# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D. C. 20549**

# FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the quarterly period ended March 31, 2008**

**OR**

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the transition period from______ to ______**

**Commission File Number 0-14948**

# FISERV, INC.
**(Exact Name of Registrant as Specified in Its Charter)**

| | |
|---|---|
| **WISCONSIN**<br>**(State or Other Jurisdiction of Incorporation or Organization)** | **39-1506125**<br>**(I. R. S. Employer Identification No.)** |
| **255 FISERV DRIVE, BROOKFIELD, WI**<br>**(Address of Principal Executive Offices)** | **53045**<br>**(Zip Code)** |

**(262) 879-5000**
**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of May 6, 2008, there were 163,934,703 shares of common stock, $.01 par value, of the registrant outstanding.

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**FISERV, INC. AND SUBSIDIARIES**

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## PART I. FINANCIAL INFORMATION

## ITEM I. FINANCIAL STATEMENTS

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**
(In millions, except per share data)
(Unaudited)

| | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 |
|---|---|---|
| Revenues: | | |
| Processing and services | $ 947 | $ 646 |
| Product | 363 | 298 |
| Total revenues | 1,310 | 944 |
| Expenses: | | |
| Cost of processing and services | 566 | 403 |
| Cost of product | 306 | 236 |
| Selling, general and administrative | 212 | 128 |
| Total expenses | 1,084 | 767 |
| Operating income | 226 | 177 |
| Interest expense, net | 68 | 9 |
| Income from continuing operations before income taxes | 158 | 168 |
| Income tax provision | 61 | 65 |
| Income from continuing operations | 97 | 103 |
| Income from discontinued operations, net of income taxes | 232 | 11 |
| Net income | $ 329 | $ 114 |
| Net income per share – basic: | | |
| Continuing operations | $ 0.59 | $ 0.60 |
| Discontinued operations | 1.42 | 0.07 |
| Total | $ 2.00 | $ 0.67 |
| Net income per share – diluted: | | |
| Continuing operations | $ 0.58 | $ 0.59 |
| Discontinued operations | 1.40 | 0.07 |
| Total | $ 1.99 | $ 0.66 |
| Shares used in computing net income per share: | | |
| Basic | 164.0 | 170.0 |
| Diluted | 165.4 | 172.6 |

See notes to condensed consolidated financial statements.

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED BALANCE SHEETS**
(Dollars in millions)
(Unaudited)

| | March 31, 2008 | December 31, 2007 |
|---|---|---|
| **ASSETS** | | |
| Cash and cash equivalents | **$ 371** | $ 297 |
| Trade accounts receivable, net | **842** | 840 |
| Deferred income taxes | **72** | 71 |
| Prepaid expenses and other current assets | **367** | 353 |
| Assets of discontinued operations held for sale | **1,259** | 2,643 |
| Total current assets | **2,911** | 4,204 |
| Property and equipment, net | **360** | 372 |
| Intangible assets, net | **2,305** | 2,324 |
| Goodwill | **4,818** | 4,817 |
| Other long-term assets | **126** | 129 |
| Total assets | **$10,520** | $ 11,846 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| Trade accounts payable | **$ 171** | $ 182 |
| Accrued expenses | **583** | 599 |
| Current maturities of long-term debt | **468** | 510 |
| Deferred revenues | **349** | 351 |
| Liabilities of discontinued operations held for sale | **1,159** | 2,112 |
| Total current liabilities | **2,730** | 3,754 |
| Long-term debt | **4,308** | 4,895 |
| Deferred income taxes | **564** | 571 |
| Other long-term liabilities | **226** | 159 |
| Total liabilities | **7,828** | 9,379 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, no par value: 25.0 million shares authorized; none issued | **—** | — |
| Common stock, $0.01 par value: 450.0 million shares authorized; 198.1 million shares issued | **2** | 2 |
| Additional paid-in capital | **704** | 700 |
| Accumulated other comprehensive loss | **(77)** | (41) |
| Accumulated earnings | **3,655** | 3,326 |
| Treasury stock, at cost, 34.3 million and 33.0 million shares | **(1,592)** | (1,520) |
| Total shareholders' equity | **2,692** | 2,467 |
| Total liabilities and shareholders' equity | **$10,520** | $ 11,846 |

See notes to condensed consolidated financial statements.

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**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
(In millions)
(Unaudited)

| | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income | **$ 329** | $ 114 |
| Adjustment for discontinued operations | **(232)** | (11) |
| Adjustments to reconcile net income to net cash provided by operating activities from continuing operations: | | |
| Deferred income taxes | **7** | (5) |
| Share-based compensation | **8** | 11 |
| Excess tax benefit from exercise of stock options | **(1)** | (3) |
| Amortization of acquisition-related intangible assets | **38** | 7 |
| Depreciation and other amortization | **52** | 36 |
| Changes in assets and liabilities, net of effects from acquisitions: | | |
| Trade accounts receivable | **(2)** | 7 |
| Prepaid expenses and other assets | **5** | — |
| Trade accounts payable and other liabilities | **13** | 13 |
| Deferred revenues | **—** | (7) |
| Net cash provided by operating activities from continuing operations | **217** | 162 |
| **Cash flows from investing activities:** | | |
| Capital expenditures, including capitalization of software costs | **(50)** | (45) |
| Payment for acquisitions of businesses, net of cash acquired | **(17)** | (44) |
| Other investing activities | **(30)** | — |
| Net cash used in investing activities from continuing operations | **(97)** | (89) |
| **Cash flows from financing activities:** | | |
| (Repayments of) proceeds from long-term debt, net | **(632)** | 74 |
| Issuance of common stock and treasury stock | **16** | 14 |
| Purchases of treasury stock | **(94)** | (142) |
| Excess tax benefit from exercise of stock options | **1** | 3 |
| Other financing activities | **3** | (8) |
| Net cash used in financing activities from continuing operations | **(706)** | (59) |
| Net change in cash and cash equivalents from continuing operations | **(586)** | 14 |
| Net cash transactions transferred from discontinued operations | **660** | 10 |
| Beginning balance | **297** | 117 |
| Ending balance | **$ 371** | $ 141 |
| **Discontinued operations cash flow information:** | | |
| Net cash (used in) provided by operating activities | **$ (25)** | $ 9 |
| Net cash provided by (used in) investing activities | **816** | (105) |
| Net cash provided by financing activities | **54** | 98 |
| Net change in cash and cash equivalents from discontinued operations | **845** | 2 |
| Cash and cash equivalents sold | **(26)** | — |
| Net cash transactions transferred to continuing operations | **(660)** | (10) |
| Beginning balance – discontinued operations | **149** | 55 |
| Ending balance – discontinued operations | **$ 308** | $ 47 |

See notes to condensed consolidated financial statements.

**FISERV, INC. AND SUBSIDIARIES**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

### 1. Principles of Consolidation

The condensed consolidated financial statements for the three-month periods ended March 31, 2008 and 2007 are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the condensed consolidated financial statements have been included. Such adjustments consisted of normal recurring items. Interim results are not necessarily indicative of results for a full year. The condensed consolidated financial statements and accompanying notes are presented as permitted by Form 10-Q and do not contain certain information included in the annual consolidated financial statements and accompanying notes of Fiserv, Inc. and its subsidiaries (the "Company"). These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

The condensed consolidated financial statements include the accounts of Fiserv, Inc. and all majority owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. Certain amounts reported in prior periods have been reclassified to conform to the current presentation.

### 2. Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No. 141 (revised 2007), *Business Combinations* ("SFAS 141(R)"), which replaces SFAS No. 141, *Business Combinations.* SFAS 141(R) generally retains the underlying concepts of SFAS 141 because it requires all business combinations to be accounted for at fair value under the acquisition method of accounting, but it changes how the acquisition method of accounting is applied in a number of significant aspects. Acquisition costs will be expensed as incurred; contingent consideration will be recorded at fair value on the date of acquisition; restructuring costs associated with a business combination will be expensed subsequent to the acquisition date; and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date will affect the income tax provision. SFAS 141(R) is effective on a prospective basis for all of the Company's business combinations with an acquisition date on or after January 1, 2009, with the exception of the accounting for valuation allowances on deferred taxes and acquired tax contingencies. Early adoption is not permitted. The Company is currently assessing the impact that the adoption of SFAS 141(R) will have on its financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51* ("SFAS 160"). This statement is effective for fiscal years beginning on or after December 15, 2008 and requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income and this statement includes expanded disclosure requirements. The Company does not expect that the adoption of SFAS 160 will have a material impact on its financial statements, although it is still assessing the impact it may have.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ("SFAS 161"). SFAS 161 requires specific disclosures about derivative instruments in the financial statements; how derivative instruments are accounted for; and how derivative instruments affect an entity's financial position, financial performance, and cash flows. This statement is effective for fiscal years and interim periods beginning after November 15, 2008. The Company is currently assessing the impact that the adoption of SFAS 161 will have on its financial statements.

### 3. Fair Value Measurements

The Company adopted SFAS No. 157, *Fair Value Measurements* ("SFAS 157"), on January 1, 2008 as it relates to financial assets and liabilities and the impact of this adoption was not material to the Company's financial statements. SFAS 157 will be effective for the Company's nonfinancial assets and liabilities on January 1, 2009. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements, defines fair value based upon an exit price model, establishes a framework for measuring fair value, and expands the applicable disclosure requirements. SFAS 157 indicates, among other things, that a fair value measurement assumes that a transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability.

SFAS 157 establishes a fair value hierarchy for the pricing inputs used to measure fair value. The Company's assets and liabilities measured at fair value are classified in one of the following categories:

Level 1 – Assets or liabilities for which fair value is based on quoted prices in active markets for identical instruments as of the reporting date. At March 31, 2008, none of the Company's assets or liabilities were valued using Level 1 pricing inputs.

Level 2 – Available-for-sale investments of $73 million and liabilities for interest rate hedge contracts of $100 million were based on valuation models for which pricing inputs were either directly or indirectly observable as of the reporting date.

Level 3 – Assets or liabilities for which fair value is based on valuation models with significant unobservable pricing inputs and which result in the use of management estimates. At March 31, 2008, none of the Company's assets or liabilities were valued using Level 3 pricing inputs.

*Interest Rate Hedge Contracts*

To manage exposure to fluctuations in interest rates, the Company maintains a series of interest rate swap agreements ("Swaps") with total notional values of $1.75 billion at March 31, 2008. The fair value of the Swaps, which totaled $100 million and $41 million at March 31, 2008 and December 31, 2007, respectively, were recorded in other long-term liabilities in the consolidated balance sheets with a corresponding amount recorded within accumulated other comprehensive loss, net of income taxes of $36 million and $15 million, respectively. In the first quarter of 2008, interest expense of $1 million was recognized due to hedge ineffectiveness and no amounts were excluded from the assessment of hedge effectiveness. Based on the amounts recorded in shareholders' equity as accumulated other comprehensive loss at March 31, 2008, the Company estimates that approximately $30 million will be recognized in interest expense during the next twelve months related to interest rate hedge contracts.

**4. Discontinued Operations**

*Fiserv ISS*

In 2007, the Company signed definitive agreements to sell its investment support services segment ("Fiserv ISS") in two separate transactions. On February 4, 2008, the Company completed the first transaction by selling Fiserv Trust Company and the accounts of the Company's institutional retirement plan and advisor services operations to TD AMERITRADE Online Holdings, Inc. for $273 million in cash at closing. In the first quarter of 2008, the Company recognized a gain on sale of $131 million, net of income taxes of $73 million, for this transaction. A final adjustment for net working capital is expected to be determined in the second or third quarter of 2008.

In the second transaction, Robert Beriault Holdings, Inc., an entity controlled by the current president of Fiserv ISS, has agreed to acquire the remaining accounts and net capital of Fiserv ISS, including the investment administration services business which provides back office and custody services for individual retirement accounts, for net book value. Under the amended purchase agreement, the Company will not retain an interest in this business subsequent to the disposition. This portion of the Fiserv ISS disposition is expected to close by the end of the third quarter of 2008, and is subject to regulatory approval and customary closing conditions.

*Fiserv Health*

On January 10, 2008, the Company completed the sale of a majority of its health businesses ("Fiserv Health") to UnitedHealthcare Services, Inc. for $721 million in cash at closing. In the first quarter of 2008, the Company recognized a gain on sale of $91 million, net of income taxes of $216 million, for this transaction. A final adjustment for net working capital is expected to be determined in the second or third quarter of 2008.

*Other Dispositions*

For the three months ended March 31, 2008, the Company recognized gains totaling $9 million, net of income taxes, related to the sale of two businesses in its lending division.

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The assets and liabilities, results of operations and cash flows of Fiserv ISS, Fiserv Health and the other dispositions have been reported as discontinued operations in the accompanying condensed consolidated financial statements for all periods presented. Summarized financial information for discontinued operations was as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| *(In millions)* | 2008 | 2007 |
| Total revenues | **$ 60** | $ 272 |
| Income before income taxes | **2** | 18 |
| Income tax provision | **(1)** | (7) |
| Gain on sale, net of income taxes | **231** | — |
| Income from discontinued operations | **$ 232** | $ 11 |

Assets and liabilities of discontinued operations are presented separately as assets and liabilities of discontinued operations held for sale in the accompanying condensed consolidated balance sheets and consisted of the following:

| *(In millions)* | March 31, 2008 | December 31, 2007 |
|---|---|---|
| Cash and cash equivalents | **$ 308** | $ 149 |
| Trade accounts receivable, net | **16** | 95 |
| Prepaid expenses and other assets | **3** | 47 |
| Investments | **928** | 1,888 |
| Property and equipment, net | **4** | 24 |
| Intangible assets, net | **—** | 440 |
| Assets of discontinued operations held for sale | **$ 1,259** | $ 2,643 |
| Trade accounts payable and other liabilities | **$ 321** | $ 201 |
| Retirement account deposits | **838** | 1,911 |
| Liabilities of discontinued operations held for sale | **$ 1,159** | $ 2,112 |

Fiserv ISS accepts retirement account deposits from customers and invests the funds in securities. Such amounts due to customers represent the primary source of funds for Fiserv ISS' investments which primarily consist of GNMA, FNMA and FHLMC mortgage-backed pass-through securities and collateralized mortgage obligations rated AAA by Standard and Poor's.

**5. Share-Based Compensation**

The Company recognized $8 million and $11 million of share-based compensation during the three months ended March 31, 2008 and 2007, respectively. The Company's annual grant of share-based awards generally occurs in the first quarter. Stock options granted in 2008 generally vest over a three year period beginning on the first anniversary of the grant date. During the three months ended March 31, 2008, the Company granted 1.4 million stock options and 0.3 million restricted stock units at weighted-average estimated fair values of $20.60 and $54.08, respectively. During the three months ended March 31, 2007, the Company granted 0.9 million stock options and 0.1 million shares of restricted stock at weighted-average estimated fair values of $20.87 and $54.20, respectively. During the three months ended March 31, 2008 and 2007, stock options to purchase 0.3 million shares and 1.1 million shares, respectively, were exercised.

**6. Shares Used in Computing Net Income Per Share**

Basic weighted-average outstanding shares used in calculating net income per share were 164.0 million and 170.0 million for the three months ended March 31, 2008 and 2007, respectively. Diluted weighted-average outstanding shares used in calculating net income per share were 165.4 million and 172.6 million for the three months ended March 31, 2008 and 2007, respectively, and include 1.4 million and 2.6 million common stock equivalents, respectively. For the three months ended March 31, 2008 and 2007, stock options for 1.9 million shares and 0.2 million shares, respectively, were excluded from the calculation of diluted weighted-average outstanding shares because their impact was anti-dilutive.

**7. Comprehensive Income**

Comprehensive income was as follows:

| *(In millions)* | Three Months Ended March 31, 2008 | 2007 |
|---|---|---|
| Net income | **$ 329** | $ 114 |
| Other comprehensive loss: | | |
| Fair market value adjustments on cash flow hedges, net of income taxes | **(37)** | — |
| Other, net | **1** | (1) |
| Other comprehensive loss | **(36)** | (1) |
| Comprehensive income | **$ 293** | $ 113 |

**8. Litigation and Contingencies**

On or about April 10, 2007, the first of two related shareholder securities putative class actions was filed against CheckFree Corporation ("CheckFree") and Messrs. Peter J. Kight and David E. Mangum, CheckFree's former chief executive officer and chief financial officer, respectively, in federal court in Atlanta styled as follows: Skubella v. CheckFree Corporation, et al., Civil Action No. 1:07-CV-0796-TWT, United States District Court for the Northern District of Georgia, Atlanta Division; Gattelaro v. CheckFree Corporation, et al., Civil Action No. 1:07-CV-0945-TWT, United States District Court for the Northern District of Georgia, Atlanta Division. On June 29, 2007, the Court entered an order that, among other things, consolidated these two actions and appointed Southwest Carpenters Pension Trust as the Lead Plaintiff. On August 27, 2007, the Lead Plaintiff filed its consolidated class action complaint for violation of the federal securities laws on behalf of a putative class of all purchasers of the publicly traded securities of CheckFree between April 25, 2006, and October 24, 2006. The amended complaint sought undisclosed damages against defendants for violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, as well as for violation of Section 20(a) against the individual defendants. The claims related to CheckFree's disclosures concerning its electronic commerce and payment services business. On October 11, 2007, defendants filed a motion to dismiss the consolidated class action complaint. On April 25, 2008, the Court granted defendants' motion to dismiss the consolidated class action complaint without prejudice. No liability has been accrued in the financial statements for this matter.

On or about August 30, 2007, the first of two related derivative actions was filed in the Court of Chancery of the State of Delaware in and for New Castle County styled as follows: Tawil v. CheckFree Corporation, et al.; Civ. Action No. 3193-CC; Weil v. CheckFree Corporation, et al., Civ. Action No. 3260-CC. On October 10, 2007, the cases were consolidated as In re CheckFree Corporation Shareholders Litigation, Consolidated Civ. Action No. 3193-CC. The complaint named the following as defendants: CheckFree, Mark A. Johnson, Eugene F. Quinn, William P. Boardman, James D. Dixon, Peter J. Kight, C. Kim Goodwin, Jeffrey M. Wilkins, and Fiserv, Inc. The action was filed on behalf of a putative class of the public stockholders of CheckFree and sought, among other things, to enjoin the proposed acquisition of CheckFree by Fiserv, Inc. or, in the alternative, to rescind the transaction or award the class rescissory damages. On September 26, 2007, defendant CheckFree filed its motion to dismiss the claims, and on October 2, 2007, the other defendants filed their motion to dismiss the claims. On October 18, 2007, the Court of Chancery denied Plaintiffs' motion for a preliminary injunction regarding the acquisition. On March 12, 2008, the Court of Chancery granted Plaintiffs' proposed Order of Dismissal, which dismissed the case without prejudice. No liability has been accrued in the financial statements for this matter.

**9. Business Segment Information**

The Company acquired CheckFree for a purchase price of $4.4 billion on December 3, 2007. In connection with the integration of CheckFree and the significant expansion of our payments related businesses, along with associated organizational changes, the Company reclassified its reporting segments for all periods presented to align them with how the chief operating decision maker of the Company currently manages the business. As a result, effective January 1, 2008, the Company's continuing operations are classified into four business segments: Financial Institutions Services

("Financial"), Payments and Industry Products ("Payments"), Insurance Services ("Insurance"), and Corporate and Other. The Financial segment provides: core account processing solutions; item processing; deposit automation; loan origination and servicing products; cash management; and consulting services for financial institutions. The Payments segment provides: electronic transaction processing services, including EFT and debit processing, internet banking, electronic bill payment and presentment services and biller services; card and print personalization services; risk and transaction management products; and investment account processing services. The Insurance segment provides: core policy claims and billing administration systems for life and property and casualty insurance carriers and agencies; workers' compensation transaction processing and administration services for pharmacies and insurance carriers; and flood claims processing and program administration. The Corporate and Other segment consists of unallocated corporate overhead expenses, amortization of acquisition-related intangible assets and intercompany eliminations. Revenues and operating income for the Company's reporting segments were as follows for the three months ended March 31, 2008 and 2007:

| *(In millions)* | Financial | Payments | Insurance | Corporate and Other | Total |
|---|---|---|---|---|---|
| **2008** | | | | | |
| Processing and services revenue | **$ 503** | **$ 390** | **$ 58** | **$ (4)** | **$ 947** |
| Product revenue | **46** | **139** | **191** | **(13)** | **363** |
| Total revenues | **$ 549** | **$ 529** | **$ 249** | **$ (17)** | **$1,310** |
| Operating income | **$ 138** | **$ 140** | **$ 16** | **$ (68)** | **$ 226** |
| **2007** | | | | | |
| Processing and services revenue | $ 458 | $ 126 | $ 62 | $ — | $ 646 |
| Product revenue | 52 | 124 | 128 | (6) | 298 |
| Total revenues | $ 510 | $ 250 | $ 190 | $ (6) | $ 944 |
| Operating income | $ 124 | $ 56 | $ 16 | $ (19) | $ 177 |

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**10. Subsidiary Guarantors of Long-Term Debt**

Certain of the Company's 100% owned domestic subsidiaries ("Guarantor Subsidiaries") jointly and severally, and fully and unconditionally guarantee the Company's indebtedness under its revolving credit facility, senior term loan, and the senior notes due in 2012 and 2017. The following condensed consolidating financial information is presented on the equity method and reflects the summarized financial information for: (a) the Company; (b) the Guarantor Subsidiaries on a combined basis; and (c) the Company's non-guarantor subsidiaries on a combined basis.

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING STATEMENT OF INCOME**
**THREE MONTHS ENDED MARCH 31, 2008**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Processing and services | $ — | $ 625 | $ 339 | $ (17) | $ 947 |
| Product | — | 156 | 213 | (6) | 363 |
| Total revenues | — | 781 | 552 | (23) | 1,310 |
| Expenses: | | | | | |
| Cost of processing and services | (1) | 367 | 220 | (20) | 566 |
| Cost of product | — | 115 | 196 | (5) | 306 |
| Selling, general and administrative | 22 | 114 | 76 | — | 212 |
| Total expenses | 21 | 596 | 492 | (25) | 1,084 |
| Operating income (loss) | (21) | 185 | 60 | 2 | 226 |
| Interest expense, net | 59 | 1 | 8 | — | 68 |
| Income (loss) from continuing operations before income taxes | (80) | 184 | 52 | 2 | 158 |
| Income tax provision (benefit) | (32) | 72 | 20 | 1 | 61 |
| Income (loss) from continuing operations | (48) | 112 | 32 | 1 | 97 |
| Equity in earnings of consolidated entities | 377 | — | — | (377) | — |
| Income from discontinued operations, net of income taxes | — | — | 232 | — | 232 |
| Net income | $ 329 | $ 112 | $ 264 | $ (376) | $ 329 |

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING STATEMENT OF INCOME**
**THREE MONTHS ENDED MARCH 31, 2007**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Processing and services | $ 1 | $ 410 | $ 241 | $ (6) | $ 646 |
| Product | — | 157 | 148 | (7) | 298 |
| Total revenues | 1 | 567 | 389 | (13) | 944 |
| Expenses: | | | | | |
| Cost of processing and services | (1) | 253 | 160 | (9) | 403 |
| Cost of product | — | 111 | 132 | (7) | 236 |
| Selling, general and administrative | 26 | 56 | 46 | — | 128 |
| Total expenses | 25 | 420 | 338 | (16) | 767 |
| Operating income (loss) | (24) | 147 | 51 | 3 | 177 |
| Interest expense (income), net | 2 | (2) | 9 | — | 9 |
| Income (loss) from continuing operations before income taxes | (26) | 149 | 42 | 3 | 168 |
| Income tax provision (benefit) | (10) | 57 | 17 | 1 | 65 |
| Income (loss) from continuing operations | (16) | 92 | 25 | 2 | 103 |
| Equity in earnings of consolidated entities | 130 | — | — | (130) | — |
| Income from discontinued operations, net of income taxes | — | — | 11 | — | 11 |
| Net income | $ 114 | $ 92 | $ 36 | $ (128) | $ 114 |

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING BALANCE SHEET**
**MARCH 31, 2008**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| Cash and cash equivalents | $ 156 | $ 118 | $ 97 | $ — | $ 371 |
| Trade accounts receivable, net | (3) | 370 | 475 | — | 842 |
| Prepaid expenses and other current assets | 79 | 157 | 203 | — | 439 |
| Assets of discontinued operations held for sale | — | — | 1,259 | — | 1,259 |
| Total current assets | 232 | 645 | 2,034 | — | 2,911 |
| Investments in affiliates | 7,130 | — | — | (7,130) | — |
| Goodwill and intangible assets, net | (1) | 5,745 | 1,379 | — | 7,123 |
| Other long-term assets, net | 33 | 309 | 144 | — | 486 |
| Total assets | $ 7,394 | $ 6,699 | $ 3,557 | $ (7,130) | $ 10,520 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | |
| Trade accounts payable and other current liabilities | $ 534 | $ 518 | $ 519 | $ — | $ 1,571 |
| Liabilities of discontinued operations held for sale | — | — | 1,159 | — | 1,159 |
| Total current liabilities | 534 | 518 | 1,678 | — | 2,730 |
| Long-term debt | 4,302 | 4 | 2 | — | 4,308 |
| Due to (from) affiliates | (475) | (1,350) | 1,825 | — | — |
| Other long-term liabilities | 341 | 452 | (3) | — | 790 |
| Total liabilities | 4,702 | (376) | 3,502 | — | 7,828 |
| Total shareholders' equity | 2,692 | 7,075 | 55 | (7,130) | 2,692 |
| Total liabilities and shareholders' equity | $ 7,394 | $ 6,699 | $ 3,557 | $ (7,130) | $ 10,520 |

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING BALANCE SHEET**
**DECEMBER 31, 2007**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| Cash and cash equivalents | $ 41 | $ 132 | $ 124 | $ — | $ 297 |
| Trade accounts receivable, net | (5) | 393 | 452 | — | 840 |
| Prepaid expenses and other current assets | 95 | 138 | 191 | — | 424 |
| Assets of discontinued operations held for sale | — | — | 2,643 | — | 2,643 |
| Total current assets | 131 | 663 | 3,410 | — | 4,204 |
| Investments in affiliates | 7,361 | — | — | (7,361) | — |
| Goodwill and intangible assets, net | 1 | 5,765 | 1,375 | — | 7,141 |
| Other long-term assets, net | 33 | 314 | 154 | — | 501 |
| Total assets | $ 7,526 | $ 6,742 | $ 4,939 | $ (7,361) | $ 11,846 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | |
| Trade accounts payable and other current liabilities | $ 558 | $ 549 | $ 535 | $ — | $ 1,642 |
| Liabilities of discontinued operations held for sale | — | — | 2,112 | — | 2,112 |
| Total current liabilities | 558 | 549 | 2,647 | — | 3,754 |
| Long-term debt | 4,887 | 5 | 3 | — | 4,895 |
| Due to (from) affiliates | (695) | (427) | 1,122 | — | — |
| Other long-term liabilities | 309 | 462 | (41) | — | 730 |
| Total liabilities | 5,059 | 589 | 3,731 | — | 9,379 |
| Total shareholders' equity | 2,467 | 6,153 | 1,208 | (7,361) | 2,467 |
| Total liabilities and shareholders' equity | $ 7,526 | $ 6,742 | $ 4,939 | $ (7,361) | $ 11,846 |

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**
**THREE MONTHS ENDED MARCH 31, 2008**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Cash flows from operating activities:** | | | | | |
| Net cash provided by operating activities from continuing operations | $ 37 | $ 146 | $ 35 | $ (1) | $ 217 |
| **Cash flows from investing activities:** | | | | | |
| Capital expenditures, including capitalization of software costs | (1) | (28) | (22) | 1 | (50) |
| Payment for acquisitions of businesses, net of cash acquired | (14) | (2) | (1) | — | (17) |
| Other investing activities | — | (135) | (40) | 145 | (30) |
| Net cash used in investing activities from continuing operations | (15) | (165) | (63) | 146 | (97) |
| **Cash flows from financing activities:** | | | | | |
| (Repayments of) proceeds from long-term debt, net | (632) | (1) | 1 | — | (632) |
| Purchases of treasury stock | (94) | — | — | — | (94) |
| Other financing activities | 162 | 3 | — | (145) | 20 |
| Net cash (used in) provided by financing activities from continuing operations | (564) | 2 | 1 | (145) | (706) |
| Net change in cash and cash equivalents from continuing operations | (542) | (17) | (27) | — | (586) |
| Net cash transactions transferred from discontinued operations | 657 | 3 | — | — | 660 |
| Beginning balance | 41 | 132 | 124 | — | 297 |
| Ending balance | $ 156 | $ 118 | $ 97 | $ — | $ 371 |

**FISERV, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**
**THREE MONTHS ENDED MARCH 31, 2007**

| *(In millions)* | Parent Company | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Cash flows from operating activities:** | | | | | |
| Net cash provided by operating activities from continuing operations | $ 67 | $ 69 | $ 27 | $ (1) | $ 162 |
| **Cash flows from investing activities:** | | | | | |
| Capital expenditures, including capitalization of software costs | — | (25) | (20) | — | (45) |
| Payment for acquisitions of businesses, net of cash acquired | (43) | — | (1) | — | (44) |
| Other investing activities | — | (30) | (2) | 32 | — |
| Net cash used in investing activities from continuing operations | (43) | (55) | (23) | 32 | (89) |
| **Cash flows from financing activities:** | | | | | |
| Proceeds from (repayments of) long-term debt, net | 71 | (1) | 4 | — | 74 |
| Purchases of treasury stock | (142) | — | — | — | (142) |
| Other financing activities | 47 | (7) | — | (31) | 9 |
| Net cash (used in) provided by financing activities from continuing operations | (24) | (8) | 4 | (31) | (59) |
| Net change in cash and cash equivalents from continuing operations | — | 6 | 8 | — | 14 |
| Net cash transactions transferred from discontinued operations | 10 | — | — | — | 10 |
| Beginning balance | 24 | 73 | 20 | — | 117 |
| Ending balance | $ 34 | $ 79 | $ 28 | $ — | $ 141 |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

This quarterly report contains "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that express a plan, belief, expectation, estimation, anticipation, intent, contingency, future development or similar expression, and can generally be identified as forward-looking because they include words such as "believes," "anticipates," "expects," "could," "should," or words of similar meaning. Statements that describe our objectives or goals are also forward-looking statements. The forward-looking statements included in this report involve significant risks and uncertainties, and a number of factors, both foreseen and unforeseen, could cause actual results to differ materially from our current expectations. The factors that may affect our results include, among others, our ability to complete the sale of the remainder of the Fiserv ISS business, including the risk that the conditions to the completion of the transaction may not be satisfied or the required regulatory approvals may not be obtained timely or at all, our ability to successfully integrate CheckFree's operations, changes in customer demand for our products or services, pricing and other actions by competitors, the potential impact of our Fiserv 2.0 initiatives, general changes in economic conditions and other factors identified in our Annual Report on Form 10-K for the year ended December 31, 2007 and in other documents that we file with the Securities and Exchange Commission. We urge you to consider these factors carefully in evaluating the forward-looking statements and caution you not to place undue reliance upon forward-looking statements, which speak only as of the date of this report. We undertake no obligation to update forward-looking statements to reflect subsequent events or circumstances.

### Overview

We provide integrated information management systems and services, including transaction processing, electronic commerce products and services, business process outsourcing, document distribution services, and software and systems solutions. Our continuing operations are primarily in the United States and consist of four business segments: Financial Institution Services ("Financial"); Payments and Industry Products ("Payments"); Insurance Services ("Insurance"); and Corporate and Other.

The Financial segment provides: core account processing solutions; item processing; deposit automation; loan origination and servicing products; cash management; and consulting services for financial institutions. The Payments segment provides: electronic transaction processing services, including EFT and debit processing, internet banking, electronic bill payment and presentment services and biller services; card and print personalization services; risk and transaction management products; and investment account processing services. The Insurance segment provides: core policy claims and billing administration systems for life and property and casualty insurance carriers and agencies; workers' compensation transaction processing and administration services for pharmacies and insurance carriers; and flood claims processing and program administration. In addition to these business segments, the Corporate and Other segment consists of unallocated corporate overhead expenses, amortization of acquisition-related intangible assets and intercompany eliminations.

On January 10, 2008, we completed the sale of a majority of our health businesses ("Fiserv Health") to UnitedHealthcare Services, Inc. for $721 million in cash at closing. On February 4, 2008, we completed the first of two transactions to dispose of our investment support services segment ("Fiserv ISS") by selling Fiserv Trust Company and the accounts of our institutional retirement plan and advisor services operations to TD AMERITRADE Online Holdings, Inc. for $273 million in cash at closing. In the second transaction, Robert Beriault Holdings, Inc., has agreed to acquire the remaining accounts and net capital of Fiserv ISS, including the investment administration services business which provides back office and custody services for individual retirement accounts, for net book value. Under the amended purchase agreement, we will not retain an interest in this business subsequent to the disposition. This portion of the Fiserv ISS disposition remains subject to customary closing conditions and regulatory approvals and is expected to close by the end of the third quarter of 2008. The financial results of Fiserv Health and Fiserv ISS are reported as discontinued operations for all periods presented.

Management's discussion and analysis of financial condition and results of operations is provided as a supplement to the accompanying unaudited condensed consolidated financial statements and accompanying notes to help provide an understanding of our results of operations, our financial condition and the changes in our financial condition. Our discussion is organized as follows:

- *Recent accounting pronouncements*. This section provides a discussion of recent accounting pronouncements that may impact our results of operations and financial condition in the future.
- *Non-GAAP financial measure*. This section provides a discussion of internal revenue growth, a non-GAAP financial measure that we use in this report.
- *Results of operations*. In this section, we provide an analysis of the results of operations presented in the accompanying unaudited condensed consolidated statements of income by comparing the results for the three-month period ended March 31, 2008 to the comparable period in 2007.
- *Liquidity and capital resources*. In this section, we provide an analysis of our cash flows and outstanding debt as of March 31, 2008.

**Recent Accounting Pronouncements**

See Note 2 to the accompanying unaudited condensed consolidated financial statements for a description of recent accounting pronouncements, including the anticipated adoption dates, which is incorporated herein by reference.

**Non-GAAP Financial Measure**

In this report, we refer to internal revenue growth percentage, which is a non-GAAP financial measure. We use internal revenue growth percentage to monitor and evaluate our performance, and it is presented in this report because we believe that it allows investors to see the portion of our revenue growth that is attributed to acquired companies as compared to internal revenue growth. This non-GAAP financial measure should not be considered to be a substitute for our reported results prepared in accordance with GAAP. The method that we use to calculate internal revenue growth percentage is not necessarily comparable to similarly titled measures presented by other companies.

Internal revenue growth percentage is measured as the increase or decrease in total revenue for the current period less "acquired revenue from acquisitions" divided by total revenues from the prior period plus "acquired revenue from acquisitions." "Acquired revenue from acquisitions" represents pre-acquisition revenue of acquired companies, less dispositions, for the prior year. "Acquired revenue from acquisitions" was $324 million ($240 million, $54 million, $32 million, and ($2) million in the Payments, Insurance, Financial and Corporate and Other segments, respectively) in the first quarter of 2007.

**Results of Operations**

The following table presents, for the periods indicated, certain amounts included in our condensed consolidated statements of income, the relative percentage that those amounts represent to revenues, and the change in those amounts from year to year. This information should be read together with the condensed consolidated financial statements and accompanying notes.

| *(In millions)* | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 | Percentage of Revenue (1) 2008 | Percentage of Revenue (1) 2007 | Increase (Decrease) $ | Increase (Decrease) % |
|---|---|---|---|---|---|---|
| Revenues: | | | | | | |
| Processing and services | $ 947 | $ 646 | 72.3% | 68.4% | $301 | 47% |
| Product | 363 | 298 | 27.7% | 31.6% | 65 | 22% |
| Total revenues | 1,310 | 944 | 100.0% | 100.0% | 366 | 39% |
| Expenses: | | | | | | |
| Cost of processing and services | 566 | 403 | 59.8% | 62.4% | 163 | 40% |
| Cost of product | 306 | 236 | 84.3% | 79.2% | 70 | 30% |
| Sub-total | 872 | 639 | 66.6% | 67.7% | 233 | 36% |
| Selling, general and administrative | 212 | 128 | 16.2% | 13.6% | 84 | 66% |
| Total expenses | 1,084 | 767 | 82.7% | 81.3% | 317 | 41% |
| Operating income | 226 | 177 | 17.3% | 18.8% | 49 | 28% |
| Interest expense, net | 68 | 9 | 5.2% | 1.0% | 59 | 656% |
| Income from continuing operations before income taxes | $ 158 | $ 168 | 12.1% | 17.8% | $ (10) | (6)% |

(1) Each percentage of revenue is calculated as the relevant revenue, expense or income amount divided by total revenues, except for cost of processing and services and cost of product amounts which are divided by the related component of revenues.

***Total Revenues***

| *(In millions)* | Financial | Payments | Insurance | Corporate and Other | Total |
|---|---|---|---|---|---|
| | Three Months Ended March 31, | | | | |
| Total revenues: | | | | | |
| 2008 | $ 549 | $ 529 | $ 249 | $ (17) | $1,310 |
| 2007 | 510 | 250 | 190 | (6) | 944 |
| Revenue growth (decline) - Dollars | $ 39 | $ 279 | $ 59 | $ (11) | $ 366 |
| Revenue growth - Percentage | 8% | 112% | 31% | | 39% |

Total revenues increased $366 million, or 39%, in the first quarter of 2008 compared to 2007. Substantially all of this increase in revenue was the result of our acquisition of CheckFree Corporation (“CheckFree”) on December 3, 2007 and the acquisition of a workers’ compensation transaction processing business in the third quarter of 2007. Total internal revenue growth during the first quarter of 2008 was 3%.

Revenues in our Financial segment increased $39 million, or 8%, in the first quarter of 2008 compared to 2007. The increase was primarily due to incremental processing and services revenues from the acquisition of CheckFree. Internal revenue growth in our Financial segment of 1% during the first quarter of 2008 was negatively impacted by a $14 million decline in home-equity processing revenues primarily resulting from a downturn in the U.S. mortgage markets.

Revenues in our Payments segment increased $279 million, or 112%, in the first quarter of 2008 compared to 2007. The increase was primarily due to incremental processing and services revenue from the acquisition of CheckFree. Internal revenue growth in our Payments segment of 8% during the first quarter of 2008 was primarily driven by new clients and increased transaction volumes from existing clients.

Revenues in our Insurance segment increased $59 million, or 31%, in the first quarter of 2008 compared to 2007. Internal revenue growth in our Insurance segment was 2% in the first quarter of 2008 due primarily to revenue growth in our workers' compensation businesses. Product revenue in our Insurance segment increased $63 million due primarily to the acquisition of a workers' compensation transaction processing business in 2007. The product revenue growth in our workers' compensation businesses was impacted significantly by the inclusion of prescription product costs in both revenues and expenses of $152 million and $98 million in the first quarters of 2008 and 2007, respectively.

***Total Expenses***

Total expenses increased $317 million, or 41%, in the first quarter of 2008 compared to 2007. Cost of processing and services as a percentage of processing and services revenue decreased from 62.4% in the first quarter of 2007 to 59.8% in the first quarter of 2008 due primarily to higher-margin revenues associated with the acquisition of CheckFree and overall improvements in operating efficiencies.

Cost of product as a percentage of product revenue increased from 79.2% in the first quarter of 2007 to 84.3% in the first quarter of 2008 due primarily to a $54 million increase in prescription product costs, which are included in both product revenues and cost of product, primarily resulting from our acquisition of a workers' compensation transaction processing business in our Insurance segment in 2007.

Selling, general and administrative expenses increased $84 million in the first quarter of 2008 compared to 2007 due primarily to incremental expenses associated with our acquisition of CheckFree, a $21 million increase in amortization expense for acquired intangible assets primarily pertaining to our acquisition of CheckFree, and $7 million of incremental merger costs, including integration project management, retention bonuses and other expenses, associated with the CheckFree acquisition.

***Operating Income and Operating Margin***

| | Three Months Ended March 31, | | | | |
|---|---|---|---|---|---|
| *(In millions)* | Financial | Payments | Insurance | Corporate and Other | Total |
| Operating income: | | | | | |
| 2008 | $ 138 | $ 140 | $ 16 | $ (68) | $ 226 |
| 2007 | 124 | 56 | 16 | (19) | 177 |
| Operating income growth (decline) – Dollars | $ 14 | $ 84 | $ — | $ (49) | $ 49 |
| Operating income growth – Percentage | 11% | 150% | 0% | | 28% |
| Operating margin: | | | | | |
| 2008 | 25.2% | 26.5% | 6.4% | | 17.3% |
| 2007 | 24.3% | 22.4% | 8.4% | | 18.8% |
| Operating margin growth (decline) | 0.9% | 4.1% | (2.0)% | | (1.5)% |

Total operating income increased $49 million, or 28%, in the first quarter of 2008 compared to 2007. Operating margin decreased 1.5 percentage points in the first quarter of 2008 compared to 2007. Our operating margin was negatively impacted by an increase in amortization expense for acquired intangible assets and merger and integration costs associated with our acquisition of CheckFree and the operating results in our Insurance segment, partially offset by the positive impact of the operating results in our Financial and Payments segments.

Operating income in our Financial segment increased $14 million, or 11%, in the first quarter of 2008 and operating margin improved 0.9 percentage points to 25.2% in the first quarter of 2008 compared to 2007. The increase in operating income and operating margin in our Financial segment resulted primarily from higher-margin revenues associated with our acquisition of CheckFree, other higher-margin revenues, including contract termination fees, and overall operating efficiencies in our core and item processing businesses, offset by significantly lower volumes in our home-equity processing businesses which negatively impacted operating income and operating margin.

Operating income in our Payments segment increased $84 million, or 150%, in the first quarter of 2008 compared to 2007. Operating margin improved 4.1 percentage points to 26.5% in the first quarter of 2008 compared to 22.4% in the first quarter of 2007. The increase in operating income and operating margin in our Payments segment resulted primarily from higher-margin revenues associated with our acquisition of CheckFree and overall operating efficiencies in the majority of the businesses within this segment due to improved operating leverage.

Operating income in our Insurance segment was $16 million in the first quarter of 2008 and 2007. Operating margin decreased 2.0 percentage points to 6.4% in the first quarter of 2008 compared to 8.4% in the first quarter of 2007. Operating margins in our Insurance segment were negatively impacted by the significant increase in product revenues and related expenses in our workers' compensation businesses, which generate operating margins in the low- to mid-single digits. The inclusion of prescription product costs of $152 million and $98 million in both revenues and expenses in 2008 and 2007, respectively, negatively impacted operating margins in the Insurance segment by approximately ten percentage points and nine percentage points in the first quarter of 2008 and 2007, respectively, and for the overall company by approximately two percentage points in the first quarter of 2008 and 2007.

The operating loss in our Corporate and Other segment increased $49 million in the first quarter of 2008 compared to 2007 primarily due to $31 million of incremental amortization of acquisition-related intangible assets and $16 million related to the acquisition of CheckFree, including merger and integration costs.

***Interest Expense, Net***

Interest expense increased $59 million from $9 million in the first quarter of 2007 to $68 million in the first quarter of 2008, due primarily to the new senior term loan and senior notes borrowings in 2007 to finance our $4.4 billion acquisition of CheckFree.

***Income Tax Provision***

The effective income tax rate for continuing operations was 38.6% and 38.9% in the first quarter of 2008 and 2007, respectively. We expect that the effective income tax rate for continuing operations for the remainder of 2008 will be 38.7%.

***Discontinued Operations***

Income from discontinued operations was $232 million and $11 million in the first quarter of 2008 and 2007, respectively, which includes after-tax gains on sale of $231 million in the first quarter of 2008, primarily related to Fiserv ISS and Fiserv Health. After-tax income from the operations of our discontinued operations decreased from $11 million in the first quarter of 2007 to $1 million in 2008 due primarily to a partial quarter of operating activity in 2008 prior to the sales.

***Net Income Per Share – Diluted***

Net income per share-diluted was $1.99 and $0.66 in the first quarter of 2008 and 2007, respectively. Net income per share-diluted from discontinued operations increased from $0.07 in the first quarter of 2007 to $1.40 in the first quarter of 2008 due primarily to the after-tax gains from the sales of Fiserv ISS and Fiserv Health. Net income per share-diluted from continuing operations was $0.58 and $0.59 in the first quarter of 2008 and 2007, respectively. Net income per share-diluted from continuing operations in 2008 compared to 2007 was negatively impacted by an $0.11 per share increase in amortization expense related to acquired intangible assets primarily related to our acquisition of CheckFree.

**Liquidity and Capital Resources**

Our principal liquidity needs are: (i) to fund normal operating expenses; (ii) to meet our current debt service requirements of $468 million pertaining to the current maturities of our long-term debt; and (iii) to fund capital expenditures and operating lease payments. We believe that these needs will be satisfied using our cash flows from operations, our cash and cash equivalents at March 31, 2008 of $371 million, and the available borrowings under our revolving credit facility of $637 million at March 31, 2008.

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| (In millions) | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 | Increase (Decrease) $ | Increase (Decrease) % |
|---|---|---|---|---|
| Income from continuing operations | $ 97 | $ 103 | $ (6) | |
| Depreciation and amortization | 90 | 43 | 47 | |
| Share-based compensation | 8 | 11 | (3) | |
| Net changes in working capital and other | 22 | 5 | 17 | |
| Operating cash flow | $ 217 | $ 162 | $ 55 | 34% |
| Capital expenditures | $ 50 | $ 45 | $ 5 | 11% |

Our net cash provided by operating activities from continuing operations, or operating cash flow, was $217 million in the first quarter of 2008 compared with $162 million in the first quarter of 2007. The $55 million increase in operating cash flow in the first quarter of 2008 compared to 2007 was primarily due to increases in operating income, primarily resulting from the acquisition of CheckFree, and favorable working capital changes. In addition, depreciation and amortization increased $47 million in the first quarter of 2008 primarily due to a $31 million increase in intangible amortization associated with acquisitions. Our capital expenditures were $50 million in the first quarter of 2008 compared with $45 million in the first quarter of 2007.

In the first quarter of 2008, we purchased treasury stock totaling $94 million. Shares repurchased are generally held for issuance in connection with our equity plans. Our current policy is to use our operating cash flow primarily to fund capital expenditures and to repay debt, rather than to pay dividends.

| (In millions) | March 31, 2008 | December 31, 2007 |
|---|---|---|
| Long-term debt (including current maturities) | $ 4,776 | $ 5,405 |

In the first quarter of 2008, we also used operating cash flow and the proceeds from the sales of Fiserv Health and Fiserv ISS primarily for repayments of long-term debt of approximately $630 million which reduced our debt outstanding (including current maturities) to $4.8 billion at March 31, 2008. Our long-term debt currently consists primarily of $2.5 billion under our unsecured senior term loan facility, $2.0 billion under senior notes borrowings, and $250 million under our $900 million revolving credit facility. We also had outstanding $131 million of 4% senior notes which we repaid in April 2008 and another $77 million of 3% senior notes that are due in June 2008.

We maintain a $900 million unsecured revolving credit facility. Borrowings under the $900 million revolving credit facility bear interest at a variable rate based on LIBOR plus a specified margin or the bank's base rate. The facility, as amended, contains various restrictions and covenants that require us, among other things, to limit our consolidated indebtedness to no more than a specified multiple (ranging between 3.5 and 4.5) of consolidated net earnings before interest, taxes, depreciation and amortization and certain other adjustments and to maintain consolidated net earnings before interest, taxes, depreciation and amortization and certain other adjustments of at least three times consolidated interest expense. There are no significant commitment fees or compensating balance requirements. The facility expires on March 24, 2011. During the first quarter of 2008, we were in compliance with all debt covenants in this and our other credit facilities, including those contained in our senior term loan.

In 2007, we borrowed $2.5 billion under an unsecured senior term loan. The loan bears interest at a variable rate based on LIBOR plus a specified margin or the bank's base rate and matures in December 2012. A scheduled principal payment of $250 million is due in December 2008. The term loan facility contains various restrictions and covenants substantially similar to those contained in the revolving credit facility described above. Also in 2007, we issued $1.25 billion of 6.125% senior notes due in November 2012 and $500 million of 6.8% senior notes due in November 2017, which notes pay interest at the stated rate on May 20 and November 20 of each year.

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In November 2007, we entered into a 364-day revolving credit facility under which borrowings were conditioned upon our full draw of available borrowings under our $900 million revolving credit facility described above and prepayments were required in the event of certain asset sales or other transactions. We terminated this facility in February 2008.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The quantitative and qualitative disclosures about market risk required by this item are incorporated by reference to Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2007 and have not materially changed since that report was filed.

## ITEM 4. CONTROLS AND PROCEDURES

*Evaluation of disclosure controls and procedures.*

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”), our management, with the participation of our chief executive officer and chief financial officer, evaluated the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2008.

*Changes in internal controls over financial reporting.*

During the quarter ended December 31, 2007, we acquired CheckFree. As part of our ongoing integration activities, we are continuing to incorporate our controls and procedures into this recently acquired business and to augment our company-wide controls. There were no other changes in internal control over financial reporting that occurred during the quarter ended March 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

# PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

In the normal course of business, we and our subsidiaries are named as defendants in lawsuits in which claims are asserted against us. Other than to the extent described in Note 8 to the accompanying condensed consolidated financial statements, which is incorporated herein by this reference, in the opinion of management, the liabilities, if any, which may ultimately result from such lawsuits are not expected to have a material adverse effect on our financial statements.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth information with respect to purchases made by or on behalf of the company or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act) of shares of our common stock during the three months ended March 31, 2008:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1) |
|---|---|---|---|---|
| January 1-31, 2008 | — | $ — | — | 1,802,759 |
| February 1-29, 2008 | 1,180,100 | 52.22 | 1,180,100 | 622,659 |
| March 1-31, 2008 | 622,659 | 51.64 | 622,659 | — |
| Total | 1,802,759 | | 1,802,759 | |

(1) On January 31, 2007, our board of directors authorized the repurchase of up to 10 million shares of our common stock. This authorization has expired as a result of our repurchase of the entire amount authorized.

## ITEM 6. EXHIBITS

The exhibits listed in the accompanying exhibit index are filed as part of this Quarterly Report on Form 10-Q.

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## 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 thereunto duly authorized.

**FISERV, INC.**

Date: May 8, 2008

By: /s/ Thomas J. Hirsch
Thomas J. Hirsch
Executive Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary

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## Exhibit Index

| Exhibit Number | Exhibit Description |
|---|---|
| 2.1 | Amended and Restated Stock Purchase Agreement, dated March 28, 2008, by and between Fiserv, Inc. and Robert Beriault Holdings, Inc. (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on April 3, 2008). |
| 10.1 | Fiserv, Inc. 2007 Omnibus Incentive Plan – Form of Stock Option Agreement (Senior Management)* |
| 21 | Subsidiaries of Fiserv, Inc. |
| 31.1 | Certification of the Chief Executive Officer, dated May 8, 2008 |
| 31.2 | Certification of the Chief Financial Officer, dated May 8, 2008 |
| 32 | Certification of the Chief Executive Officer and Chief Financial Officer, dated May 8, 2008 |

* This exhibit is a management contract or compensatory plan or arrangement.

**Exhibit 10.1**

**FISERV, INC. 2007 OMNIBUS INCENTIVE PLAN**

**FORM OF**
**STOCK OPTION AWARD MEMORANDUM –**

| | |
|---|---|
| **Employee:** | *See* account data in Fidelity system. |
| **Grant Date:** | *See* account data in Fidelity system. |
| **Number of Shares Subject to Option:** | *See* account data in Fidelity system. |
| **Exercise Price Per Option Share:** | *See* account data in Fidelity system. |
| **Type of Option:** | Non-Qualified Stock Option |
| **Vesting Schedule:** | *See* Section 4 of Stock Option Agreement |
| **Expiration Date:** | 10 years after the Grant Date |

**Additional terms and conditions of your Award are included in the Employee Stock Option Agreement. As a condition to your ability to exercise your Option, you must log on to Fidelity's website at www.netbenefits.com and accept the terms and conditions of this Award.**

**Note: Section 5(c) of the Employee Stock Option Agreement contains certain restrictions on your activities. These provisions apply to you and, by accepting this Award, you agree to be bound by these restrictions.**

**FISERV, INC. 2007 OMNIBUS INCENTIVE PLAN**

**EMPLOYEE STOCK OPTION AGREEMENT**

Pursuant to the Fiserv, Inc. 2007 Omnibus Incentive Plan (the "Plan"), Fiserv, Inc., a Wisconsin corporation (the "Company"), has granted you an Option, the terms and conditions of which are set out below and in the Award Memorandum and the Plan. Any capitalized term used herein without definition has the meaning set forth in the attached Award Memorandum, which forms a part of this Employee Stock Option Agreement (this "Agreement"), or, if no such meaning is set forth in the Award Memorandum, the meaning set forth in the Plan.

In the event of a conflict between the terms of this Agreement or the Award Memorandum and the terms of the Plan, the terms of the Plan shall govern. In the event of a conflict between the terms of this Agreement and the Award Memorandum, the terms of this Agreement shall govern.

1. **Grant Date; Type of Option**. The Option is granted to you on the Grant Date set forth in the Award Memorandum. If the Option is designated as a "non-qualified stock option" in the Award Memorandum, then the Option will not be treated by you or the Company as an incentive stock option as defined in Section 422 of the Code. If the Option is designated as an "incentive stock option" in the Award Memorandum, then the Option is intended to satisfy the requirements of Section 422 of the Code.

2. **Termination of Option**. Your right to exercise the Option (and to purchase the Shares subject to the Option (the "Option Shares")) shall expire and terminate in all events on the earlier of (a) the Expiration Date set forth in the Award Memorandum or (b) the date upon which exercise is no longer permitted pursuant to Section 7 of this Agreement.

3. **Exercise Price**. The purchase price to be paid upon the exercise of the Option will be the Exercise Price Per Option Share set forth in the Award Memorandum.

4. **Provisions Relating to Exercise.** Once you become entitled to exercise any part of the Option (and to purchase Option Shares) pursuant to Schedule 4, that right will continue until the date on which the Option expires and terminates. The right to purchase Option Shares under the Option is cumulative, so that if the full number of Option Shares is not purchased in a single transaction, the balance may be purchased at any time or from time to time thereafter during the term of the Option. The Administrator, in its sole discretion, may at any time accelerate the time at which the Option becomes exercisable by you with respect to any Option Shares. The Company may cancel, rescind, suspend, withhold or otherwise limit or restrict any unexpired, unpaid or deferred part of the Option at any time if you are not in compliance with all applicable provisions of this Agreement, the Award Memorandum and the Plan.

5. **Confidential Information, Non-Competition and Related Covenants**

   (a) Definitions.

      (i) "Fiserv" means the Company, its direct and indirect subsidiaries, affiliated entities, successors, and assigns.

(ii) "Confidential Information" means all trade secrets, Innovations (as defined below), confidential or proprietary business information and data, computer software, and database technologies or technological information, formulae, templates, algorithms, designs, process and systems information, processes, intellectual property rights, marketing plans, client lists and specifications, pricing and cost information and any other confidential information of Fiserv or its clients, vendors or subcontractors that relates to the business of Fiserv or to the business of any client, vendor or subcontractor of Fiserv or any other party with whom Fiserv agrees to hold information in confidence, whether patentable, copyrightable or protectable as a trade secret or not, except: (A) information that is, at the time of disclosure, in the public domain or that is subsequently published or otherwise becomes part of the public domain through no fault of yours; or (B) information that is disclosed by you under order of law or governmental regulation; provided, however, that you agree to notify the General Counsel of Fiserv upon receipt of any request for disclosure as soon as possible prior to any such disclosure so that appropriate safeguards may be maintained.

(iii) "Competing Product or Service" means any product or service that is sold in competition with, or is being developed and that will compete with, a product or service developed, manufactured, or sold by Fiserv. For purposes of this Section 5, Competing Products or Services as to you are limited to products and/or services with respect to which you participated in the development, planning, testing, sale, marketing or evaluation on behalf of Fiserv during any part of your employment with Fiserv, or after the termination of your employment, during any part of the 24 months preceding the termination of your employment with Fiserv, or for which you supervised one or more Fiserv employees, units, divisions or departments in doing so.

(iv) "Competitor" means an individual, business or any other entity or enterprise engaged or having publicly announced its intent to engage in the sale or marketing of any Competing Product or Service.

(v) "Innovations" means all developments, improvements, designs, original works of authorship, formulas, processes, software programs, databases, and trade secrets, whether or not patentable, copyrightable or protectable as trade secrets, that you, either by yourself or jointly with others, create, modify, develop, or implement during the period of your employment with Fiserv that relate in any way to Fiserv's business.

(vi) "Moral Rights" means any rights to claim authorship of a work of authorship, to object to or prevent the modification of any such work of authorship, or to withdraw from circulation or control the publication or distribution of any such work of authorship.

(vii) "Client" means any person, association or entity: (A) for which you directly performed services or for which you supervised others in performing services with Fiserv, during any part of your employment with Fiserv, or after the termination of your employment, during any part of the

24 months preceding the termination of your employment with Fiserv; or (B) about which you have Confidential Information as a result of your employment with Fiserv.

(viii) "Prospective Client" means any client: (A) with which Fiserv was in active business discussions or negotiations at any time during any part of your employment with Fiserv, or after the termination of your employment, during any part of the 24 months preceding the termination of your employment with Fiserv, in which you participated or for which you directly performed services or for which you supervised others in performing services with Fiserv; or (B) about which you have Confidential Information as a result of your employment with Fiserv.

(b) During your employment, Fiserv will provide you with Confidential Information relating to Fiserv, its business and clients, the disclosure or misuse of which would cause severe and irreparable harm to Fiserv. You agree that all Confidential Information is and shall remain the sole and absolute property of Fiserv. Upon the termination of your employment for any reason, you shall immediately return to Fiserv all documents and materials that contain or constitute Confidential Information, in any form whatsoever, including but not limited to, all copies, abstracts, electronic versions, and summaries thereof. You further agree that, without the written consent of the Chief Executive Officer of the Company or, in the case of the Chief Executive Officer of the Company, without the written approval of the Board of Directors of the Company:

(i) You will not disclose, use, copy or duplicate, or otherwise permit the use, disclosure, copying or duplication of any Confidential Information of Fiserv, other than in connection with the authorized activities conducted in the course of your employment with Fiserv. You agree to take all reasonable steps and precautions to prevent any unauthorized disclosure, use, copying or duplication of Confidential Information.

(ii) All Innovations are and shall remain the sole and absolute property of Fiserv. You will provide all assistance requested by Fiserv, at its expense, in the preservation of its interest in any Innovations in any country, and hereby assign and agree to assign to Fiserv all rights, title and interest in and to all worldwide patents, patent applications, copyrights, trade secrets and other intellectual property rights in any Innovation. You also assign and agree to assign to Fiserv, or where applicable, to waive, which waiver shall inure to the benefit of Fiserv and its assigns, all Moral Rights in any Innovation.

(c) You agree that, without the written consent of the Chief Executive Officer of the Company or, in the case of the Chief Executive Officer of the Company, without the written approval of the Board of Directors of the Company, you shall not engage in any of the conduct described in subsections (i) or (ii), below, either directly or indirectly, or as an employee, contractor, consultant, partner, officer, director or stockholder, other than a stockholder of less than 5% of the equities of a publicly traded corporation, or in any other capacity for any person, firm, partnership or corporation:

(i) During the time of your employment with Fiserv, you will not: (A) perform duties as or for a Competitor, Client or Prospective Client of Fiserv (except to the extent required by your employment with Fiserv); or (B) participate in the inducement of or otherwise encourage Fiserv employees, clients, or vendors to currently and/or prospectively breach, modify, or terminate any agreement or relationship they have or had with Fiserv;

(ii) For a period of 12 months following the termination of your employment with Fiserv, you will not: (A) perform duties as or for a Competitor, Client or Prospective Client of Fiserv that are the same as or similar to the duties performed by you for Fiserv at any time during any part of the 24 month period preceding the termination of your employment with Fiserv; (B) participate in the inducement of or otherwise encourage Fiserv employees, clients, or vendors to currently and/or prospectively breach, modify, or terminate any agreement or relationship they have or had with Fiserv during any part of the 24 month period preceding the termination of your employment with Fiserv; or (C) participate voluntarily or provide assistance or information to any person or entity either negotiating with Fiserv involving a Competing Product or Service, or concerning a potential or existing business or legal dispute with Fiserv, including, but not limited to, litigation, except as may be required by law

No provision of these subsections (i) and (ii) shall apply to restrict your conduct, or trigger any reimbursement obligations under this Agreement, in any jurisdiction where such provision is, on its face, unenforceable and/or void as against public policy, unless the provision may be construed or deemed amended to be enforceable and compliant with public policy, in which case the provision will apply as construed or deemed amended.

(d) You acknowledge and agree that compliance with this Section 5 is necessary to protect the Company, and that a breach of any of this Section 5 will result in irreparable and continuing damage to the Company for which there will be no adequate remedy at law. In the event of a breach of this Section 5, or any part thereof, the Company, and its successors and assigns, shall be entitled to injunctive relief and to such other and further relief as is proper under the circumstances. The Company shall institute and prosecute proceedings in any Court of competent jurisdiction either in law or in equity to obtain damages for any such breach of this Section 5, or to enjoin you from performing services in breach of Section 5(c), during the term of employment and for a period of 12 months following the termination of employment. You hereby agree to submit to the jurisdiction of any Court of competent jurisdiction in any disputes that arise under this Agreement.

(e) You further agree that, in the event of your breach of this Section 5, the Company shall also be entitled to recover the value of any amounts previously paid or payable or any shares (or the value of any shares) delivered or deliverable to you pursuant to any Fiserv bonus program, this Agreement, and any other Fiserv plan or arrangement.

(f) You agree that the terms of this Agreement shall survive the termination of your employment with the Company.

(g) YOU HAVE READ THIS SECTION 5 AND AGREE THAT THE CONSIDERATION PROVIDED BY THE COMPANY IS FAIR AND REASONABLE AND FURTHER AGREE THAT GIVEN THE IMPORTANCE TO THE COMPANY OF ITS CONFIDENTIAL AND PROPRIETARY INFORMATION, THE POST-EMPLOYMENT RESTRICTIONS ON YOUR ACTIVITIES ARE LIKEWISE FAIR AND REASONABLE.

6. **Exercise of Option.** To exercise the Option, you must complete the transaction through our administrative agent's website at www.netbenefits.fidelity.com or call its toll free number at (800) 544-9354, specifying the number of Option Shares being purchased as a result of such exercise, together with payment of the full Exercise Price for the Option Shares being purchased. In no event may a fraction of a share be exercised or acquired. You must also pay any taxes or other amounts required to be withheld as provided in Section 9 of this Agreement.

7. **Termination of Employment.**

(a) *Before the End of the Performance Period.*

(i) In the event of your termination as a result of death, Disability, Retirement, voluntary termination by you, involuntary termination by the Company other than for Cause, or for Cause prior to the end of the performance period set forth in Schedule 4, this Option shall vest or be forfeited, as follows:

| Termination Event | Treatment of "Earned Portion" of Award | Treatment of "Unearned Portion" of Award |
|---|---|---|
| Death; Disability; Retirement | The Option shall vest and become exercisable with respect to the Earned Portion of the Option Shares upon any such termination. | The remainder of the Option shall be terminated. |
| Voluntary Termination by Employee; Termination by the Company Other than For Cause; For Cause Termination by the Company | The Option shall be terminated. | The Option shall be terminated. |

(ii) The "Earned Portion" of the Option shall be the portion of the award that has been earned based on the achievement of the performance goals identified on Schedule 4 hereto, as certified by the Compensation Committee. If your employment terminates due to death, Disability or Retirement after the end of a calendar year but before the compensation committee certifies that the performance goal or goals for that year have been achieved, the Earned Portion of the Option will include the portion attributable to the achievement of the performance goals in the year prior to your death, Disability or Retirement. The “Unearned Portion” of the Option is the total amount of the Option less the Earned Portion of the Option. “Retirement” means the cessation of service as an employee for any reason other than death, disability or termination for Cause: (A) if you are at least 60 years of age and your age plus years of service to the Company and its subsidiaries is equal to or greater than 70; or (B) if you are least 65 years of age.

(b) After Vesting.

(i) *Effect on Options*. If you cease to be an employee of the Company or any subsidiary of the Company for any reason other than Cause after the Option vests, the Option may be exercised to the same extent that you were entitled to exercise the Option on the date you ceased to be an employee and had not previously done so.

(ii) *Deadline for Exercise*.

(A) If you cease to be an employee by reason of death or Disability, you are (or in the event of your death or Disability resulting in judicial appointment of a guardian ad litem, administrator or other legal representative, the executor or administrator of your estate, any person who shall have acquired the Option through bequest or inheritance or such guardian ad litem, administrator or other legal representative is) entitled to exercise the Option per the terms contained herein within one year after you cease to be an employee.

(B) Subject to Section 7(d), if you cease to be an employee for any reason other than death or Disability, you are entitled to exercise the Option per the terms contained herein within 90 days after you cease to be an employee.

(C) If you die within such exercise periods, your executor, the administrator of your estate, or your beneficiary may exercise the Option within one year after your death.

(c) *Expiration*. Notwithstanding any provision contained in this Section 7 to the contrary, in no event may the Option be exercised to any extent by anyone after the Expiration Date set forth in the Award Memorandum.

(d) *Termination for Cause*. If your employment is terminated for Cause, the Option, whether or not vested, shall terminate immediately. In addition, if your employment is terminated other than for Cause but the Administrator later determines that it could have been terminated for Cause if all facts had been known at the time it was terminated, the Option, whether or not vested, will terminate immediately on the date of such determination.

(e) *Change of Control*. If a Change of Control of the Company occurs, the provisions of Section 17(c) of the Plan shall apply to the Option. If the successor or purchaser in the Change of Control has assumed the Company's obligations with respect to the Option or provided a substitute award as contemplated by Section 17(c)(i) of the Plan and, within 12 months following the occurrence of the Change of Control, you are terminated without Cause or you terminate your employment for Good Reason (as hereinafter defined), the Option or such substitute award shall become fully vested and exercisable with respect to all Option Shares covered by the Option as of the time immediately prior to such termination of employment and, notwithstanding any other provision hereof, the Option shall become exercisable by you for 90 days following such termination (or such longer period as is otherwise specified in Section 7(a)), and the provisions of Section 5 shall immediately cease to apply.

"Good Reason" means your suffering any of the following events without your consent: (x) a significant or material lessening of your responsibilities; (y) a reduction in your annual base salary or a material reduction in the level of incentive compensation for which you have been eligible during the two years immediately prior to the occurrence of the Change of Control and/or a material adverse change in the conditions governing receipt of such incentive compensation from those that prevailed prior to the occurrence of the Change of Control; or (z) the Company requiring you to be based anywhere other than within 50 miles of your place of employment at the time of the occurrence of the Change of Control, except for reasonably required travel to an extent substantially consistent with your business travel obligations.

(f) *Service as Director*. For purposes of this Agreement, an employee of the Company, if also serving as a Director, will not be deemed to have terminated employment for purposes of this Agreement until his or her service as a Director ends, and his or her years of service will be deemed to include years of service as a Director.

8. **Securities Representations.**

(a) You acknowledge receipt of the prospectus under the Registration Statement on Form S-8 with respect to the Plan filed by the Company with the Securities and Exchange Commission. You represent and agree that you will comply with all applicable laws and Company policies relating to the Plan and the grant and exercise of the Option and the disposition of the Option Shares, including without limitation federal and state securities and "blue sky" laws.

(b) The Company may affix appropriate legends upon the certificates for the Option Shares and may issue such "stop transfer" instructions to its transfer agent in respect of such shares as it determines, in its discretion, to be necessary or appropriate to (i) prevent a violation of, or to perfect an exemption from, the registration requirements of the Securities Act or (ii) implement the provisions of the Plan or any agreement between the Company and you with respect to such Option Shares.

9. **Tax Representations.** You represent and warrant that you understand the federal, state and local income and employment tax consequences of the granting of the Option to you,

the exercise of the Option, and purchase of Option Shares and the subsequent sale or other disposition of any Option Shares. You understand and agree that when you exercise the Option, and thereby realize gross income (if any) taxable as compensation in respect of such exercise, the Company will be required to withhold federal, state and local taxes on the full amount of the compensation income realized by you and may also be required to withhold other amounts as a result of such exercise unless the Option is an incentive stock option. Accordingly, at or prior to the time that you exercise the Option, you hereby agree to provide the Company with cash funds equal to the total federal, state and local taxes and other amounts required to be withheld by the Company or its Subsidiary in respect of any such compensation income or make other arrangements satisfactory to the Company regarding such payment. All matters with respect to the total amount to be withheld as a result of the exercise of the Option shall be determined by the Committee in its sole discretion.

10. **General Provisions.**

(a) None of the Plan, this Agreement or the Award Memorandum confers upon you any right to continue to be employed by the Company or any subsidiary of the Company or limits in any respect any right of the Company or any subsidiary of the Company to terminate your employment at any time, without liability.

(b) This Agreement, the Award Memorandum and the Plan contain the entire agreement between the Company and you relating to the Option and supersede all prior agreements or understandings relating thereto.

(c) This Agreement and the Award Memorandum may only be modified, amended or cancelled as provided in the Plan.

(d) If any one or more provisions of this Agreement or the Award Memorandum is found to be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby.

(e) This Agreement and the Award Memorandum shall be governed by and construed in accordance with the laws of the State of Wisconsin, without regard to conflict of law provisions.

(f) The Company agrees, and you agree, to be subject to and bound by all of the terms and conditions of the Plan. The Prospectus for the Plan is accessible on the administrative agent's website (www.netbenefits.fidelity.com) in the "forms library" and a paper copy is available upon request.

(g) Except as provided in the Plan, the Option is not transferable other than by will or the laws of descent and distribution, and it may be exercised, during your lifetime, only by you or your legal representatives.

(h) This Agreement and the Award Memorandum shall be binding upon and inure to the benefit of any successor or assign of the Company and to any heir, distributee, executor, administrator or legal representative entitled by law to your rights hereunder.

(i) You shall not have the rights of a shareholder with respect to any shares of common stock to be acquired upon exercise of the Option until such shares have been issued.

(j) You understand that, under the terms of the Plan, this Agreement and the Award Memorandum, the Company may cancel or rescind the Option in certain circumstances.

**By selecting the "I accept" box on the website of our administrative agent, you acknowledge your acceptance of, and agreement to be bound by, this Agreement, the Award Memorandum and the Plan.**

**Your acceptance of the terms of this Agreement, the Award Memorandum and the Plan through our administrative agent's website is a condition to your ability to exercise your Option.**

**Schedule 4**

1. **Determining the Earned Portion of the Award**

a. *Adjusted Internal Revenue Growth*

$^{1}/_{10}$ of the award will be earned in each of 2009, 2010 and 2011 upon certification by compensation committee that the prior year's adjusted internal revenue growth performance criteria (identified in Section 1(c) below) was satisfied; provided that, if the compensation committee determines that the cumulative three-year adjusted internal revenue growth target has been satisfied, then an aggregate of $^{3}/_{10}$ of the award shall be earned upon such determination. For the sake of clarity, (i) if the adjusted internal revenue growth milestone is not achieved for a particular year, then the $^{1}/_{10}$ of the award with respect to that year will not be earned (subject to achieving the cumulative three-year adjusted internal revenue growth target); (ii) once a portion of the award has been earned, it will remain earned notwithstanding the achievement of the performance criteria in later periods or the achievement of the cumulative target; and (iii) the maximum amount of the award that may vest with respect to the achievement of the adjusted internal revenue growth performance criteria is $^{3}/_{10}$.

b. *Cumulative Cost Synergies*

$^{7}/_{30}$ of the award will be earned in each of 2009, 2010 and 2011 upon certification by compensation committee that the prior year's "cumulative cost synergies" performance criteria (identified in Section 1(c) below) was satisfied; provided that, if the compensation committee determines that the cumulative three-year cumulative cost synergies target has been satisfied, then an aggregate of $^{21}/_{30}$ of the award shall be earned upon such determination. For the sake of clarity, (i) if the cumulative cost synergies milestone is not achieved for a particular year, then the $^{7}/_{30}$ of the award with respect to that year will not be earned (subject to achieving the cumulative three-year cumulative cost synergies target); (ii) once a portion of the award has been earned, it will remain earned notwithstanding the achievement of the performance criteria in later periods or the achievement of the cumulative target; and (iii) the maximum amount of the award that may be earned with respect to the achievement of the cumulative cost synergies performance criteria is $^{21}/_{30}$.

c. *Criteria*

| Criteria | 2008 | 2009 | 2010 | Cumulative Target |
|---|---|---|---|---|
| Adjusted Internal Revenue Growth | 6% | 7% | 8% | 7% average |
| Cumulative Cost Synergies | $ 35 million | $ 80 million | $ 100 million | $ 100 million |

i. *Cumulative Cost Synergies*; *Defined*. The amount of cumulative cost synergies capture is equal to the economic benefit included in the financial statements of the company in each year for purposes of meeting the cumulative 2010 synergies target. The calculation will not include any one-time costs which are reported as "merger and integration costs."

ii. *Adjusted Internal Revenue Growth; Defined*. Adjusted internal revenue growth percentages are measured as the increase in total revenues for the current period less "acquired revenue from acquisitions" divided by total revenues from the prior year period plus "acquired revenue from acquisitions." "Acquired revenue from acquisitions" represents pre-acquisition revenue of acquired companies, less dispositions, for the comparable prior year period on a pro-forma basis to reflect any significant underlying changes in base period revenue compared to current period revenue such as significant unusual one time termination fees in base period revenue and the impact of purchase accounting adjustments. Adjusted internal revenue growth also excludes the impact of items such as pass through prescription and postage costs which are required to be recorded in accordance with GAAP in revenue and expenses.

2. **Vesting**.

Subject to earlier vesting pursuant to Section 7 of the Award Agreement, the Earned Portion of the Award will vest and become exercisable on the date in 2011 that the compensation committee certifies whether the performance criteria for 2010 and the cumulative target performance criteria had been satisfied.

**EXHIBIT 21**

## SUBSIDIARIES OF THE REGISTRANT

| Name under which Subsidiary does Business Incorporation | State (Country) of |
|---|---|
| Accurate Software Inc. | Georgia |
| American Payment Holdco, Inc. | Delaware |
| Antinori Software, Inc. | Georgia |
| Artius, Inc. | Ohio |
| Bastogne, Inc. | Nevada |
| BillMatrix Corporation | Delaware |
| CDT Realty Corp. | Connecticut |
| CEE Associates Limited Partnership | Connecticut |
| CareGain, Inc. | Delaware |
| Carreker (SAS) | France |
| Carreker Canada Inc. | Canada |
| Carreker Corporation | Delaware |
| Carreker Holdings Australia Pty Ltd | Australia |
| Carreker Ltd. | United Kingdom |
| CheckFree Corporation | Delaware |
| CheckFree E-Commerce Solutions Limited | United Kingdom |
| CheckFree i-Solutions, Inc. | Delaware |
| CheckFree i-Solutions Corp. | Ontario |
| CheckFree PhonePay Services, Inc. | New York |
| CheckFree Securities, LLC | Delaware |
| CheckFree Services Corporation | Delaware |
| CheckFree Software & Services (UK) Limited | United Kingdom |
| CheckFree Solutions Limited | United Kingdom |
| CheckFree Solutions (Australia) PTY Limited | Australia |
| CheckFree Solutions S.A. | Luxembourg |
| CheckFreePay Corporation | Connecticut |
| CheckFreePay Corporation of California | California |
| CheckFreePay Corporation of New York | Delaware |
| Colonial Technologies Corp. | Delaware |
| Corillian Corporation | Oregon |
| Corillian Community Banking Solutions, LLC | Oregon |
| Corillian International Ltd. | United Kingdom |
| Corillian South Asia Snd Bhd | Malaysia |
| Data-Link Systems, LLC | Wisconsin |
| District Corporation | Connecticut |
| EPSIIA Corporation | Texas |
| Fiserv (Europe) Limited | United Kingdom |
| Fiserv Acquisition Holding, Inc. | Delaware |
| Fiserv CIR, Inc. | Delaware |
| Fiserv Clearing, Inc. | Delaware |
| Fiserv Federal Systems, Inc. | Delaware |
| Fiserv FSC, Inc. | California |

| | |
|---|---|
| Fiserv Fulfillment Agency, LLC | Delaware |
| Fiserv Fulfillment Agency of Alabama, LLC | Alabama |
| Fiserv Fulfillment Services, Inc. | Arizona |
| Fiserv Fulfillment Services, Inc. | Pennsylvania |
| Fiserv Fulfillment Services of Alabama, L.L.C. | Alabama |
| Fiserv Fulfillment Services of Maryland, Inc. | Maryland |
| Fiserv Fulfillment Services South, Inc. | Florida |
| Fiserv Fulfillment Services Title Agency, Inc. | Ohio |
| Fiserv India Private Limited | India |
| Fiserv Insurance Holdings, Inc. | Delaware |
| Fiserv Insurance Solutions, Inc. | Delaware |
| Fiserv Nevada, Inc. | Nevada |
| Fiserv PAR, Inc. | Wisconsin |
| Fiserv Solutions, Inc. | Wisconsin |
| Fiserv Solutions of Australia Pty Ltd. | Victoria |
| Fiserv Worldwide Solutions, LLC | Delaware |
| Heliograph Inc. | Delaware |
| Heliograph Ltd. | United Kingdom |
| ICS (Australia) Pty Ltd. | Australia |
| ICS Pty Ltd. | Australia |
| ILS Services, LLC | Delaware |
| Information Technology, Inc. | Nebraska |
| Insurance Education Institute, Inc. | North Carolina |
| InsureWorx, Inc. | Delaware |
| ITI of Nebraska, Inc. | Nebraska |
| Jerome Digital Communications, L.L.C. | Missouri |
| Jerome Group, L.L.C. | Missouri |
| National Flood Services, Inc. | Montana |
| P2P Link, LLC | Delaware |
| Pickett Corporation | Connecticut |
| Precision Computer Systems, Inc. | South Dakota |
| RemitStream Solutions, LLC | Delaware |
| Results International Systems, Inc. | Ohio |
| Third Party Solutions, Inc. | Delaware |
| USERS Incorporated | Maryland |
| Working Rx Holding Company | Delaware |
| WRxCare, Inc. | Delaware |
| XP Systems Corporation | Minnesota |

**EXHIBIT 31.1**

## CERTIFICATIONS

I, Jeffery W. Yabuki, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fiserv, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2008

By: /s/ Jeffery W. Yabuki
Jeffery W. Yabuki
President and Chief Executive Officer

**EXHIBIT 31.2**

**CERTIFICATIONS**

I, Thomas J. Hirsch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fiserv, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2008

By: /s/ Thomas J. Hirsch
Thomas J. Hirsch
Executive Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary

**EXHIBIT 32**

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Fiserv, Inc. (the "Company") for the quarter ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jeffery W. Yabuki, as President and Chief Executive Officer of the Company, and Thomas J. Hirsch, as Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary of the Company, each hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Jeffery W. Yabuki
Jeffery W. Yabuki
May 8, 2008

By: /s/ Thomas J. Hirsch
Thomas J. Hirsch
May 8, 2008