SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report
August 11, 1995

FISERV, INC.
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of incorporation)

0-14948	39-1506125
(Commission File Number)	(IRS Employer Identification No.)

255 FIserv Drive Brookfield, Wisconsin (Address of principal executive offices)	53045 (Zip code)

Registrant's telephone number, including area code
(414) 879-5000

Item 2. Acquisition or Disposition of Assets.
On August 1, 1995, the Registrant completed the acquisition of Lincoln Holdings, Inc. (LHI) , which was approved by the Federal Deposit Insurance Corporation on July 27, 1995. The primary business of LHI is the administration of self-directed individual retirement accounts. The transaction is being accounted for as a pooling of interests and, accordingly, the operations of LHI were included with those of the Registrant in its quarterly report on Form 10-Q for the three months ended June 30, 1995 (incorporated herein by reference), as permitted under generally accepted accounting principles. The Registrant had previously reported the acquisition on May 17, 1995 of Information Technology, Inc. (ITI) on Form 8-K, which report is incorporated herein by reference. The acquisition of ITI was accounted for as a purchase.

Item 7. Financial Statements and Exhibits.

(a) Financial statements of Lincoln Holdings, Inc.:
- Independent Auditors' Report
- Consolidated Balance Sheets as of December 31, 1994 and 1993
- Consolidated Statements of Income for the years ended December 31, 1994 and 1993
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 1994 and 1993
- Consolidated Statements of Cash Flows for the years ended December 31, 1994 and 1993
- Notes to Consolidated Financial Statements
- Consolidated Balance Sheet (unaudited) as of June 30, 1995
- Consolidated Statements of Income (unaudited) for the six months ended June 30, 1995 and 1994
- Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 1995 and 1994

(b) Unaudited pro forma condensed financial information of FIserv, Inc., ITI and LHI:
- Pro Forma Combined Statement of Income of Fiserv, ITI and LHI for the Year Ended December 31, 1994
- Pro Forma Combined Statement of Income of Fiserv and ITI for the Six Months Ended June 30, 1995

(c) Unaudited pro forma condensed financial information of FIserv, Inc. and LHI:
- Pro Forma Combined Statements of Income for the Years Ended December 31, 1994, 1993 and 1992

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FISERV, INC.

By /S/ EDWARD P. ALBERTS

EDWARD P. ALBERTS
Senior Vice President - Finance

Date: August 11, 1995

INDEPENDENT AUDITORS' REPORT

Board of Directors
Lincoln Holdings, Inc.
Englewood, Colorado:

We have audited the accompanying consolidated balance sheets of Lincoln Holdings, Inc. and its subsidiaries as of December 31, 1994 and 1993 and the related consolidated statements of income, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Lincoln Holdings, Inc. and its subsidiaries at December 31, 1994 and 1993 and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

As discussed in Notes 1 and 2 to the consolidated financial statements, the Company changed its methods of accounting for income taxes and investment securities in 1993.

DELOITTE & TOUCHE LLP
DENVER, COLORADO

March 1, 1995

LINCOLN HOLDINGS, INC.

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 1994 AND 1993

ASSETS	1994	1993
ASSETS:		
Cash and cash equivalents	$1,388,514	$415,012
Investment securities (Note 2):		
Trading portfolio		2,659,006
Available for sale portfolio		9,495,472
Held to maturity portfolio (fair value of $217,541,095 and $191,207,004)	233,654,890	191,498,837
Accounts receivable - net	1,441,369	1,239,053
Interest receivable	1,305,108	981,012
Income tax receivable (Note 7)	192,729	525,222
Other receivables	11,745	30,516
Prepaid rent and other assets (Note 6)	237,496	466,402
Deferred income tax receivable (Note 7)	132,707	150,437
Property and equipment - net (Note 3)	1,518,262	1,787,516
Custodial and trust administration rights - net of accumulated amortization of $1,270,939 and $548,601, respectively (Note 4)	2,396,600	2,953,489
Goodwill (net of accumulated amortization of $141,162 and $90,605)	707,799	758,356
TOTAL	$242,987,219	$212,960,330
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Money market	$222,514,049	$195,758,655
Certificates and other	3,379,094	1,465,000
Total deposits	225,893,143	197,223,655
Accounts payable and accrued expenses	616,961	403,614

Bank overdrafts	25,101	180,195
Interest payable	594,374	560,632
Notes payable (Note 5)	7,000,000	8,000,000
Stockholder purchase settlement (Note 5)		432,475
Capital lease obligations (Note 6)	341,794	514,301
Total liabilities	234,471,373	207,314,872
COMMITMENTS AND CONTINGENCIES (Note 6)		
STOCKHOLDERS' EQUITY (Notes 5 and 6):		
Preferred stock, non-voting, non-cumulative, non-convertible; $0.10 par value; $496,177 liquidation amount; 6,000,000 shares authorized and 4,961,770 issued and outstanding	496,177	496,177
Common stock, $0.01 par value; 6,000,000 shares authorized; 55,200 shares issued and outstanding	552	552
Additional paid-in capital	181,600	181,600
Retained earnings	7,837,517	4,993,061
Unrealized loss on available for sale portfolio - net of tax benefit		(25,932)
Total stockholders' equity	8,515,846	5,645,458
TOTAL	$242,987,219	$212,960,330

See notes to consolidated financial statements.

LINCOLN HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 1994 AND 1993

	1994	1993
INTEREST INCOME:		
Interest on investment securities:		
Obligations of U.S. government agencies	$13,396,870	$10,607,540
Collateralized mortgage obligations	920,981	527,357
Total interest income	14,317,851	11,134,897
INTEREST EXPENSE:		
Deposits	5,770,733	4,799,650
Notes payable	518,313	637,422
Total interest expense	6,289,046	5,437,072
NET INTEREST INCOME	8,028,805	5,697,825
NON-INTEREST INCOME:		
Trust administration	7,801,983	6,426,140
Gain on sale of investment securities (Note 2)		289,405
Data processing and other	61,460	148,732
Total non-interest income	7,863,443	6,864,277
NON-INTEREST EXPENSE:		
Compensation	6,090,778	5,439,996
Operating	3,014,170	2,399,010
Occupancy and equipment	1,384,891	1,042,806
Amortization	772,895	499,962
Loss on sale of trading securities (Note 2)	58,294	
Unrealized loss on trading securities		28,739
Total non-interest expense	11,321,028	9,410,513
INCOME BEFORE INCOME TAX EXPENSE AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING	4,571,220	3,151,589
INCOME TAX EXPENSE (BENEFIT) (Note 7):		
Current	1,724,594	1,192,226
Deferred	2,170	90,538

Total income tax expense	1,726,764	1,282,764
INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING	2,844,456	1,868,825
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING - Through December 31, 1992, of adopting a new method of accounting for income taxes(Note 7)		151,537
NET INCOME	$2,844,456	$2,020,362

See notes to consolidated financial statements.

LINCOLN HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 1994 AND 1993

<TABLE>
<CAPTION>

<S>	Preferred Stock <C>	Common Stock <C>	Additional Paid-in Capital <C>	Retained Earnings <C>	Unrealized (Loss) on Available for Sale Portfolio <C>	Total Stockholders' Equity <C>
BALANCES, JANUARY 1, 1993	$496,177	$552	$181,600	$2,972,699		$3,651,028
UNREALIZED LOSS ON AVAILABLE FOR SALE PORTFOLIO - NET OF TAX BENEFIT					$ (25,932)	(25,932)
NET INCOME				2,020,362		2,020,362
BALANCES, DECEMBER 31, 1993	496,177	552	181,600	4,993,061	(25,932)	5,645,458
UNREALIZED GAIN ON AVAILABLE FOR SALE PORTFOLIO - NET OF TAX BENEFIT					25,932	25,932
NET INCOME				2,844,456		2,844,456
BALANCES, DECEMBER 31, 1994	$496,177	$552	$181,600	$7,837,517	$	$8,515,846

</TABLE>
See notes to consolidated financial statements.

LINCOLN HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 1994 AND 1993

	1994	1993
OPERATING ACTIVITIES:		
Net income before cumulative effect of change in accounting principal	$2,844,456	$1,868,825
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	640,892	407,577
Amortization	772,895	499,962
Loss (gain) on sale of securities	58,294	(289,405)
Deferred income tax expense	2,170	90,538
Amortization of premium on securities	261,178	324,911
Unrealized loss on trading securities		28,739
Gain on sale of assets	(2,792)	(1,043)
Changes in assets and liabilities:		
Trading securities	2,600,712	3,076,739
Accounts receivable - net	(202,316)	(220,688)
Interest receivable	(324,096)	(75,468)
Income tax receivable	332,493	(525,222)
Other receivables	18,771	6,226
Prepaid rent and other assets	228,906	338,181
Accounts payable and accrued expenses	213,347	(97,253)
Bank overdrafts	(155,094)	180,195

Interest payable	33,742	105,239
Income taxes payable		(48,344)
Net cash provided by operating activities	7,323,558	5,669,709
INVESTING ACTIVITIES:		
Purchase of securities		(193,577,697)
Proceeds from maturity or sale of securities		171,826,126
Purchase of held to maturity securities	(86,847,160)	
Proceeds from maturity of held to maturity securities	53,966,893	
Additions to property and equipment	(396,132)	(1,069,098)
Proceeds from sales of assets	421	2,793
Purchase of custodial and trust administration rights	(165,449)	(2,510,129)
Net cash used in investing activities	(33,441,427)	(25,328,005)
FINANCING ACTIVITIES:		
Net increase in deposits	28,669,488	9,155,379
Repayment of notes payable	(1,000,000)	(1,450,000)
Payment on stockholder purchase settlement	(432,475)	(216,238)
Capital lease payments	(145,642)	(107,419)
Proceeds from notes payable		3,900,000
Net cash provided by financing activities	27,091,371	11,281,722
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	973,502	(8,376,574)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	415,012	8,791,586
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 1,388,514	$ 415,012
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid	$1,343,500	$1,765,000
Interest paid	6,255,304	5,331,833

During the year ended December 31, 1994 and 1993, Lincoln Holdings, Inc. financed $0 and $435,414, respectively of property with capital lease obligations. During 1994, the Company disposed of capital leases totalling $26,865.
During the year ended December 31, 1994, the Company designated $9,495,472 of investments previously identified as available for sale as held to maturity.

See notes to consolidated financial statements.

LINCOLN HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1994 AND 1993

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Consolidation - The accompanying consolidated financial statements include the accounts of Lincoln Holdings, Inc. (the Company), its wholly owned subsidiaries, Lincoln Retirement Services (LRS), Lincoln Trust Company (LTC), and LTC's wholly owned subsidiary, LT Securities, Inc., all Colorado corporations. All significant intercompany transactions and balances have been eliminated in consolidation. LTC is chartered by the State of Colorado as a state-regulated trust company offering Federal Deposit Insurance Corporation (FDIC) insured deposit accounts to its self-directed custody clients and others.

Cash Equivalents - Cash equivalents are amounts invested in money market mutual funds and short-term securities with maturities of three months or less at the time of purchase that are not designated as investment securities by the Company.

Trading Securities - Trading securities are stated at market value as determined by quoted market prices. Gains and losses on sales and changes in market value are included in non-interest income or expense.

Investment Securities Available for Sale - Investment securities available for sale are stated at market value as determined by quoted market prices. Gains or losses on disposition are based on net proceeds and adjusted carrying amount of the securities sold using the specific identification method. Unrealized gains and losses, net of tax benefit, are reported as an adjustment to equity.

Investment Securities Held to Maturity - Investment securities held to maturity are stated at cost adjusted for amortization of premiums and accretion of discounts, which are recognized as adjustments to interest income. Gains or losses on disposition are based on net proceeds and adjusted carrying amount of the securities sold using the specific identification method. The Company has the ability to hold these investments to maturity and intends to do so. See Note 4, Custodial and Trust Administration Rights, for a discussion of liquidity.

Property and Equipment - Property and equipment are stated at cost. Depreciation and amortization (including capital lease amortization) are provided using the straight-line method over the estimated useful lives of the respective assets, ranging from three to five years. Leasehold improvements are amortized on a straight-line basis over the shorter of the useful life of the asset or the lease term.

Custodial and Trust Administration Rights - Custodial and trust administration rights are amortized on a straight-line basis over their estimated lives of five years.

Goodwill - The Company's investment in LTC, including the additional consideration discussed in Note 5, was $848,961 greater than its equity in LTC's net assets at the date of acquisition. The difference is considered goodwill and is being amortized on a straight-line basis over a 20-year life.

Income Taxes - During 1993, the Company adopted Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes." See Note 7, Income Taxes, for a discussion of the effects of the change in accounting. The Company and all subsidiaries file consolidated tax returns.

Fair Value Disclosures- The Company believes that the carrying amount of its financial instruments, other than its investment securities (see Note 2), are a reasonable estimate of their fair values at December 31, 1994 using available market information and appropriate valuation methodologies.

2. INVESTMENT SECURITIES

The Company accounts for investment securities under Statement of Financial Accounting Standards No. 115 "Accounting for Certain Investments in Debt and Equity Securities" (SFAS No. 115). SFAS No. 115 addresses the accounting and reporting for investments in equity securities that have readily determinable fair values and for all investments in debt securities.

- Trading Securities - debt and equity securities that are bought and held principally for the purpose of selling them in the near term.

- Available for Sale Securities - debt and equity securities not classified as either held to maturity securities or trading securities.

- Held to Maturity Securities - debt securities that the enterprise has the positive intent and ability to hold to maturity. These securities are reported at amortized cost.

The amortized cost and approximate market value (based on quoted market prices or dealer quotes) of investment securities at December 31, 1994 and 1993 are summarized as follows:

December 31, 1994	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Market Value
Held to maturity -				
Obligations of U.S. government agencies	$218,092,452	$	$15,040,532	$203,051,920
Collateralized mortgage obligations	15,562,438		1,073,263	14,489,175
Total	$233,654,890	$	$16,113,795	$217,541,095

December 31, 1993	Gross Amortized Cost	Gross Unrealized Gains	Approximate Unrealized Losses	Market Value
Available for sale -				
Obligations of U.S. government agencies	$9,536,964	$3,974	$45,466	$9,495,472
	9,536,964	3,974	45,466	9,495,472
Held to maturity -				
Obligations of U.S. government agencies	180,060,842	413,069	699,994	179,773,917
Collateralized mortgage obligations	11,437,995	19,981	24,889	11,433,087
	191,498,837	433,050	724,883	191,207,004
Total -				

Obligations of U.S. government agencies	189,597,806	417,043	745,460	189,269,389
Collateralized mortgage obligations	11,437,995	19,981	24,889	11,433,087
Total	$201,035,801	$437,024	$770,349	$200,702,476

Proceeds from sales of investment securities during the years ended December 31, 1994 and 1993 were $2,629,451 and $20,314,291, respectively (all trading security sales in 1994). Gross gains of $0 and $289,405 and gross losses of $58,294 and $0 were realized on these sales during 1994 and 1993, respectively.

At December 31, 1994, the Company's investment portfolio consists only of mortgage-backed and other pass-through securities. Contractual maturities of mortgage-backed and other pass-through securities have not been disclosed as the actual maturities will differ from the contractual maturities.

LTC's investment in mortgage-backed and other pass-through securities is secured by adjustable and fixed rate mortgage loan pools guaranteed by various government agencies with interest rates ranging from 4.639% to 9.095%. Interest rates on adjustable rate securities are generally based upon the Federal Home Loan Bank Cost of Funds Index. Certain investments in adjustable rate securities are subject to interest rate caps and floors. The market value of investments is categorized as follows at December 31, 1994:

Floating rate securities:	
Monthly interest rate resets	$ 24,494,551
Semi-annual interest rate resets	2,228,092
Annual interest rate resets	776,832
	27,499,475
Fixed rate securities	190,041,620
	$217,541,095

3. PROPERTY AND EQUIPMENT

Major classifications of property and equipment are as follows at December 31:

	1994	1993
Furniture and equipment	$ 915,161	$ 1,129,897
Equipment under capital lease	601,199	677,858
Other data processing equipment and software	2,045,427	1,737,512
Leasehold improvements	81,179	81,179
Total	3,642,966	3,626,446
Less accumulated depreciation and amortization	(2,124,704)	(1,838,930)
Property and equipment - net	$ 1,518,262	$ 1,787,516

4. CUSTODIAL AND TRUST ADMINISTRATION RIGHTS

In June 1993, the Company acquired from Union Bank of California (Union) certain custodial rights related to individual retirement accounts and Defined Contribution Retirement Plan Accounts.

In December 1993, the Company acquired from California Pension Administrators and Consultants, Inc. (CALPAC) trustee, administrator and recordkeeping rights related to individual retirement accounts maintained by CALPAC and certain trustee rights for the qualified accounts for which CALPAC served as recordkeeper, administrator and sponsor. In addition, the Company acquired the rights to act as sponsor and custodian of all new individual retirement accounts for which CALPAC first commences to act as recordkeeper and the rights to act as the sponsor of CALPAC's "Do It Yourself Plans" and "Self-Trusteed Plans." As part of the acquisition of plans from CALPAC, the Company entered into consulting agreements with two former officers of CALPAC. Under these agreements the former officers will be paid a total of $500,000 over the next three years. Although the agreement was executed on December 9, 1993, the transfer of rights and the related deposit liability and the underlying cash of $29,436,653 did not occur until January 4, 1994.

In January 1995, the Company acquired from Providence Trust Company (Providence) trustee, administrator and recordkeeping rights related to individual retirement accounts maintained by Providence for $2,500,000. In connection with this acquisition, approximately $45,000,000 of related deposit liabilities and the underlying cash was transferred to the Company. LTC has used the proceeds of this transfer to invest primarily in short-term securities to provide adequate liquidity.

5. DEBT

Notes Payable - The Company's notes payable (for which carrying amount approximates market) consist of the following at December 31:

	1994	1993
Norwest Bank (Bank), bearing interest at Norwest Bank of Denver National Association's prime rate (8.5% at December 31, 1994), secured note due July 1, 1995, principal of $250,000 payable quarterly plus interest beginning January 1, 1995, secured by 100% of LTC's outstanding stock	$4,000,000	$5,000,000
Note secured by LTC's outstanding Series C preferred stock and the personal guarantees of two shareholders bearing interest at 10.5%, interest due quarterly from October 1, 1992 to September 30, 1995, principal of $62,500 plus interest payable quarterly from October 1, 1995 to September 30, 1999	1,000,000	1,000,000
Unsecured subordinated payable to a related party bearing interest at 12%, due July 1, 1995, interest payable quarterly	1,500,000	1,500,000
Unsecured subordinated payable to a related party bearing interest at 12%, due March 27, 1996, interest payable quarterly	500,000	500,000
Total	$7,000,000	$8,000,000

Principal payments due under notes payable are as follows:

1995	$5,500,000
1996	750,000
1997	250,000
1998	250,000
1999	250,000
Total	$7,000,000

6. COMMITMENTS AND CONTINGENCIES

Capital Requirements - LTC's primary regulators, the Colorado State Banking Division (Division) and the FDIC, require LTC to achieve and maintain total capital (as defined) to risk-weighted assets of 8% and a minimum leverage capital ratio of Tier I Capital (as defined) to total average assets of 4%. At December 31, 1994, LTC's ratios were 18.69% and 4.98%, respectively. Restrictions exist regarding the ability of LTC to transfer funds to the Company in the form of cash dividends, loans or advances. Approval of the Division is required for LTC to pay dividends to the Company in excess of LTC's earnings retained in the current year plus retained net profits for the preceding two years.

Lease Commitments - LTC has certain equipment under capitalized leases recorded in the accompanying consolidated financial statements based on the present value of future minimum lease payments.

LTC has also entered into noncancelable operating leases to lease office space which expires October 1, 1999. The lease provided for prepayment of gross annual rentals for the first two years of the lease term. The prepayment amount represented annual rentals for two years discounted at 8%. Subsequently, the lease calls for equal monthly rent payments over the remaining term of the lease agreement. At the landlord's option, annual prepayments of approximately $378,000 may be required beginning October 1, 1994. As of October 1, 1994 no prepayment was required.

Future minimum rental payments required under capital and operating leases as of December 31, 1994 are as follows:

	Capital	Operating
Year ending December 31:		
1995	$ 92,884	$ 466,232
1996	101,328	466,232
1997	101,328	415,445
1998	92,884	410,828
1999		308,121
Total minimum lease payments	388,424	$2,066,858
Less amount representing interest	46,630	
Present value of net minimum lease payments calculated at a discount rate of 7.0%	$341,794	

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Rental expense was $478,664 and $433,547 for the years ended December 31, 1994 and 1993, respectively.

Severance Commitments - During the current year, LTC entered into a Change-in-Control Severance Agreement with two of its officers. The agreement provides that severance benefits amounting to the respective annualized base salaries of these officers will be paid to such officers when there is a change in control, as defined, and there is either: (a) an involuntary termination within the severance period commencing six months prior to a change in control and ending three years after a change in control; or (b) a voluntary termination within six months of a change in control.

7. INCOME TAXES

The Company files a consolidated income tax return. Under an informal tax agreement, income tax expense determined on a separate return basis is paid to the Company by LTC, and related balances are included in Income Tax Receivable.

The Company follows Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS No. 109) which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, SFAS No. 109 generally considers all expected future events other than the enactment or changes in the tax law or rules. Under SFAS No. 109, the $151,537 cumulative effect of adoption was included in the consolidated income statement in 1993.

The net deferred tax asset of the Company and its subsidiaries at December 31, 1994 and 1993 is as follows:

	1994	1993
Depreciation	$ 72,287	$ 64,376
Vacation pay accrual	48,779	31,993
Bonus accrual	5,506	14,382
Unrealized loss on investments		15,560
Other	6,135	24,126
Total	$132,707	$150,437

9. EMPLOYEE BENEFITS

Employees participate in a 401(k) plan. The plan covers substantially all employees who have completed at least one year of service with LTC. Contributions to the plan consist of the employee portion and a 50% matching employer amount. LTC contributed $80,712 and $59,048 to the plan in 1994 and 1993, respectively.

LINCOLN HOLDINGS, INC.
CONSOLIDATED BALANCE SHEET (Unaudited)

	June 30, 1995
ASSETS	
Cash and cash equivalents	$27,191,000
Accounts receivable	3,778,000
Prepaid expenses and other assets	390,000
Trust account investments	232,223,000
Property and equipment-net	1,263,000
Deferred income taxes	133,000
Identifiable intangible assets relating to acquisitions-net	4,297,000
Goodwill-net	708,000
Total	$269,983,000
LIABILITIES AND STOCKHOLDERS' EQUITY	
Accounts payable	$760,000
Accrued expenses	471,000
Accrued income taxes	101,000
Deferred revenues	449,000
Trust account deposits	250,763,000
Long-term debt	4,500,000
Other long-term obligations	3,309,000
Total liabilities	260,353,000
Stockholders' equity	9,630,000

Total	$269,983,000
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LINCOLN HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF INCOME
for the Six-Month Periods Ended June 30, 1995 and 1994 (Unaudited)

	Six Months Ended June 30, 1995	1994
Revenues	$9,182,000	$7,964,000
Cost of revenues:		
Salaries, commissions and payroll related costs	3,497,000	2,990,000
Data processing expenses, rentals and telecommunication costs	480,000	362,000
Other operating expenses	1,302,000	1,376,000
Depreciation and amortization of property and equipment	799,000	656,000
Total cost of revenues	6,078,000	5,384,000
Operating income	3,104,000	2,580,000
Interest expense - net	203,000	258,000
Income before income taxes	2,901,000	2,322,000
Income tax provision	1,190,000	929,000
Net income	$1,711,000	$1,393,000
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LINCOLN HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the Six-Month Periods Ended June 30, 1995 and 1994 (Unaudited)

	Six Months Ended June 30, 1995	1994
Cash flows from operating activities:		
Net income	$1,711,000	$1,393,000
Adjustments to reconcile income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	799,000	656,000
Cash provided (used) by changes in assets and liabilities, net of effects from acquisitions of businesses:		
Accounts receivable	(827,000)	(536,000)
Prepaid expenses and other assets	(152,000)	51,000
Accounts payable and accrued expenses	(5,000)	(155,000)
Deferred revenue	449,000	302,000
Net cash provided by operating activities	1,975,000	1,711,000
Cash flows from investing activities:		
Capital expenditures	(50,000)	(221,000)
Payment for acquisition of businesses	(2,396,000)	(12,000)
Trust account investments	1,432,000	(37,305,000)
Net cash used by investing activities	(1,014,000)	(37,538,000)
Cash flows from financing activities:		
Borrowings and other long-term obligations-net	(29,000)	(575,000)
Trust account deposits	24,870,000	38,731,000
Net cash provided by financing activities	24,841,000	38,156,000
Change in cash	25,802,000	2,329,000
Beginning balance	1,389,000	415,000
Ending balance	$27,191,000	$2,744,000
	===========	===========

FISERV, INC., INFORMATION TECHNOLOGY, INC. and LINCOLN HOLDINGS, INC.
Proforma Combined Statement of Income
for the Year Ended December 31, 1994
(in thousands, except per share data)

<TABLE>
<CAPTION>

	FIserv, Inc.	Information Technology, Inc.	Lincoln Holdings, Inc.	Proforma Adjustments		Proforma Combined
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Revenues	$563,590	$115,331	$16,249	($54,463)	(1)	$640,707
Cost of revenues:						
Operating expenses	463,149	71,797	9,797	(54,463)	(1)	490,280
Depreciation and amortization of property and equipment	29,987	2,078	1,363			33,428
Amortization of intangible assets	10,846			9,163	(2)	20,009
Capitalization of internally generated computer software-net	(9,599)					(9,599)
Total	494,383	73,875	11,160	(45,300)		534,118
Operating Income	69,207	41,456	5,089	(9,163)		106,589
Interest expense - net	6,433	(2,633)	518	25,019	(3)	29,337
Income before income taxes	62,774	44,089	4,571	(34,182)		77,252
Income tax provision	25,110		1,727	3,757	(4)	30,594
Net income	$37,664	$44,089	$2,844	($37,939)		$46,658
Net income per common and common equivalent share	$0.95					$1.03
Shares used in computing net income per share	39,854		840	4,574		45,268

</TABLE>

Notes to proforma adjustments.

(1) In order to conform to the method of accounting followed by FIserv, Inc. in recording equipment resales, revenues and cost of revenues have been reduced by the cost of equipment resales.

(2) Amortization of goodwill is being recorded over a forty year life.

(3) Interest on funds borrowed to finance the acquisition, and elimination of interest earned by ITI.

(4) Income taxes on proforma adjustments at 41%, and on income of ITI (a subchapter S corporation for income tax purposes).

FISERV, INC. and INFORMATION TECHNOLOGY, INC.
Pro Forma Combined Statement of Income
for the Six Months Ended June 30, 1995
(in thousands, except per share data)

<TABLE>
<CAPTION>

	FIserv, Inc.	Information Technology, Inc.	Proforma Adjustments		Proforma Combined
<S>	<C>	<C>	<C>	<C>	<C>
Revenues	$330,649	$53,738	($28,303)	(1)	$356,084
Cost of revenues:					
Operating expenses	263,400	35,264	(28,303)	(1)	270,361
Depreciation and amortization of property and equipment	18,794	600			19,394
Amortization of intangible assets	6,351		3,436	(2)	9,787
Capitalization of internally generated computer software-net	(3,532)				(3,532)
Total	285,013	35,864	(24,867)		296,010
Operating income	45,636	17,874	(3,436)		60,074
Interest expense - net	6,274		9,382	(3)	15,656
Income before income taxes	39,362	17,874	(12,818)		44,418
Income tax provision	16,138		2,073	(4)	18,211
Net income	$23,224	$17,874	($14,891)		$26,207
Net income per common and common equivalent share	$0.55				$0.57
Shares used in computing net income per share	42,157		3,431		45,588

</TABLE>

Notes to proforma adjustments.

(1) In order to conform to the method of accounting followed by FIserv, Inc. in recording equipment resales, revenues and cost of revenues have been reduced by the cost of equipment resales.

(2) Amortization of goodwill is being recorded over a forty year life.

(3) Interest on funds borrowed to finance the acquisition, and elimination of interest earned by ITI.

(4) Income taxes on proforma adjustments at 41%, and on income of ITI (a subchapter S corporation for income tax purposes).

FISERV, INC. and Subsidiaries and LINCOLN HOLDINGS, INC.
proforma combined statements of income

Year ended December 31,	1994	1993	1992
Revenues	$579,839,000	$467,862,000	$341,154,000
Cost of revenues:			
Operating expenses	472,946,000	385,969,000	282,983,000
Depreciation and amortization of property and equipment	31,350,000	22,450,000	16,596,000
Amortization of intangible assets	10,846,000	9,098,000	6,589,000
Capitalization of internally generated computer software-net	(9,599,000)	(7,185,000)	(6,757,000)
Total	505,543,000	410,332,000	299,411,000
Operating income	74,296,000	57,530,000	41,743,000
Interest expense - net	6,951,000	4,353,000	2,452,000
Income before income taxes	67,345,000	53,177,000	39,291,000
Income tax provision	26,938,000	20,464,000	14,925,000
Net income	$40,407,000	$32,713,000	$24,366,000
Net income per common and common equivalent share	$0.99	$0.83	$0.69
Shares used in computing net income per share	40,694,000	39,414,000	35,379,000