus delivery requirements of the Securities Act (subject to representations required to be made by each holder of Exchange Notes, as set forth above). However any holder of Original Notes who:

is one of our affiliates (as defined in Rule 405 under the Securities Act),

does not acquire the Exchange Notes in the ordinary course of business,

distributes, intends to distribute, or has an arrangement or understanding with any person to distribute the Exchange Notes as part of the respective exchange offer, or

is a broker-dealer who purchased Original Notes directly from us

will not be able to rely on the interpretations of the staff of the SEC, will not be permitted to tender Original Notes in the exchange offers and, in the absence of any exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the notes.

Our belief is based on interpretations by the Staff of the SEC given to other, unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to

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these exchange offers. We will not be responsible for or indemnify you against any liability you may incur under the Securities Act.

Each broker-dealer that receives Exchange Notes for its own account under the exchange offers in exchange for Original Notes that were acquired by the broker-dealer as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the Exchange Notes. See Plan of Distribution.

See Exchange Offers Eligibility; Transferability.

Consequences of Failure to Exchange

Any Original Notes that are not tendered in the exchange offers, or that are not accepted in the exchange offers, will remain subject to the restrictions on transfer. Since the Original Notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the Original Notes except under an exemption from the requirements of the Securities Act or unless the Original Notes are registered under the Securities Act. Upon the completion of the exchange offers, we will have no further obligations, except under limited circumstances, to provide for registration of the notes under the U.S. federal securities laws. See Exchange Offers Consequences of Failure to Tender.

Use of Proceeds

We will not receive any proceeds from the exchange of notes pursuant to the exchange offers. We will pay all expenses incident to the exchange offers.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A., is serving as the exchange agent for the exchange offers. See Exchange Offers Exchange Agent for the address and telephone number of the exchange agent.

Table of Contents**Summary of Terms of the Exchange Notes**

The summary below describes the principal terms of the Exchange Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Exchange Notes section of this prospectus contains a more detailed description of the terms and conditions of the Exchange Notes. As used in this section, the terms our, we, us, Issuer and the Company refer to Fidelity National Information Services, Inc. and not to any of its subsidiaries; the term Notes refers collectively to the Exchange Notes and the Original Notes; the term 2017 Notes refers collectively to the 2017 Original Notes and the 2017 Exchange Notes; and the term 2020 Notes refers collectively to the 2020 Original Notes and the 2020 Exchange Notes.

The terms of the Exchange Notes will be identical in all material respects to the respective series of Original Notes for which they have been exchanged, except:

the Exchange Notes have been registered under the U.S. federal securities laws and will not bear any legend restricting their transfer;

the Exchange Notes bear a different CUSIP number from the Original Notes;

the Exchange Notes generally will not be subject to transfer restrictions and will not be entitled to registration rights; and

the holders of the Exchange Notes will not be entitled to earn additional interest under circumstances relating to our registration obligations under the registration rights agreement.

Issuer	Fidelity National Information Services, Inc.
Exchange Notes Offered	\$600,000,000 aggregate principal amount of 7.625% senior notes due 2017. \$500,000,000 aggregate principal amount of 7.875% senior notes due 2020.
Maturity Date	The 2017 Exchange Notes will mature on July 15, 2017. The 2020 Exchange Notes will mature on July 15, 2020.
Interest Payment	Interest on the 2017 Exchange Notes will accrue at a rate of 7.625% per annum, payable semi-annually in cash in arrears on January 15 and July 15 of each year, commencing January 15, 2011. Interest on the 2020 Exchange Notes will accrue at a rate of 7.875% per annum, payable semi-annually in cash in arrears on January 15 and July 15 of each year, commencing January 15, 2011.
Guarantors	The Exchange Notes will be fully and unconditionally guaranteed on a senior unsecured basis by each of our domestic subsidiaries that is a guarantor under our amended credit facility.
Ranking	The Exchange Notes will be general unsecured obligations of the Issuer and will (1) rank equally in right of payment with all existing and future

senior debt of the Issuer, (2) be effectively junior to all of the Issuer's existing and future secured debt to the extent of the value of the assets securing that secured debt, (3) be effectively junior to all existing and future debt and liabilities of the Issuer's non-guarantor subsidiaries, and (4) rank senior in right of payment to all

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of the Issuer's future debt, if any, that is by its terms expressly subordinated to the Notes.

Each note guarantee is and will be a general unsecured obligation of each guarantor and will (1) rank equally in right of payment with all existing and future senior debt of such guarantor, (2) be effectively junior to all of such guarantor's existing and future secured debt to the extent of the value of the assets securing that secured debt and (3) rank senior in right of payment to all existing and future debt of such guarantor, if any, that is by its terms expressly subordinated to such guarantor's note guarantee.

Optional Redemption

On or after July 15, 2013, for the 2017 Notes, and July 15, 2014, for the 2020 Notes, the Issuer may redeem some or all of the applicable series of Notes at any time at the redemption prices described in the section Description of Exchange Notes Optional Redemption. Before July 15, 2013, for the 2017 Notes, and July 15, 2014, for the 2020 Notes, the Issuer may also redeem some or all of the applicable series of Notes at a redemption price of 100% of the principal amount plus accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium.

Additionally, prior to July 15, 2013, the Issuer may redeem up to 35% of the aggregate principal amount of either series of the Notes with the net proceeds of specified equity offerings at the redemption prices specified for the applicable series of notes in the Description of Exchange Notes Optional Redemption.

Asset Sale Proceeds

Upon certain sales of assets, we are required to make an offer to purchase the Notes at 100% of the principal amount thereof, plus accrued and unpaid interest.

Change of Control

If the Issuer experiences certain kinds of changes of control, it must offer to purchase the Notes at 101% of their principal amount, plus accrued and unpaid interest, in cash. For more details, see the section Description of the Exchange Notes Repurchase at the Option of Holders Change of Control.

Certain Covenants

The indenture for the Notes contains covenants that limit, among other things, the ability of the Issuer and its subsidiaries to:

- incur or guarantee additional indebtedness;
- make certain restricted payments;
- create or incur certain liens;
- create restrictions on the payment of dividends or other distributions to the Issuer from its restricted subsidiaries;
- engage in sale and leaseback transactions;
- transfer all or substantially all of the assets of the Issuer or any restricted subsidiary or enter into merger or consolidation transactions; and
- engage in certain transactions with affiliates.

These covenants are subject to certain important qualifications and limitations described under the heading Description of the Exchange Notes. Certain covenants will cease to apply to a particular series of Notes at all times after such series of notes has obtained investment grade ratings from both Moody's Investors

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Service, Inc. (*Moody's*) and Standard & Poor's Ratings Group (*S&P*);
provided that at such time no default has occurred and is continuing under
the indenture.

Absence of an Established Market for the
Exchange Notes

The Exchange Notes generally are freely transferable but are also new
securities for which there is not initially a market. We do not intend to list
the Exchange Notes on any exchange or maintain a trading market for
them. Accordingly, there can be no assurance as to the development or
liquidity of any market for the Exchange Notes.

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The following tables set forth certain of our historical financial data. The statement of earnings data for the years ended December 31, 2007, 2008 and 2009 and the balance sheet data as of December 31, 2009 have been derived from our audited consolidated financial statements, which have been audited by KPMG LLP, independent registered public accounting firm, and which are incorporated by reference in this prospectus.

The statement of earnings data and the balance sheet data as of September 30, 2010 and for the nine months ended September 30, 2009 and 2010 have been derived from our unaudited condensed consolidated financial statements incorporated by reference in this prospectus. Our unaudited financial statements have been prepared on a basis consistent with our audited consolidated financial statements, and, in the opinion of management, the historical unaudited statement of earnings and balance sheet data set forth below reflect all adjustments, consisting of normal and recurring adjustments, necessary for a fair presentation of our financial position and results of operations for those periods. The historical results of operations for any period are not necessarily indicative of the results to be expected for any future period. The following information should be read in conjunction with our consolidated financial statements and the related notes thereto and the information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (the *September 2010 10-Q*), which reports have been incorporated by reference in this prospectus.

On October 1, 2009, we completed the acquisition of Metavante Technologies, Inc. (*Metavante*, and the *Metavante Acquisition*). The results of operations and financial position of Metavante are included in our consolidated financial statements since the date of the acquisition.

On July 2, 2008, we completed the spin-off of our former lender processing services segment into a separate publicly traded company, Lender Processing Services, Inc. (*LPS*, and the *LPS Spin-off*). For accounting purposes, the results of LPS are presented as discontinued operations. Accordingly all prior periods have been restated to present the results of FIS on a stand-alone basis and include the results of LPS up to July 1, 2008 as discontinued operations.

On September 12, 2007, we completed the acquisition of eFunds Corporation (*eFunds*, and the *eFunds Acquisition*). The results of operations and financial position of eFunds are included in our consolidated financial statements since the date of acquisition.

**FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
CONDENSED HISTORICAL FINANCIAL INFORMATION
(In millions, except per share data)**

	Nine Months Ended		Year Ended December 31,		
	September 30, 2010	2009(1)	2009(1)	2008	2007(2)
Statement of Earnings Data					
Processing and services revenues	\$ 3,873.2	\$ 2,428.1	\$ 3,769.5	\$ 3,427.7	\$ 2,892.9
Cost of revenues	2,680.9	1,822.2	2,800.6	2,689.3	2,315.3

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Gross profit	1,192.3	605.9	968.9	738.4	577.6
Selling, general and administrative expenses	489.8	275.7	554.1	388.6	302.5
Impairment charges	154.9		136.9	26.0	13.5
Operating income	547.6	330.2	277.9	323.8	261.6
Other income (expense)	(108.4)	(86.3)	(121.9)	(155.7)	102.1
Earnings from continuing operations before income taxes and equity in earnings (loss) of unconsolidated entities	439.2	243.9	156.0	168.1	363.7
Provision for income taxes	161.2	83.8	52.1	53.3	128.4
Equity in earnings (loss) of unconsolidated entities				(0.2)	2.8
Earnings (loss) from continuing operations, net of tax	278.0	160.1	103.9	114.6	238.1
Earnings (loss) from discontinued operations, net of tax(3)	(32.4)	1.2	4.6	104.9	323.0

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	Nine Months Ended		Year Ended December 31,		
	September 30, 2010	2009(1)	2009(1)	2008	2007(2)
Net earnings	245.6	161.3	108.5	219.5	561.1
Net (earnings) loss attributable to noncontrolling interest	48.3	(1.5)	(2.6)	(4.7)	0.1
Net earnings attributable to FIS common stockholders	\$ 293.9	\$ 159.8	\$ 105.9	\$ 214.8	\$ 561.2

- (1) The results of operations of Metavante are included in earnings from October 1, 2009, the date of the Metavante Acquisition.
- (2) The results of operations of eFunds are included in earnings from September 12, 2007, the date of the eFunds Acquisition.
- (3) Discontinued operations include the results of operations of LPS, ClearPar, Certegy Australia, Ltd., Certegy Gaming Services, FIS Credit Services, Homebuilders Financial Network and Property Insight through the day of disposition.

	September 30, 2010	December 31, 2009(1)
Balance Sheet Data:		
Cash and cash equivalents	\$ 389.4	\$ 430.9