

CERIDIAN CORP /DE/
Form S-4/A
December 15, 2008
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As filed with the Securities and Exchange Commission on December 15, 2008

Registration No. 333 152649

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

Amendment No. 3

To

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CERIDIAN CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

8742
(Primary Standard Industrial
Classification Code Number)

41-1981625
(I.R.S. Employer
Identification No.)

3311 East Old Shakopee Road

Minneapolis, Minnesota 55425

(952) 853-8100

**(Name, address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)**

Michael W. Sheridan

Executive Vice President, General Counsel

and Corporate Secretary

3311 East Old Shakopee Road

Minneapolis, Minnesota 55425

(615) 370-7000

**(Name, address, including zip code, and telephone number,
including area code, of agent for service)**

See Table of Additional Registrants Below

Copies to:

Todd R. Chandler, Esq.

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, New York 10153

(212) 310-8000

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Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE CHART

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
11 1/4% Senior Notes due 2015 Guarantees of 11 1/4% Senior Notes due 2015	\$825,000,000	100%	\$825,000,000	\$32,422.50 (4)
12 1/4%/13% Senior Toggle Notes due 2015 (3) Guarantees of 12 1/4%/13% Senior Toggle Notes due 2015	\$650,791,165	100%	\$650,791,165	\$25,576.09 (4)

(1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended.

(2) The Additional Registrants will guarantee the payment of the 11 1/4% Senior Notes due 2015 and the 12 1/4%/13% Senior Toggle Notes due 2015. Pursuant to Rule 457(n) of the Securities Act, no separate registration fee for the guarantees is payable.

(3) Includes \$175,791,165 principal amount of such notes which may be issued, at the option of the Registrants, in lieu of cash interest payments thereon. Such additional principal amount constitutes the Registrants' reasonable good faith estimate of the amount of such notes which may be paid as interest in lieu of cash.

(4) Already paid.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter (Or Other Organizational Document)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number (If None, Write N/A)	Primary Standard Industrial Classification Code Number	Address, Including Zip Code, of Registrant's Principal Executive Offices	Telephone Number, Including Area Code, of Registrant's Principal Executive Offices
ABR Information Services, Inc.	Florida	59-3228107	8742	3201 34 th Street South St. Petersburg, FL 33711	(727) 864-3300
ABR Properties, Inc.	Florida	59-3359093	8742	3201 34 th Street South St. Petersburg, FL 33711	(727) 864-3300
Ceridian Benefits Services, Inc.	Florida	59-3424469	8742	3201 34 th Street South St. Petersburg, FL 33711	(727) 864-3300
Ceridian Canada Holdings, Inc.	Delaware	41-1902672	8742	3311 East Old Shakopee Road Minneapolis, MN 55425	(952) 853-8100
Ceridian Recruiting Solutions, Inc.	Delaware	84-1541643	8744	6300 South Syracuse Way, Suite 100, Greenwood Village, CO 80111	(303) 779-2900
Ceridian Retirement Plan Services, Inc.	California	94-2268840	8742	3201 34 th Street South St. Petersburg, FL 33711	(727) 864-3300
Ceridian Tax Service, Inc.	Delaware	41-1902914	8742	17390 Brookhurst Street, Suite 100 Fountain Valley, CA 92708	(714) 963-1311
Comdata Network, Inc.	Maryland	62-0813252	6199	5301 Maryland Way Brentwood, TN 37027	(615) 370-7000
Comdata Network, Inc. of Australia	Tennessee	02-0686814	6199	5301 Maryland Way Brentwood, TN 37027	(615) 370-7000
Comdata Network, Inc. of California	California	62-1455497	7389	5301 Maryland Way Brentwood, TN 37027	(615) 370-7000
Comdata Processing Systems, Inc.	Delaware	41-2045710	6199	101 Bullitt Lane, Suite 305 Louisville, KY 40222	(502) 326-4600
Comdata Stored Value Solutions, Inc.	Delaware	34-1830553	6199	101 Bullitt Lane, Suite 305	(502) 326-4600

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Comdata Telecommunications Services, Inc.	Delaware	62-1605719	4813	Louisville, KY 40222 5301 Maryland Way	(615) 370-7000
FTB Insurance Agency, Inc.	Minnesota	74-3036452	6411	Brentwood, TN 37027 3311 East Old Shakopee Road	(952) 853-8100
Intertax, Inc.	Minnesota	41-1790303	8721	Minneapolis, MN 55425 13911 Ridgedale Drive	(952) 512-9000

The name, address and telephone number of agent for service for each of the Additional Registrants is:

Michael W. Sheridan

Ceridian Corporation

3311 East Old Shakopee Road

Minneapolis, MN 55425

(615) 370-7000

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 15, 2008

PROSPECTUS

CERIDIAN CORPORATION
OFFERS TO EXCHANGE

All Outstanding

11 1/4% Senior Notes due 2015

and

12 1/4%/13% Senior Toggle Notes due 2015 (together the Restricted Notes)

for

11 1/4% Senior Notes due 2015

and

12 1/4%/13% Senior Toggle Notes due 2015

the issuance of each of which has been registered under the Securities Act of 1933 (together, the Exchange Notes and, collectively with the Restricted Notes, the notes). We refer herein to the foregoing offers to exchange together as the exchange offers.

The exchange offers will expire at 5:00 p.m., New York City time, on _____, 2008, unless we extend the exchange offers in our sole and absolute discretion.

Material Terms of the Exchange Offers

The only conditions to completing the exchange offers are that the exchange offers not violate applicable law or any applicable interpretation of the staff of the Securities and Exchange Commission, which we refer to as the SEC or the Commission; no action or proceeding shall have been instituted or threatened in any court or by any governmental agency which might materially impair our ability to proceed with the exchange offers and no material adverse development shall have occurred in any existing action or proceeding with respect to us; and all governmental approvals shall have been obtained, which approvals we deem necessary for the consummation of the exchange offers.

We will exchange all outstanding Restricted Notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offers for an equal principal amount of the applicable Exchange Notes.

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You may withdraw tenders of Restricted Notes at any time prior to the expiration or termination of the exchange offers.

Restricted Notes may be tendered only in integral multiples of \$1,000 principal amount.

The terms of the Exchange Notes are substantially identical in all material respects to those of the applicable outstanding Restricted Notes, except that transfer restrictions, registration rights and additional interest provisions relating to the Restricted Notes do not apply to the Exchange Notes.

We will not receive any proceeds from the exchange offers.

Results of the Exchange Offers

The Exchange Notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the Exchange Notes or Restricted Notes on a national market.

All outstanding Restricted Notes not tendered will continue to be subject to the restrictions on transfer set forth in the outstanding Restricted Notes in the indenture. In general, outstanding Restricted Notes may not be offered or sold, unless registered under the Securities Act of 1933, as amended (the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

Other than in connection with the exchange offers, we do not plan to register the outstanding Restricted Notes under the Securities Act.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of the Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Restricted Notes where such Restricted Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days after the expiration date of the exchange offers, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Consider carefully the Risk Factors beginning on page 18 of this prospectus.

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

The date of this prospectus is _____, 2008

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MARKET AND INDUSTRY DATA

Information regarding the market share and market position of our businesses contained in this prospectus consists of our estimates based on data and reports compiled by industry analysts and on our management's knowledge of our business and markets.

Although we believe that the third-party sources upon which we have relied are reliable, we have not independently verified market industry data provided by third parties. Similarly, while we believe our management's estimates with respect to our industry are reliable, our estimates have not been verified by any independent sources.

TRADEMARKS

We own or have the rights to various trademarks, trade names and service marks, including the following: Ceridian®, Comchek®, Comdata® and LifeWorks®, and various logos used in association with these terms. The trademarks American Express®, Discover®, MasterCard®, Visa®, Cirrus® and Maestro® referred to in this prospectus are the registered trademarks of others.

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PROSPECTUS SUMMARY

This summary highlights information appearing elsewhere in this prospectus. It may not contain all of the information that is important to you. You should read the entire prospectus, including the section entitled Risk Factors, our consolidated financial statements and the related notes thereto and the other documents to which this prospectus refers, before deciding to participate in the exchange offers.

Unless otherwise noted, references to (i) Ceridian, our company, we, us and our refer to Ceridian Corporation and its direct and indirect subsidiaries; (ii) fiscal year refers to the twelve months ended December 31 of the year referenced; and (iii) pro forma means after giving effect to the Transactions (as defined under Recent Transactions) and the adjustments set forth under Unaudited Pro Forma Condensed Consolidated Statement of Operations.

Our Company

We are a provider of outsourced processing services to a diverse customer base in a wide range of industries. We have market positions in large and growing markets and expect to benefit from the long-term trend towards outsourcing. We operate through three principal business segments, Human Resource Solutions (HRS), Stored Value Solutions (SVS) and Comdata. HRS offers a broad range of human resource (HR) outsourcing services built around a core capability of payroll processing. SVS sells stored value cards and provides card-based services primarily to retailers in the form of gift cards, credits for product returns and retail promotions. Comdata is a provider of proprietary, credit and debit cards, including fuel cards and employer pay cards, and a processor of card transactions for various industries in the United States, including the transportation industry. Comdata also provides regulatory compliance services primarily to the transportation industry.

Our mission is to help our customers maximize the power of their people, lower their costs and focus on what they do best. We seek to accomplish this by leveraging our processing platforms and infrastructure to deliver timely, accurate and high volume transaction processing services to our customers. These capabilities have been developed over several decades and can handle additional capacity with modest incremental cost, enabling us to increase our cash flow and operating margins as we grow. By focusing on servicing our customers mission-critical needs, we have been able to develop strong, long-term customer relationships across our businesses. Our revenue retention rates and recurring transaction-based business model have provided us with a stable base of revenue.

Our Segments

Human Resource Solutions

Our HR solutions are designed to help companies more easily and effectively manage their workforce and the information integral to HR processes while reducing costs and enabling them to focus on their core businesses. We offer a broad range of HR outsourcing services built around a core capability of payroll processing. Over time we have complemented our payroll processing services by adding additional HR outsourcing services, including benefits administration and integrated health and productivity services. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, HRS generated \$1,132.5 million and \$827.0 million of revenue, respectively.

U.S. Payroll Processing, Tax Filing and Related HR Services (U.S. Payroll)

Our U.S. Payroll operating unit provides a wide range of services including payroll processing, collecting and remitting funds for payroll taxes, filing applicable returns, furnishing employee payroll checks and direct deposit advices and other related HR services. Included in our U.S. Payroll revenue is the investment income we

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earn on customer funds before those funds are remitted to taxing authorities, customer employees or other third parties. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, U.S. Payroll generated \$554.6 million and \$598.4 million of revenue, respectively.

Other U.S. HRS Services

Benefits Administration Services (Benefits)

Our Benefits operating unit provides integrated employee health and welfare benefits administration services for active, former and retired employees. Benefits offers services including annual health plan enrollment, ongoing employee enrollment, benefits continuation, eligibility services and flexible spending accounts. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, Benefits generated \$140.4 million and \$96.9 million of revenue, respectively.

Work-Life, Employee Assistance, Health and Wellness and Productivity Solutions (LifeWorks)

Our LifeWorks operating unit provides fully integrated health and productivity services ranging from employee assistance programs to work-life, health coaching and absence management solutions. These services address employee effectiveness issues and seek to improve customer employee retention rates and productivity, reduce absenteeism and health care costs and enhance recruitment success. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, LifeWorks generated \$128.2 million and \$131.7 million of revenue, respectively.

Human Resource Outsourcing (HRO)

Our HRO operating unit assumes responsibility for our customers' entire human resources department. HRO focuses on companies with 3,000 to 15,000 employees, providing them with a comprehensive suite of modular, fully managed HRS products. HRO revenue is reported within the U.S. Payroll, Benefits and LifeWorks operating units.

International HRS

Our International HRS operating unit is comprised of Ceridian Canada Ltd. (Ceridian Canada) and Ceridian UK Limited (Ceridian UK) and provides payroll processing services, human resource information system solutions, tax filing services (in Canada only), work-life, employee assistance programs and recruitment services. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, Ceridian UK generated \$98.3 million and \$72.5 million of revenue, respectively. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, Ceridian Canada generated \$211.0 million and \$169.6 million of revenue, respectively.

SVS

SVS is a provider and processor of stored value cards to customers principally in the retail, restaurant, airline, hospitality and entertainment, and service industries in the United States. SVS provides stored value card programs to merchants for use as gift cards, credits for returned products and retail promotions. For the fiscal year ended December 31, 2007 and nine months ended September 30, 2008, SVS generated \$177.2 million and \$66.7 million of revenue, respectively.

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Comdata

Comdata is a provider of proprietary, credit and debit cards, including fuel cards and employer pay cards, and a processor of card transactions for various industries in the United States, including the transportation industry. We provide these services primarily through the use of our Comdata Card, a payment card with credit and debit capabilities. The Comdata Card enables companies to authenticate, authorize and control employee purchases and provide payroll and cash advances to their employees. We also provide detailed information to our customers that enables them to control their spending and secure discounts that we are able to negotiate with fuel providers. Comdata also provides regulatory compliance services primarily to the transportation industry. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, Comdata generated \$335.2 million and \$287.0 million of revenue, respectively.

Our Strengths

Our competitive strengths include:

Large and Growing Markets. We benefit from operating in large markets with strong and consistent historical and projected growth.

Market Positions. We believe that our size, scale and market positions will enable us to continue to capitalize on the growth within our markets.

Stable, Recurring Revenue. Our business model is predicated on providing our customers with transaction-based, core services that are recurring in nature. The services that we provide, such as enabling HRS customers to pay their employees and transportation customers to purchase fuel, are generally essential to our customers' businesses. We also benefit from employers' unwillingness to take risks in switching providers due to potential business interruptions and the relatively low cost of our services.

Strong Cash Flow. Our capital expenditures for the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, were approximately 4% and 3% of sales, respectively. We benefit from our scalable operating platforms, which enable us to generate additional revenue with modest incremental capital investment. We expect that the strong historic retention of our revenue base along with our disciplined approach toward spending will enable us to continue generating consistent cash flow.

Well-Diversified Customer Base. We benefit from a large customer base with limited customer concentration. We believe this customer diversity reduces our reliance on any single customer.

Highly Experienced Management Team. Kathryn V. Marinello joined Ceridian as President and Chief Executive Officer in October 2006 from General Electric (GE) where she was President and Chief Executive Officer of GE Fleet Services. Since joining us, Ms. Marinello has strengthened our senior management team by hiring Gregory J. Macfarlane, Michael F. Shea and Kairus K. Tarapore.

Unique Private Equity/Corporate Sponsorship. We benefit from the ownership and support of Thomas H. Lee Partners, L.P. (THL Partners) and Fidelity National Financial, Inc. (FNF). Both THL Partners and FNF have significant experience investing in businesses similar to Ceridian. In addition to the financial expertise that THL Partners and FNF provide, FNF also brings meaningful operational expertise. FNF also brings cross-selling and distribution opportunities. We expect that THL Partners' and FNF's unique combination of financial and operational expertise will continue to enable us to execute our strategic plan.

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Our Strategy

Our goals are to continue to increase the value we deliver to our customers, streamline our operations and grow our business profitably. We intend to execute our goals through the following business strategies:

Capitalize on Our Market Positions. We believe our market positions will enable us to benefit from the growth opportunities available in our markets. As a payroll provider, we should benefit from the continued trend toward payroll and HR outsourcing. Accordingly, we intend to use our position to attract new customers to our core payroll business while further growing our Benefits, LifeWorks and HRO operating units. In Comdata, we will continue to expand our product offerings, services and network to increase our customer base and enable our customers to control their spending on a wider range of goods and services. In SVS, we intend to continue to grow our global market share in this industry and win large accounts that other providers may not be as well-situated to handle.

Execute U.S. HRS Operating Improvement Plan. Our U.S. HRS operating unit has specific initiatives underway to improve its margins while also improving customer service quality. With relatively lower margins than our competitors such as ADP and Paychex, Inc. and our own Ceridian Canada operating unit, we believe there is significant potential to increase U.S. HRS margins. This margin differential is largely due to a decentralized and multi-layered organization with duplicative headcounts, technology platforms and manual processes. Our operating improvement plan consists of several initiatives to significantly improve results, including workforce reduction, reduction in SG&A expenses, streamlined technology spending and business process improvements, including transferring certain processes offshore. We believe our operating improvement plan will make U.S. HRS a more efficient and streamlined business, providing better customer service and more capable of capturing the growth opportunities available in the market.

Improve Customer Service and Retention Rates. Our primary focus is on providing timely and reliable service to our customers. We believe our operating improvement plan will further enhance customer service by creating a leaner and more efficient company. For example, through more efficient work flow management, we plan to reduce our call center wait times leading to quicker and more reliable customer service. Also, we plan to streamline certain areas of our organization to place senior executives in a position to be closer and more responsive to customers and their needs. We believe that better customer service will further improve retention rates, yielding stronger revenue growth and margins.

Increase Sales through Improved Sales Force and Sales Processes and New Distribution Partners. We have executed an upgrade of our U.S. Payroll sales force by replacing underperformers with new hires. As the new sales force continues to mature, we expect new sales order improvements and better customer service. We are also targeting new sales channels by developing distribution relationships with new partners including banks, credit unions, affinity partnerships, third-party administrator networks and insurance brokers. We intend to leverage FNF's extensive relationships as part of this strategy.

Expand into Complementary Markets. We intend to expand our offering of processing services to companies and industries with similar needs as our core customers. For example, U.S. Payroll is targeting the small market segment through our newly developed Freedom product, which provides increased functionality on a web based system. In addition, we have been pursuing distribution opportunities to enable us to better reach this market. In Comdata, we plan to continue expansion by offering processing services to industries such as aviation and construction that have similar needs as our core transportation customers. In SVS, we are also seeking to grow our international presence by selling stored value cards to existing customers with international operations and foreign locations.

Cross-Sell Our Products. Historically, our business segments, and even the operating units within HRS, have operated as stand-alone operations with little cross-selling. We have begun to focus on more effective

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selling of our services across the customer bases of our operating units. We believe that effectively cross-selling our service offerings will strengthen our relationships with existing customers, help us attract new customers and increase our revenue growth and profitability.

The Transactions

On November 9, 2007, affiliates of THL Partners and FNF (together, the Sponsors) and their co-investors acquired all the outstanding equity of Ceridian. Under the terms of the agreement, the Sponsors and their co-investors, including certain members of management, acquired the equity of Ceridian for \$36.00 per share or a total equity purchase price of approximately \$5.3 billion (the Acquisition). Prior to the Acquisition, Ceridian s common stock was listed on the New York Stock Exchange (CEN).

The Acquisition, including related fees and expenses, was financed through (i) \$346.7 million of available cash on hand, (ii) \$2,250.0 million of borrowings under a senior secured term loan facility (together with a revolving facility providing for borrowings up to \$300.0 million, the senior secured credit facilities), (iii) \$1,300.0 million of senior notes and (iv) an equity investment of approximately \$1,600.0 million by the Sponsors and their co-investors. The Acquisition, the related financing (including the issuance of the Restricted Notes) and the application of proceeds therefrom are referred to herein as the Transactions.

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The following chart summarizes our corporate structure and principal indebtedness.

- (1) Represents the sum of cash equity investments of approximately \$1,300.0 million made by the Sponsors and their co-investors, including certain members of management. See [Security Ownership of Certain Beneficial Owners](#) for further information regarding ownership of the common stock of Ceridian Holding.
- (2) Subsequent to the Acquisition, during the fourth quarter of 2007 and first quarter of 2008, certain of our employees purchased an aggregate of approximately \$2.5 million of the common stock of Ceridian Holding.
- (3) Represents the sum of cash equity investments in preferred stock of approximately \$300.0 million made by the Sponsors and their co-investors, including certain members of management. See [Security Ownership of Certain Beneficial Owners](#) for further information regarding ownership of the preferred stock of Ceridian Intermediate.

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- (4) Subsequent to the Acquisition, during the fourth quarter of 2007 and the first quarter of 2008, certain of our employees purchased an aggregate of approximately \$0.6 million of the preferred stock of Ceridian Intermediate.

- (5) Foundation Holdings, Inc. guarantees the senior secured credit facilities, but not the notes.

- (6) Our senior secured credit facilities provide for a \$300.0 million revolving credit facility. As of September 30, 2008, \$200.0 million was outstanding under the revolving credit facility. As of December 12, 2008, no amounts were outstanding under the revolving credit facility.

- (7) The non-U.S. subsidiaries of Ceridian do not guarantee the notes due to the adverse tax consequences of non-U.S. subsidiaries providing guarantees of indebtedness of U.S. entities. In addition, subsidiaries that are not directly or indirectly wholly owned by Ceridian or that are not otherwise required to guarantee the senior secured credit facilities do not guarantee the notes. For the fiscal year ended December 31, 2007 and the nine months ended September 30, 2008, the subsidiaries that do not guarantee the notes accounted for approximately \$314.7 million and \$250.3 million of our total revenue, respectively. As of September 30, 2008, the subsidiaries that do not guarantee the notes accounted for approximately \$2,080.7 million of our total assets, and approximately \$1,446.8 million of our total liabilities.

The Sponsors

The acquisition of Ceridian marks the third investment partnership between THL Partners and FNF. THL Partners and FNF have partnered together in the past, co-investing in Sedgwick CMS, a North American provider of innovative claims and productivity management solutions, and Fidelity National Information Services, Inc. (FIS), a provider of core financial institution processing, card issuer and transaction processing services. THL Partners and FNF believe that their partnerships have been successful due to the unique combination of financial and operational expertise provided by THL Partners and FNF, respectively. In acquiring Ceridian, the Sponsors are continuing to build upon this unique private equity/strategic investment partnership.

THL Partners

THL Partners is one of the oldest and most successful private equity firms in the United States and currently manages approximately \$20 billion of committed capital. Since its founding in 1974, THL Partners has become the pre-eminent growth buyout firm, investing approximately \$12 billion of equity capital in more than 100 businesses with an aggregate purchase price of more than \$125 billion, completing more than 200 add-on acquisitions for portfolio companies and generating superior returns for its investors and partners. THL Partners identifies and acquires substantial ownership positions in large growth-oriented companies through acquisitions, recapitalizations and direct investments. THL Partners invests in companies with leading market positions, proven and experienced management teams, recognized brand names and well-defined business plans, which include opportunities for growth and expansion in their core and related businesses. THL Partners has had recent successes in business services, through its investments in The Nielsen Company (formerly VNU), West Corporation, Experian, FIS and Sedgwick CMS.

Fidelity National Financial

FNF is a provider of title insurance, specialty insurance, claims management services and information services. FNF is one of the nation's largest title insurance companies through its title underwriters Fidelity National Title, Chicago Title, Ticor, Ticor Title, Security Union Title and Alamo Title that issue approximately 27% of all title insurance policies in the United States. FNF also provides flood insurance, personal lines insurance and home warranty insurance through its specialty insurance business. FNF also is a provider of outsourced claims management services to large corporate and public sector entities through its minority-owned subsidiary, Sedgwick CMS. FNF is also a leading information services company in the human resource, retail and transportation markets through its minority-ownership interest in Ceridian. FNF generated revenue of approximately \$5.5 billion in 2007 and has a current market capitalization of approximately \$2.7 billion as of December 12, 2008.

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FNF has a consistent track record of managing business transformation and achieving significant cost synergies in past acquisitions. FNF acquired Alltel Information Services, a business similar to Ceridian, in 2003 and used it as the cornerstone in building FIS, a company with an approximate \$3.0 billion market capitalization as of December 12, 2008. We believe that FNF will provide valuable expertise in executing our cost savings and technology strategies.

Our Executive Offices

Our principal executive offices are located at 3311 East Old Shakopee Road, Minneapolis, Minnesota 55425, and our telephone number at that address is (952) 853-8100. Our web site is located at *www.ceridian.com*. The information on our web site is not part of this prospectus.

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Summary of the Terms of the Exchange Offers

On November 9, 2007, in connection with the Transactions, we completed the private offering of \$825,000,000 aggregate principal amount of 11 1/4% Senior Notes due 2015 (the Senior Cash Pay Restricted Notes) and \$475,000,000 aggregate principal amount of 12 1/4%/13% Senior Toggle Notes due 2015 (the Senior Toggle Restricted Notes and, together with the Senior Cash Pay Restricted Notes, the Restricted Notes). We refer to the issuance of the Restricted Notes in this prospectus as the original issuance. The initial purchasers of the Restricted Notes in the original issuance were Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC and Banc of America Securities LLC.

At the time of the original issuance, we entered into a registration rights agreement with the initial purchasers of the Restricted Notes in which we agreed to, among other things, complete exchange offers for the Restricted Notes. We refer to the Senior Cash Pay Exchange Notes and the Senior Toggle Exchange Notes (each as defined below) as the Exchange Notes. You are entitled to exchange your Restricted Notes in the exchange offers for Exchange Notes with identical terms, except that the Exchange Notes will have been registered under the Securities Act and will not bear legends restricting their transfer. Unless you are a broker-dealer or unable to participate in the exchange offers, we believe that the Exchange Notes to be issued in the exchange offers may be resold by you without compliance with the registration and prospectus delivery requirements of the Securities Act. You should read the discussions under the headings The Exchange Offers and Description of the Notes for further information regarding the Exchange Notes.

Registration Rights Agreement

Under the registration rights agreement, we are obligated to offer to exchange the Restricted Notes for Exchange Notes with substantially identical terms. The exchange offers are intended to satisfy that obligation. After the exchange offers are complete you will no longer be entitled to any exchange or registration rights with respect to your Restricted Notes.

The Exchange Offers

We are offering to exchange up to:

\$825,000,000 aggregate principal amount of 11 1/4% Senior Exchange Notes due 2015 (the Senior Cash Pay Exchange Notes and, together with the Senior Cash Pay Restricted Notes, the Senior Cash Pay Notes); and

\$475,000,000 aggregate principal amount of 12 1/4%/13% Senior Toggle Exchange Notes due 2015 (the Senior Toggle Exchange Notes and, together with the Senior Toggle Restricted Notes, the Senior Toggle Notes)

for a like principal amount of the respective Restricted Notes to satisfy our obligations under the registration rights agreement.

In order to be exchanged, Restricted Notes must be properly tendered and accepted. All Restricted Notes that are validly tendered and not validly withdrawn will be accepted and exchanged.

We will issue the Exchange Notes promptly after the expiration of the exchange offers.

Resales of the Exchange Notes

We believe that the Exchange Notes to be issued in the exchange offers may be offered for resale, resold and otherwise transferred by

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you without compliance with the registration and prospectus delivery provisions of the Securities Act if, but only if, you meet the following conditions:

the Exchange Notes to be issued to you in the exchange offers are acquired in the ordinary course of your business;

at the time of the commencement of the exchange offers you have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the Exchange Notes to be issued to you in the exchange offers in violation of the Securities Act;

you are not our affiliate, as that term is defined in Rule 405 of the Securities Act;

you are not engaging in, and do not intend to engage in, a distribution of the Exchange Notes to be issued to you in the exchange offers;

if you are a participating broker-dealer that will receive Exchange Notes for its own account in exchange for the Restricted Notes that were acquired as a result of market-making or other trading activities, that you will deliver a prospectus in connection with any resale of the Exchange Notes; and

you are not acting on behalf of any persons or entities who could not truthfully make the foregoing representations.

Our belief is based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties unrelated to us. The staff has not considered the exchange offers in the context of a no-action letter, and we cannot assure you that the staff would make a similar determination with respect to the exchange offers.

If you do not meet the above conditions, you may not participate in the exchange offers or sell, transfer or otherwise dispose of any Restricted Notes unless (i) they have been registered for resale by you under the Securities Act and you deliver a resale prospectus meeting the requirements of the Securities Act or (ii) you sell, transfer or otherwise dispose of the Exchange Notes in accordance with an applicable exemption from the registration requirements of the Securities Act.

Each broker-dealer that received Exchange Notes in the exchange offers for its own account in exchange for Restricted Notes that were acquired by that broker-dealer as a result of market-making activities or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any of its resales of those Exchange Notes. A broker-dealer may use this prospectus to offer to resell, resell or otherwise transfer those Exchange Notes. See Plan of Distribution. A broker-dealer may use this prospectus for an offer to resell or to otherwise

a timely confirmation of book-entry transfer of your original notes into the exchange agent's account at DTC, in accordance with the

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procedure for book-entry transfers described in this prospectus under the heading "The Exchange Offer Book-Entry Transfer;" or

the documents necessary for compliance with the guaranteed delivery procedures described below.

A form of letter of transmittal accompanies this prospectus. By examining the letter of transmittal or delivering a computer-generated message through DTC's Automated Tender Offer Program system, you will represent to us that, among other things:

the Exchange Notes to be issued to you in the exchange offers are acquired in the ordinary course of your business;

at the time of the commencement of the exchange offers you have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the Exchange Notes to be issued to you in the exchange offer in violation of the Securities Act;

you are not our affiliate, as that term is defined in Rule 405 of the Securities Act;

you are not engaging in, and do not intend to engage in, a distribution of the Exchange Notes to be issued to you in the exchange offers;

if you are a participating broker-dealer that will receive Exchange Notes for your own account in exchange for the Restricted Notes that were acquired as a result of market-making or other trading activities, that you will deliver a prospectus in connection with any resale of the Exchange Notes; and

you are not acting on behalf of any persons or entities who could not truthfully make the foregoing representations.

Special Procedures for Beneficial Owner

If you are the beneficial owner of Restricted Notes and they are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender your Restricted Notes, you should promptly contact the person in whose name your Restricted Notes are registered and instruct that person to tender on your behalf. Any registered holder that is a participant in DTC's book-entry transfer facility system may make book-entry delivery of the Restricted Notes by causing DTC to transfer the Restricted Notes into the exchange agent's account. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal for your Restricted Notes and delivering your Restricted Notes, either make appropriate arrangements to register ownership of the Restricted Notes in your name or obtain a properly completed bond power from the person in whose name your Restricted Notes are registered. The transfer of registered ownership may take considerable time.

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Guaranteed Delivery Procedures

If you wish to tender your Restricted Notes and:

they are not immediately available;

time will not permit your Restricted Notes or other required documents to reach the exchange agent before the expiration of the exchange offers; or

you cannot complete the procedure for book-entry transfer on a timely basis, you may tender your Restricted Notes in accordance with the guaranteed delivery procedures set forth in The Exchange Offers Procedures for Tendering Restricted Notes.

Acceptance of Restricted Notes and Delivery of Exchange Notes

Except under the circumstances described above under Conditions to the Exchange Offers, we will accept for exchange any and all Restricted Notes which are properly tendered in the exchange offers prior to 5:00 p.m., New York City time, on the expiration date. The Exchange Notes to be issued to you in the exchange offers will be delivered promptly following the expiration date. See The Exchange Offers Terms of the Exchange Offers.

Withdrawal

You may withdraw the tender of your Restricted Notes at any time prior to 5:00 p.m., New York City time, on the expiration date. We will return to you any Restricted Notes not accepted for exchange for any reason without expense to you as promptly as we can after the expiration or termination of the exchange offers.

Use of Proceeds

We will not receive any proceeds from the exchange offers.

Exchange Agent

Wells Fargo Bank, National Association is serving as the exchange agent in connection with the exchange offers.

Consequences of Failure to Exchange

If you do not participate in the exchange offers, upon completion of the exchange offers, the liquidity of the market for your Restricted Notes could be adversely affected. See The Exchange Offers Consequences of Failing to Exchange Restricted Notes.

Federal Income Tax Consequences

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

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Summary of the Terms of the Exchange Notes

The following summary contains basic information about the Restricted Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the Exchange Notes, please refer to the section of this prospectus entitled Description of the Notes.

Issuer	Ceridian Corporation.
Exchange Notes Offered	\$1,300,000,000 of Exchange Notes, comprised of \$825,000,000 aggregate principal amount of 11 1/4% Senior Notes due 2015 and \$475,000,000 aggregate principal amount of 12 1/4%/13% Senior Toggle Notes due 2015.

Maturity	The Exchange Notes will mature on November 15, 2015.
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Interest	Interest on the Senior Cash Pay Exchange Notes will accrue in cash at a rate of 11 1/4% per annum.
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For any interest payment prior to November 15, 2011, we may elect to pay interest on the Senior Toggle Exchange Notes, at our option either (i) entirely in cash (cash interest), (ii) entirely through payment-in-kind (PIK) by increasing the principal amount of the Senior Toggle Exchange Notes (PIK interest) or (iii) by paying half of the interest on the principal amount of Senior Toggle Exchange Notes in cash interest and half in PIK interest. After November 15, 2011, all interest on the Senior Toggle Exchange Notes will be payable in cash. Cash interest on the Senior Toggle Exchange Notes will accrue at a rate of 12 1/4% per annum, and PIK interest on the Senior Toggle Exchange Notes will accrue at a rate of 13% per annum. If we elect to pay PIK interest, we will increase the principal amount of the Senior Toggle Exchange Notes in an amount equal to the amount of PIK interest for the applicable interest payment period (rounded up to the nearest \$1,000 in the case of global notes) due to holders of Senior Toggle Exchange Notes on the relevant record date. The Senior Toggle Exchange Notes will bear interest on the increased principal amount thereof from and after the applicable interest payment date on which a payment of PIK interest is made. We must elect the form of interest payment for the Senior Toggle Exchange Notes with respect to each interest period prior to the beginning of the applicable interest period. In the absence of such an election or proper notification of such election to the trustee, interest on the Senior Toggle Exchange Notes will be in the form specified in the most recent interest election we delivered.

Interest on the Exchange Notes will be payable on May 15 and November 15 of each year.

Original Issue Discount	We have the option to pay interest on the Senior Toggle Exchange Notes in cash interest or PIK interest. For U.S. federal income tax purposes, the existence of this option means that none of the interest payments on the Senior Toggle Exchange Notes will be qualified stated interest even if we never exercise the option to pay interest in
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the form of PIK interest. Consequently, the Senior Toggle Exchange Notes will be treated as issued with original issue discount and U.S. holders will be required to include such discount in gross income for U.S. federal income tax purposes in advance of the receipt of cash payments on the Senior Toggle Exchange Notes. See Certain U.S. Federal Income Tax Considerations.

Guarantees

The Exchange Notes will be guaranteed, jointly and severally, on a senior, unsecured basis by ABR Information Services, Inc., ABR Properties, Inc., Ceridian Benefits Services, Inc., Ceridian Canada Holdings, Inc., Ceridian Recruiting Solutions, Inc., Ceridian Retirement Plan Services, Inc., Ceridian Tax Service, Inc., Comdata Network, Inc., Comdata Network, Inc. of Australia, Comdata Network, Inc. of California, Comdata Processing Systems, Inc., Comdata Stored Value Solutions, Inc., Comdata Telecommunications Services, Inc., FTB Insurance Agency, Inc., Intertax, Inc. and each of our future subsidiaries who guarantee the Exchange Notes pursuant to the terms of the indenture.

Ranking

The Exchange Notes will be our unsecured senior obligations and will:

rank senior in right of payment to our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the Exchange Notes;

rank equally in right of payment to all of our existing and future debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the Exchange Notes; and

be effectively subordinated in right of payment to all of our existing and future secured debt, to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the Exchange Notes.

Similarly, the guarantees of the Exchange Notes will be senior unsecured obligations of the guarantors and will:

rank senior in right of payment to all of the applicable guarantor's future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the Exchange Notes;

rank equally in right of payment to all of the applicable guarantor's existing and future debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the Exchange Notes; and

be effectively subordinated in right of payment to all of the applicable guarantor's existing and future secured debt, to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the notes.

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As of September 30, 2008, we had \$2,450 million of secured debt, excluding up to \$100.00 million available to borrow under our senior secured revolving facility, to which the Exchange Notes would be effectively subordinated, and our subsidiaries that are not guarantors of the Exchange Notes had liabilities of \$1,446.8 million.

Optional Redemption

Prior to November 15, 2011, we may redeem some or all of the Exchange Notes for cash at a redemption price equal to 100% of their principal amount plus an applicable make-whole premium (as described in Description of the Notes Optional Redemption) plus accrued and unpaid interest to the redemption date. Beginning on November 15, 2011, we may redeem some or all of the Exchange Notes at the redemption prices listed under Description of the Notes Optional Redemption plus accrued and unpaid interest to the redemption date.

Optional Redemption After Certain Equity Offerings

At any time (which may be more than once) until November 15, 2010, we can choose to redeem up to 35% of the outstanding notes of either series with money that we raise in certain equity offerings, so long as:

we pay 111.25% of the face amount of the Senior Cash Pay Exchange Notes or 112.25% of the face amount of the Senior Toggle Exchange Notes, as applicable, plus accrued and unpaid interest;

we redeem the Exchange Notes within 180 days of completing such equity offering; and

at least 50% of the aggregate principal amount of the applicable series of Exchange Notes remains outstanding afterwards.

Change of Control Offer

If we experience a change in control, we must give holders of the Exchange Notes the opportunity to sell us their notes at 101% of their face amount, plus accrued and unpaid interest.

We might not be able to pay you the required price for Exchange Notes you present to us at the time of a change of control, because we might not have enough funds at that time.

Asset Sale Proceeds

If we or our subsidiaries engage in asset sales, we generally must either invest the net cash proceeds from such sales in our business within a period of time, prepay senior debt or make an offer to purchase a principal amount of the Exchange Notes equal to the excess net cash proceeds. The purchase price of the Exchange Notes will be 100% of their principal amount, plus accrued and unpaid interest.

Certain Covenants

The indenture governing the Exchange Notes contains covenants, including, among others, covenants limiting our ability and the ability of our restricted subsidiaries to:

incur additional debt or enter into sale and leaseback transactions;

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pay dividends or distributions on our capital stock or repurchase our capital stock;

issue stock of subsidiaries;

make certain investments;

create liens on our assets;

enter into transactions with affiliates;

incur restrictions on the ability of our subsidiaries to pay dividends or to make other payments to us;

merge or consolidate with another company; and

transfer and sell assets.

These covenants are subject to a number of important limitations and exceptions.

Risk Factors

Investing in the Exchange Notes involves a high degree of risk. Please see **Risk Factors** immediately following this summary for a discussion of risks relating to an investment in the Exchange Notes and participation in the exchange offers.

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RISK FACTORS

Participating in the exchange offers and investing in the notes involves a high degree of risk. You should carefully consider the risks described below, together with the other information contained in this prospectus, before making your decision to participate in the exchange offers or invest in the notes. Any of the following risks could harm the value of the notes directly, or our business and financial results and thus indirectly cause the value of the notes to decline. As a result of any of these risks, you may lose all or part of your investment in the notes.

Risks Related to the Notes

Our substantial indebtedness could adversely affect our operations and your investment in the notes.

As a result of the Transactions, we have a significant amount of indebtedness. As of September 30, 2008, we had outstanding total indebtedness of approximately \$3,754.0 million, including \$200.0 of debt outstanding under our senior secured revolving credit facility. As of December 12, 2008, we had no amounts outstanding under our senior secured revolving credit facility and as of that date had approximately \$300.0 million of additional borrowing capacity.

Our substantial level of indebtedness and other financial obligations increase the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on, or other amounts due, in respect of our indebtedness, including the notes. Our substantial debt could also have other significant consequences. For example, it could:

increase our vulnerability to general adverse economic, competitive and industry conditions;

limit our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes on satisfactory terms or at all;

require us to dedicate a substantial portion of our cash flow from operations to the payment of our indebtedness, thereby reducing the funds available to us for operations and any future business opportunities;

expose us to the risk of increased interest rates as certain of our borrowings, including borrowings under our senior secured credit facilities, which are at variable rates of interest;

restrict us from making strategic acquisitions or cause us to make non-strategic divestitures;

limit our planning flexibility for, or ability to react to, changes in our business and the industries in which we operate;

limit our ability to adjust to changing market conditions; and

place us at a competitive disadvantage with competitors who may have less indebtedness and other obligations or greater access to financing.

If we fail to make any required payment under our senior secured credit facilities or to comply with any of the financial and operating covenants included in the senior secured credit facilities, we will be in default. Lenders under such facilities could then vote to accelerate the maturity of the indebtedness and foreclose upon our and our subsidiaries' assets securing such indebtedness. Other creditors might then accelerate other indebtedness. If any of our creditors accelerate the maturity of their indebtedness, we may not have sufficient assets to satisfy our obligations under the senior secured credit facilities or our other indebtedness, including the notes offered hereby.

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Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the indenture governing the notes offered hereby and our senior secured credit facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. For example, as of December 12, 2008 we have up to \$300.0 million of borrowings available under our senior secured revolving credit facility. In addition to the amount available under our revolving credit facility, we may, at our option subject to certain conditions, increase the amount of indebtedness we incur under our senior secured credit facilities through additional term loan borrowings or additional availability under our revolving credit facility in an aggregate amount not to exceed \$300.0 million. Any additional borrowings would be effectively senior to the notes and the related guarantees to the extent of the value of the assets securing such indebtedness. Moreover the indenture governing the notes offered hereby does not impose any limitation on our incurrence of liabilities that are not considered indebtedness under the indenture, and does not impose any limitation on liabilities incurred by our subsidiaries, if any, that might be designated as unrestricted subsidiaries. If we incur additional debt above the levels in effect, the risks associated with our substantial leverage would increase.

Our ability to generate the significant amount of cash needed to pay interest and principal on the notes and service our other debt and financial obligations and our ability to refinance all or a portion of our indebtedness or obtain additional financing depends on many factors beyond our control.

Our ability to make payments on and refinance our debt, including the notes, amounts borrowed under our senior secured credit facilities and other financial obligations, and to fund our operations will depend on our ability to generate substantial operating cash flow. Although we have not experienced insufficient cash flows in the past, we may not be able to generate sufficient cash flows in the future to service our debt and other financial obligations. Our cash flow generation will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors, many of which are beyond our control.

Our business may not generate sufficient cash flow from operations and future borrowings may not be available to us under our senior secured credit facilities or otherwise in amounts sufficient to enable us to service our indebtedness, including the notes and borrowings under our senior secured credit facilities or to fund our other liquidity needs. If we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, restructuring or refinancing our debt or seeking additional equity capital. Any of these remedies may not, if necessary, be effected on commercially reasonable terms, or at all. Also, the indenture governing the notes and the credit agreement for our senior secured credit facilities may restrict us from adopting any of these alternatives. In addition, the customer funds held by us in trust or otherwise, which are reflected as assets on our balance sheet, may not be legally available to service our indebtedness and fund our other liquidity needs. Because of these and other factors beyond our control, we may be unable to pay the principal, premium, if any, interest or other amounts on the notes.

The notes are effectively subordinated to our secured indebtedness.

The indenture governing the notes permits us to incur certain secured indebtedness, including indebtedness under our senior secured credit facilities. Indebtedness under our senior secured credit facilities is secured by a lien on substantially all of our assets, including pledges of all or a portion of the capital stock of our subsidiaries. The notes are unsecured and are, therefore, effectively subordinated to our secured indebtedness, to the extent of the value of the collateral securing such indebtedness. Accordingly, if we or a subsidiary guarantor are involved in a bankruptcy, liquidation, dissolution, reorganization or similar proceeding or upon a default in payment on, or the acceleration of, any indebtedness under our senior secured credit facilities or our other secured indebtedness, our assets and those of the subsidiary guarantors that secure indebtedness will be available to pay obligations on the notes only after all indebtedness under our senior secured credit facilities or other secured indebtedness have been paid in full from those assets. We may not have sufficient assets remaining to pay amounts due on any or all of the

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notes then outstanding. As of September 30, 2008, we had secured indebtedness of \$2,450.0 million (\$200.0 million of which we subsequently repaid) under our senior secured credit facilities, and \$1.9 million of capital lease obligations. As of December 12, 2008, we had approximately \$300.0 million of additional borrowing capacity under our senior credit facility, all of which would be secured.

The notes are structurally subordinated to the liabilities of our subsidiaries that do not guarantee the notes. Your right to receive payments on the notes could be adversely affected if any of our non-guarantor subsidiaries or less than wholly-owned subsidiaries declare bankruptcy, liquidate or reorganize.

Not all of our subsidiaries guarantee the notes. As a result, the notes are also structurally subordinated to all existing and future obligations, including indebtedness, of our subsidiaries that do not guarantee the notes, and the claims of creditors of these subsidiaries, including trade creditors, will have priority as to the assets of these subsidiaries. In the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, holders of their indebtedness and their trade and other creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us and in turn to our creditors.

For the year ended December 31, 2007 and the nine months ended September 30, 2008, the non-guarantor subsidiaries accounted for approximately \$314.7 million and \$250.3 million of our total revenue, respectively. As of September 30, 2008, the non-guarantor subsidiaries accounted for approximately \$2,080.7 million, or 22%, of our total assets, and approximately \$1,446.8 million, or 17.9%, of our total liabilities.

If a bankruptcy petition were filed by or against us, you may receive a lesser amount for your claim than you would be entitled to receive under the indenture governing the notes.

If a bankruptcy petition were filed by or against us under the U.S. Bankruptcy Code after the issuance of the notes, the claim by any holder of the notes for the principal amount of the notes may be limited to an amount equal to the sum of:

the original issue price for the notes; and

that portion of the original issue discount that does not constitute un-matured interest for purposes of the U.S. Bankruptcy Code. Any original issue discount that was not amortized as of the date of the bankruptcy filing would constitute un-matured interest. Accordingly, holders of the notes under these circumstances may receive a lesser amount than they would be entitled to under the terms of the indenture governing the notes, even if sufficient funds are available.

Restrictive covenants in the senior secured credit facilities and the indenture may restrict our ability to pursue our business strategies.

Our senior secured credit facilities and the indenture governing the notes offered hereby contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interests. These agreements governing our indebtedness include covenants restricting, among other things, our ability to:

incur or guarantee additional debt or issue certain preferred stock;

pay dividends or make distributions on our capital stock or redeem, repurchase or retire our capital stock, subordinated debt and certain other debt;

make certain investments;

create liens on our or our subsidiary guarantors' assets to secure debt;

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create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the notes;

make capital expenditures;

enter into transactions with affiliates;

merge or consolidate with another person or sell or otherwise dispose of all or substantially all of our assets;

sell assets, including capital stock of our subsidiaries;

alter the business that we conduct; and

designate our subsidiaries as unrestricted subsidiaries.

If we fail to make any required payment under our senior secured credit facilities or to comply with any of the covenants included in the senior secured credit facilities, we will be in default. Lenders under such facilities could then vote to accelerate the maturity of the indebtedness and foreclose upon our and our subsidiaries' assets securing such indebtedness. Other creditors might then accelerate other indebtedness. If any of our creditors accelerate the maturity of their indebtedness, we may not have sufficient assets to satisfy our obligations under the senior secured credit facilities or our other indebtedness, including the notes offered hereby. In addition, a default under the indenture governing the notes would cause a default under the senior secured credit facilities, and the acceleration of debt under the senior secured credit facilities or the failure to pay that debt when due would cause a default under the indenture governing the notes (assuming the amount of that debt is in excess of \$50.0 million). The lenders under our senior secured credit facilities also have the right upon an event of default thereunder to terminate any commitments they have to provide further borrowings. Further, following an event of default under our senior secured credit facilities, the lenders under such facilities will have the right to proceed against the collateral granted to them to secure that debt. If the debt under our senior secured credit facilities or the notes offered hereby were to be accelerated, our assets may not be sufficient to repay in full that debt or any other debt that may become due as a result of that acceleration.

Notwithstanding the restrictions on our ability to pay dividends, redeem or purchase capital stock and make certain other restricted payments, the indenture governing the notes allows us to make significant restricted payments in certain circumstances. See Description of the Notes Certain Covenants Limitation on Restricted Payments and Covenant Suspension.

We may not be able to fulfill our repurchase obligations in the event of a change of control.

Upon the occurrence of any change of control, we will be required to make a change of control offer to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. Any change of control also would constitute a default under our senior secured credit facilities. Therefore, upon the occurrence of a change of control, the lenders under our senior secured credit facilities would have the right to accelerate their loans, and if so accelerated, we would be required to repay all of our outstanding obligations under our senior secured credit facilities. Also, our senior secured credit facilities generally prohibit us from purchasing any notes if we do not repay all borrowings under such facilities first or obtain the consent of the lenders under such facilities. Accordingly, unless we first repay all such borrowings or obtain the consent of such lenders, we will be prohibited from purchasing the notes upon a change of control.

In addition, if a change of control occurs, there can be no assurance that we will have available funds sufficient to pay the change of control purchase price for any of the notes that might be delivered by holders of the notes seeking to accept the change of control offer and, accordingly, none of the holders of the notes may receive the change of control purchase price for their notes. Our failure to make the change of control offer or to pay the change of control purchase price with respect to the notes when due would result in a default under the indenture governing the notes. See Description of the Notes Events of Default and Remedies.

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Federal and state statutes allow courts, under specific circumstances, to void guarantees and require note holders to return payments received from guarantors.

Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

intended to hinder, delay or defraud creditors; or

received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee; and

was insolvent or rendered insolvent by reason of such incurrence; or

was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or

intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In addition, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

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

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

it could not pay its debts as they become due.

We believe that each guarantor, after giving effect to its guarantee of each series of notes, was not insolvent, did not have unreasonably small capital for the business in which it is engaged and did not have incurred debts beyond its ability to pay such debts as they mature. There can be no assurance, however, as to what standard a court would apply in making such determinations or that a court would agree with our or any guarantor's conclusions in this regard.

You will be required to pay U.S. federal income tax on the senior toggle notes even if we do not pay cash interest.

None of the interest payments on the Senior Toggle Notes will be qualified stated interest for U.S. federal income tax purposes, even if we never exercise the option to pay PIK interest, because the Senior Toggle Notes provide us with the option to pay cash interest or PIK interest for any interest payment period through November 15, 2011. Consequently, the Senior Toggle Notes will be treated as issued with original issue discount (OID) for U.S. federal income tax purposes, and U.S. holders will be required to include the OID in gross income on a constant yield to maturity basis, regardless of whether interest is paid currently in cash and regardless of their regular method of tax accounting.

We will only be entitled to deduct a portion of any interest or OID on the Senior Toggle Notes for U.S. federal income tax purposes, and only at such time as such interest or OID is considered paid in cash.

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The Senior Toggle Notes constitute applicable high yield discount obligations for U.S. federal income tax purposes. As such, any interest deductions with respect to any OID relating to the Senior Toggle Notes will be deferred until paid in cash, and will be disallowed to the extent the yield to maturity on the Senior Toggle Notes

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exceeds six percentage points over the applicable federal rate (as determined under the Internal Revenue Code) in effect for the calendar month in which the Senior Toggle Notes were issued. The deferral and disallowance of deductions for payments of interest or OID on the Senior Toggle Notes will reduce the amount of cash available to us to meet our obligations under the notes.

Risks Relating to the Exchange Offers

Your Restricted Notes will not be accepted for exchange if you fail to follow the exchange offers procedures.

We will not accept your Restricted Notes for exchange if you do not follow the exchange offers procedures. We will issue Exchange Notes as part of the exchange offers only after a timely receipt of your Restricted Notes, a properly completed and duly executed letter of transmittal and all other required documents. Therefore, if you wish to tender your Restricted Notes, please allow sufficient time to ensure timely delivery. If we do not receive your Restricted Notes, letter of transmittal and other required documents by the time of expiration of the exchange offers, we will not accept your Restricted Notes for exchange. We are under no duty to give notification of defects or irregularities with respect to the tenders of Restricted Notes for exchange. If there are defects or irregularities with respect to your tender of Restricted Notes, we will not accept your Restricted Notes for exchange.

If you do not exchange your Restricted Notes, there will be restrictions on your ability to resell your Restricted Notes.

Following the exchange offers, Restricted Notes that you do not tender or that we do not accept will be subject to transfer restrictions. Absent registration, any untendered Restricted Notes may therefore be offered or sold only in transactions that are not subject to, or that are exempt from, the registration requirements of the Securities Act and applicable state securities laws.

An active trading market may not develop for these notes.

Each series of Exchange Notes are new issue of securities, and there is no established trading market for the Exchange Notes. We do not intend to apply to list the notes for trading on any securities exchange or to arrange for quotation on any automated dealer quotation system. As a result of this and the other factors listed below, an active trading market for the Exchange Notes may not develop, in which case the market price and liquidity of the Exchange Notes may be adversely affected.

In addition, you may not be able to sell your Exchange Notes at a particular time or at a price favorable to you. Future trading prices of the Exchange Notes will depend on many factors, including:

our operating performance and financial condition;

our prospects or the prospects for companies in our industry generally;

our ability to complete the exchange offers;

the interest of securities dealers in making a market in the notes;

the market for similar securities;

prevailing interest rates; and

the other factors described in this prospectus under Risk Factors.

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Historically, the market for non-investment grade debt has been subject to disruptions that have caused volatility in prices. It is possible that the market for the Exchange Notes will be subject to disruptions. A disruption may have a negative effect on you as a holder of the Exchange Notes, regardless of our prospects or performance.

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Risks Relating to our Business and our Industry

Our ability to implement and execute our strategic plans may not be successful and, accordingly, we may not be successful in achieving our strategic goals, which may adversely affect our business.

We may not be successful in developing and implementing our strategic plans for our businesses or the operational plans that have been or need to be developed to implement the strategic plans. If the development or implementation of such plans are not successful, we may not produce the revenue, margins, earnings or synergies that we need to be successful. In addition, these strategic plans and operational plans need to continue to be assessed and reassessed to meet the challenges and needs of our businesses in order for us to remain competitive. Further, the execution of the strategic plans will, to some extent, be dependent on external factors that we cannot control.

We may not realize the anticipated cost savings related to our operating improvement plan pursuant to the anticipated timetable or at all, which could adversely affect our financial condition. We also cannot assure you that we will not exceed one-time costs associated with implementing our cost savings initiatives.

We have specific initiatives underway to improve margins, including in our U.S. HRS business. The operating improvement plan consists of several initiatives to significantly improve results including workforce reduction, consolidation of facilities, improving sourcing capabilities, streamlined technology spending and business process improvements. The success of our operating improvement plan will depend on our ability to realize anticipated cost savings. In addition, we estimate that this cost savings plan will require us to incur approximately \$50 million in one-time costs by the end of 2008. Our ability to successfully realize cost savings and the timing of any realization may be affected by a variety of factors including, without limitation, our ability to reduce our purchasing expenditures, consolidate and integrate our information technology infrastructure and otherwise execute our plan, retain personnel necessary to execute our plan, respond to negative customer or supplier reactions to our plan, extend our offshoring programs and reduce other SG&A expenses. The one-time costs associated with implementing our operating improvement plan may exceed the anticipated amounts. We may not achieve the anticipated cost savings, and we may not achieve the cost savings within the time we currently expect, which could adversely affect our financial condition.

We may also face delays or difficulties in implementing product, process and system improvements which could adversely affect the timing or effectiveness and margin improvement efforts in our business and our ability to successfully compete in the markets we serve.

In addition, the profitability of certain elements of our business can also vary from year-to-year due to either external or internal factors. We may not be able to improve the performance of the elements of the business that lose money or are less profitable than others. Further, each business and operating function requires substantial ongoing investment in maintaining and improving infrastructure and product solutions. We may not have sufficient financial resources to fund all of the desired or necessary investments, which could adversely affect our business.

Economic and governmental factors may adversely affect our business and operating results.

Economic conditions, trade, monetary and fiscal policies and governmental regulations may substantially change, with corresponding impacts on the industries that we serve. The following changing overall economic conditions could affect us:

declining interest rates can result in a corresponding decrease in investment income from invested customer funds which are held pending remittance to taxing authorities, customer employees and other third parties;

the devaluation or impairment of financial assets or the failure or inability of other entities to make payment to us under financial instruments could affect the value of our customer and corporate funds, negatively impact our liquidity position and result in a loss of existing customers or our ability to attract new customers;

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decreased employment levels, as well as slowed economic conditions, could negatively affect wage and bonus payments, orders and the timing of product installations, and negatively impact the operating results of our HRS business;

falling fuel prices negatively impacting Comdata's revenue and rising fuel prices increase the working capital requirements and subject Comdata to greater credit or bad debt risks with respect to its customers that purchase fuel using a Comdata payment method; and

the level of activity in the transportation and retail industries impacting the respective revenues of Comdata and SVS.

In particular, the current lower interest rates have caused a decrease in our revenue from interest on customer funds held in trust. Also, the Reserve Primary Fund, a formerly triple-A rated money market fund in which we invested customer and corporate funds, has delayed distributions pending its liquidation. As of December 12, 2008, \$141.8 million of customer funds and \$21.2 million of our corporate funds remained invested in the fund. We cannot assure you when we will recover the remaining portion of our invested funds or the exact amount we will ultimately recover. See Management's Discussion and Analysis of Financial Condition and Results of Operations Balance Sheets for discussion regarding the Reserve Fund.

Changes in or the elimination of governmental regulations may adversely affect our revenue and earnings and the way in which we conduct our business. Changes in governmental regulations are difficult to predict and could be significant. For example, the timing and amount of remittances associated with the investment of customer funds, a reduction in the period of time we are allowed to hold remittances as well as the amount of such remittances, may decrease our revenue and earnings. As another example, the extent and type of benefits that employers are required to or may choose to provide to employees and/or the amount and type of federal or state taxes employers and employees are required to pay will affect the revenue and earnings associated with the products or services that we may sell. As a third example, Comdata is currently licensed on the state level by the banking or financial institutions departments of numerous states. Continued licensing by these states is subject to ongoing satisfaction of compliance requirements regarding safety and soundness. Changes in this regulatory environment, including the implementation of new or varying measures by the government, may significantly affect or change the manner in which we currently conduct some of the aspects of our business. Regulatory changes may also restrict or eliminate present and future business opportunities available to us.

If we are unable to respond to changing economic factors and timely and appropriately comply with existing or changed government regulations, there may be an adverse affect on our financial results and we may be subject to injunctions, other sanctions and the payment of fines and penalties.

Our results of operations could be adversely affected if we fail to retain our existing customers, sell additional products and services to our existing customers, introduce new or enhanced products and services and attract and retain new customers.

Our revenue and revenue growth are dependent on our ability to retain customers, sell them additional products and services, introduce new products and services and attract new customers in each of our businesses. Our ability to increase revenue will depend on a variety of factors, including:

customer willingness to accept any price increases;

the quality and perceived value of our product and service offerings by existing and new customers;

effective sales and marketing efforts;

our speed to market and avoidance of difficulties or delays in development of new products and services;

the level of market acceptance of new products and services;

actions or reactions of our competitors;

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our ability to integrate technology into our products and services to avoid obsolescence and provide scalability;

the successful implementation of products and services for new and existing customers;

the regulatory needs and requirements facing us and our customers; and

our ability to meet increased customer regulatory requirements, including our customers that are governmental agencies or entities. Our inability to retain existing customers, sell additional products and services, or successfully develop and implement new and enhanced products and services and attract new customers and, accordingly, increase our revenues could adversely affect our future results of operations.

Our strategy to make acquisitions of and investments in complementary businesses, products and technologies may not be successful and involves risks that could adversely affect our business and operating results.

One of our growth strategies is to make acquisitions of and investments in complementary businesses, products and technologies that will enable us to add products and services for our core customer base and for adjacent markets, and to expand each of our businesses geographically. Our ability to make these acquisitions and investments will depend on a number of factors, many of which are outside our control, including:

the availability of suitable acquisition candidates and investments at acceptable costs;

complete financial information to make informed investment decisions;

our ability to compete effectively for these acquisition candidates and investments;

the availability of capital to complete these acquisitions and investments; and

the proper allocation of resources to value, negotiate, acquire and integrate the acquisition or investment into our business segments. In addition, implementation of this strategy entails a number of other risks, including:

inaccurate assessment of undisclosed liabilities;

entry into markets in which we may have limited or no experience;

potential loss of key employees or customers of the acquired businesses;

difficulties in assimilating the operations and products of an acquired business or in realizing projected efficiencies and cost savings;

reallocation of significant amounts of capital from operating initiatives to acquisitions; and

incur and increase indebtedness and a limitation in our ability to incur and access additional capital when needed. In addition, from an accounting perspective, most acquisitions and investments involve periodic assessments of the recoverable value of goodwill and other intangible assets. Such assessments could result in an impairment of the goodwill or other intangible assets recorded which may have an adverse impact on our financial condition or operating results.

These risks could be heightened if we complete several acquisitions or investments within a relatively short period of time. The benefits of an acquisition or investment may often take considerable time to be realized, or may never be realized, and we cannot guarantee that any acquisition or investment will in fact produce the revenue, earnings or business synergies that we anticipated at the time of the transaction.

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Any breach of our IT security or loss of customer data could adversely affect our businesses.

Any security breach in our business processes and/or systems has the potential to impact our customer information and our financial reporting capabilities which could result in the potential loss of business and our ability to accurately report financial results. In addition, any issue of data privacy as it relates to unauthorized access to or loss of customer and/or employee information could result in the potential loss of business, damage to our market reputation, litigation and regulatory investigation and penalties. We cannot assure you that our continued investment in the security of our IT systems, continued efforts to improve the controls within our IT systems, business processes improvements, and the enhancements to our culture of information security will prevent attempts to breach our security or unauthorized access to confidential, sensitive or proprietary information. If our security is breached or confidential information accessed, our business and operating results could be adversely affected.

Our success will depend on our ability to protect our intellectual property rights.

The success of our business will depend, in part, on:

preserving our trade secrets and maintaining the security of our know-how and data; and

operating without infringing upon patents and proprietary rights held by third parties.

Failure to protect, monitor and control the use of our intellectual property rights could cause us to lose a competitive advantage and incur significant expenses. We rely on a combination of contractual provisions, confidentiality procedures and copyright, trademark, service mark and trade secret laws to protect the proprietary aspects of our brands, technology, data and estimates. These legal measures afford only limited protection, and competitors or others may gain access to our intellectual property and proprietary information. Our trade secrets, data and know-how could be subject to unauthorized use, misappropriation, or disclosure, despite having required our employees, consultants, customers, and collaborators to enter into confidentiality agreements. Our trademarks could be challenged, forcing us to re-brand our products or services, resulting in loss of brand recognition and requiring us to devote resources to advertising and marketing new brands. Furthermore, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets and to determine the validity and scope of our proprietary rights.

There can be no assurance that the intellectual property laws and other statutory and contractual arrangements we currently depend upon will provide sufficient protection in the future to prevent the infringement, use or misappropriation of our trademarks, data, technology and other products and services. In addition, the growing need for global data, along with increased competition and technological advances, puts increasing pressure on us to share our intellectual property for client applications. Policing unauthorized use of intellectual property rights can be difficult and expensive, and adequate remedies may not be available. Any future litigation, regardless of outcome, could result in substantial expense and diversion of resources with no assurance of success and could adversely affect our business, results of operation and financial condition.

Our systems may be subject to disruptions that could adversely affect our business and reputation.

Our business is dependent on our payroll, transaction, financial, accounting and other data processing systems. We rely on these systems to process, on a daily basis, a large number of complicated transactions. If any of these systems fail to operate properly or become disabled even for a brief period of time we could potentially lose control of customer data and we could suffer financial loss, a disruption of our businesses, liability to clients, regulatory intervention or damage to our reputation. In addition, in the event of a catastrophic occurrence, either natural or man-made, our ability to protect our infrastructure, including client data, and maintain ongoing operations could be significantly impaired. We cannot assure you that our business continuity and disaster recovery plans and strategies will be successful in mitigating the effects of a catastrophic occurrence. We could potentially lose control of customer and other data and may experience significant interruptions of our operations and service to our customers.

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The failure of our HRS business to comply with applicable laws could result in substantial taxes, penalties and liabilities that could adversely affect our business.

We are subject to various laws and regulations, and our failure to comply with such laws and regulations could adversely affect our business. For example, our HRS customers remit employer and employee tax funds to our HRS businesses. Our HRS business processes the data received from its customers and remits the funds along with a tax return to the appropriate taxing authorities when due. Under various service agreements with its customers, our HRS business assumes financial responsibility for the payment of the taxes, penalties and liabilities assessed against its customers arising out of the failure of our HRS business to fulfill its obligations under its agreements with these customers, unless these taxes, penalties or liabilities are attributable to the customer's failure to comply with the terms of the agreement the customer has with our HRS business. These taxes, penalties and liabilities could, in some cases, be substantial and could adversely affect its business and operating results. Additionally, the failure of our HRS business to fulfill its obligations under its customer agreements could adversely affect our reputation, its relationship with our customers and its ability to gain new customers. In addition, mistakes may occur in connection with this service. Our HRS business and its customers may be subject to penalties imposed by tax authorities for late filings or underpayment of taxes.

As a result of the services our Benefits operating unit provides, it may be subject to potential legal liability as a provider of portability compliance services. As a provider of COBRA (Consolidated Omnibus Budget Reconciliation Act) compliance services, our Benefits operating unit is subject to excise taxes and penalties for noncompliance with provisions of COBRA. In addition to the excise tax and penalty liabilities that may be imposed on our Benefits operating unit, substantial excise taxes and penalties may be imposed under COBRA on our customers. In addition, as a provider of HIPAA (Health Insurance Portability and Accountability Act of 1996) compliance and administration services, our benefit services subsidiary may be subject to ERISA (Employee Retirement Income Security Act of 1974) penalties for noncompliance with various provisions of HIPAA.

As a result of work-life and employee assistance programs currently provided to the Federal Government, we are required to comply with applicable Federal contracting regulations. Non-compliance with required reporting and performance activities subjects us to penalties and legal liabilities imposed by regulatory authorities.

Litigation and governmental inquiries, investigations and proceedings may adversely affect our financial results.

We may be adversely affected by adverse judgments, settlements, unanticipated costs or other effects of legal and administrative proceedings now pending or that may be instituted in the future, or from investigations by the Commission and other administrative agencies. From time to time, we have had inquiries from regulatory bodies relating to the operation of our business. It has been our practice to cooperate with such inquiries. Such inquiries may result in various audits, reviews and investigations. An adverse outcome of any investigation by the Commission or other inquiries from regulatory bodies could have a material adverse effect on us and result in:

the institution of administrative or civil proceedings;

sanctions and the payment of fines and penalties;

changes in personnel; and

increased review and scrutiny of us by our customers, regulatory authorities, the media and others.

We are also subject to claims and a number of judicial and administrative proceedings considered normal in the course of our current and past operations, including employment-related disputes, contract disputes, intellectual property disputes, government audits and proceedings, customer disputes and tort claims. Responding to such claims may be difficult and expensive, and we may not prevail. In some proceedings, the claimant seeks damages as well as other relief, which, if granted, would require substantial expenditures on our part. There can be no certainty

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that we may not ultimately incur charges in excess of presently or established future financial accruals or insurance coverage, or that we would prevail. Whether we prevail or not, such litigation may have a material adverse effect on our business, operating results and financial condition. See Business Legal Proceedings.

Our success is dependent on the retention and acquisition of talented people and the skills and abilities of our management team and key personnel.

Our business depends on the efforts, abilities and expertise of our senior executives. These individuals are important to our success because they have been instrumental in setting our strategic direction, operating our business, identifying, recruiting and training key personnel and identifying business opportunities. The loss of one or more of these key individuals could impair our business and development until qualified replacements are found. We cannot assure you that these individuals could quickly be replaced with persons of equal experience and capabilities. Although we have employment agreements with certain of these individuals, we cannot prevent them from terminating their employment with us.

We must continue to attract, hire, train, develop and retain talented people to fill the key roles within the organization. We must provide challenging roles, with accountability and commensurate rewards, to attract and retain the appropriate individuals to the organization. If we are unable to attract and retain talented employees who work effectively as members of teams, it could have a material adverse effect on our business, operating results and financial condition.

Our ability to remain competitive depends on our speed to market with new or enhanced technology.

As a provider of information management and data processing services, we need to rapidly adapt and respond to the technological advances offered by our competitors and the technological requirements of our customers in order to maintain or improve upon our competitive position. There can be no assurance that we will develop and release new products and services or product and service enhancements within the required time frames and within targeted costs. Significant delays, difficulties or added costs in introducing new products and services or enhancements, either through internal development, acquisitions or cooperative relationships with other companies, could adversely affect the market acceptance of our products and services and our operating results.

The markets we serve are highly competitive and may attract new competitors or cause current competitors to focus more on these markets, which could adversely affect our business.

The markets for our businesses are highly competitive. We face a variety of competitors, and some of our competitors have substantially greater financial resources than us. In addition, new competitors could decide to enter the markets we serve or current competitors could decide to focus greater resources on these markets, which could intensify the highly competitive conditions that already exist. These new entrants and existing competitors could offer or introduce new technologies or a different service model, or could treat the services to be provided by one of our businesses as one component of a larger product or service offering. These developments could enable these new and existing competitors to offer similar products or services at reduced prices and/or increased service levels. Any of these or similar developments could adversely affect our business and results of operations.

Our U.S. HRS business is subject to the risks associated with contracting with the government.

Our U.S. HRS business provides certain services to various government agencies or parties, and, therefore, is exposed to risks associated with government contracting which could have a material adverse effect on our business.

Although we generally seek multi-year contracts from the government, funds are generally appropriated on a fiscal year basis even though the contract may continue for several years. Consequently, government contracts are often only partially funded initially and additional funds are committed only with further appropriations. The termination of funding for a particular government contract would result in a loss of anticipated future revenue attributable to that program which could have a negative impact on our operations.

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Generally, government contracts contain provisions permitting the government to terminate the contract at its convenience, in whole or in part, without prior notice, and to provide for payment of compensation only for work done and commitments made at the time of termination. Though terminations for convenience are rarely issued, we cannot guarantee that any of our government contracts will not be terminated under these circumstances.

As a result of contracting with the government, we may be subject to audits, cost reviews and investigations by contracting oversight agencies. During the course of an audit, the oversight agency may disallow costs. Such cost disallowances may result in adjustments to previously reported revenue. In addition, our failure to comply with the terms of one or more of our government contracts, other government agreements, or government regulations and statutes could result in our being suspended or barred from future government projects for a significant period of time and possible civil or criminal fines and penalties and the risk of public scrutiny of our performance which could have a material adverse effect on our business.

We generally obtain government contracts through a competitive bidding process. We cannot provide assurance that we will win competitively awarded contracts or that such contracts will be profitable. In addition, if we fail to obtain a renewal or follow-on contract as to a particular government contract, there could be an adverse effect on our business. We currently provide customized work-life and non-medical counseling services to U.S. Armed Services personnel under a contract with the U.S. Department of Defense (USDOD) that expires March 31, 2009. This existing contract may be extended by the USDOD, at its sole option, for an additional three month period ending June 30, 2009 and a second additional three month period ending September 30, 2009. This contract succeeds a replacement contract and series of renewals to our original contract with the USDOD that expired in early 2006. On December 8, 2008, the USDOD issued its most recent modification to a request for proposals, or RFP, originally issued in August 2008 for a new contract for services which would commence following the expiration of the existing agreement. We expect to complete our response to the modified RFP by the February 4, 2009 deadline presently set by the USDOD. There can be no assurance that we will be successful in obtaining the award of a new contract or, if successful, that the new contract would be awarded on economic and other terms as favorable as those under which we presently provide such services. Failure to retain this business upon substantially similar terms as presently exist could have a significant impact on the revenues of our LifeWorks operating unit.

Furthermore, government contracts may be subject to protest or challenge by unsuccessful bidders or to termination, reduction or modification in the event of changes in government requirements, reductions in federal spending or other factors beyond our control.

We are subject to risks related to our international operations, which may adversely affect our operating results.

Approximately 27.3% of HRS revenue in 2007 was obtained from our international operations. Our Ceridian Canada operations provide certain HRS services for our Canadian customers, and our Ceridian UK subsidiary primarily provides certain HRS services in the United Kingdom. We are beginning to expand our international HRS business into other countries by engaging a partner within a country to provide us with payroll administration and processing services for that country. Comdata also has operations in Canada, and is expanding its transportation businesses internationally. SVS is also expanding its business internationally. Approximately 5% of SVS and approximately 2% of Comdata's revenues in 2007 were derived from customers outside of the United States. As such, our international operations are subject to risks that could adversely affect those operations or our business as a whole, including:

costs of customizing products and services for foreign customers;

difficulties in managing and staffing international operations;

difficulties with or inability to engage global partners;

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reduced protection for intellectual property and other legal rights in some countries;

longer sales and payment cycles;

the burdens of complying with a wide variety of foreign laws;

exposure to legal jurisdictions that may not recognize or interpret customer contracts in predictable ways;

exposure to local economic and political conditions; and

unfavorable currency exchange rates.

In addition, we anticipate that customers and potential customers may increasingly require and demand that a single vendor provide HRS solutions and services for their employees in a number of countries. If we are unable to provide the required services on a multinational basis, there may be a negative impact on our new orders and customer retention, which would negatively impact revenue and earnings. Although we have a multinational strategy, substantial additional investment and efforts may be necessary to implement such strategy.

Our business and results of operations are dependent on several vendors, suppliers and other third-parties, the loss of whom could adversely affect our consolidated results of operations.

Our business is dependent on several vendors, suppliers and other third-parties, the loss of whom could adversely affect our consolidated results of operations. In particular, Comdata's current business relies upon its relationships with suppliers and other third-parties, such as MasterCard, to effect and support transactions, including access to the Cirrus ATM network, the Maestro point-of-sale debit network and MasterCard's credit network. The ability of Comdata to continue to provide some of its services in the manner in which it currently delivers them may be affected by actions taken by suppliers and other third-parties, including MasterCard. Any adverse change in Comdata's relationship with these parties or Comdata's inability to timely and effectively establish alternatives to these relationships could likely adversely affect Comdata's business and results of operations and could adversely affect our consolidated results of operations as well.

We are controlled by the Sponsors, whose interests may not be aligned with ours or yours.

We are controlled by the Sponsors, which have the power to control our affairs and policies, including entering into mergers, sales of substantially all of our assets and other extraordinary transactions as well as decisions to issue shares, declare dividends, pay advisory fees and make other decisions. The interests of the Sponsors as our equity holders could conflict with your interests as a holder of our debt in material respects. Furthermore, the Sponsors are in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us, as well as businesses that represent major customers of our businesses. The Sponsors may also pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us. So long as the Sponsors continue to own a significant amount of our outstanding capital stock, they will continue to be able to strongly influence or effectively control our decisions.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. You can identify forward-looking statements because they contain words such as believes, expects, may, will, should, seeks, approximates, intends, plans, estimates, or anticipates or similar expressions that concern our strategy, plans or intentions. All statements we make relating to expected cost savings, margins growth, cash flows, capital expenditures, market and industry growth rates and trends (including trends towards outsourcing), product line and market expansion, market share, operational improvements (including head count, technological, customer service and business improvement initiatives), retention rates, demand for our products, litigation results, redemption of money market funds and financial results are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performances and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Risk Factors and elsewhere in this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements.

The matters referred to in the forward-looking statements contained in this prospectus may not in fact occur. Accordingly, we caution you against relying on forward-looking statements. We undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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THE EXCHANGE OFFERS

Purpose and Effect

We issued the Restricted Notes on November 9, 2007 in a transaction exempt from registration under the Securities Act. In connection with the original issuance, we entered into an indenture and a registration rights agreement. The registration rights agreement requires that we file a registration statement under the Securities Act with respect to the Exchange Notes to be issued in the exchange offers and, upon the effectiveness of the registration statement, offer you the opportunity to exchange your Restricted Notes for a like principal amount of Exchange Notes. Except as set forth below, these Exchange Notes will be issued without a restrictive legend and, we believe, may be reoffered and resold by you without registration under the Securities Act. After we complete the exchange offers, our obligations with respect to the registration of the Restricted Notes and the Exchange Notes will terminate. A copy of the registration rights agreement has been filed as an exhibit to the registration statement of which this prospectus forms a part. Notwithstanding anything to the contrary set forth in this prospectus, the exchange offers are not being made to you, and you may not participate in the exchange offers, if (a) you are our affiliate within the meaning of Rule 405 of the Securities Act or (b) you are a broker-dealer that acquired Restricted Notes directly from us.

Based on interpretations by the staff of the Commission set forth in no-action letters issued to third parties unrelated to us, we believe that the Exchange Notes to be issued to you in the exchange offers may be offered for resale, resold and otherwise transferred by you, without compliance with the registration and prospectus delivery provisions of the Securities Act, unless you are a broker-dealer that receives Exchange Notes in exchange for Restricted Notes acquired by you as a result of market-making activities or other trading activities. This interpretation, however, is based on your representation to us that:

the Exchange Notes to be issued to you in the exchange offers are acquired in the ordinary course of your business;

at the time of the commencement of the exchange offers you have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the Exchange Notes to be issued to you in the exchange offers in violation of the Securities Act;

you are not an affiliate (as defined in Rule 405 promulgated under the Securities Act) of us;

you are not engaging in, and do not intend to engage in, a distribution of the Exchange Notes to be issued to you in the exchange offers;

you are not acting on behalf of any persons or entities who could not truthfully make the foregoing representations.

If you have any of the disqualifications described above or cannot make each of the representations set forth above, you may not rely on the interpretations by the staff of the Commission referred to above. Under those circumstances, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a sale, transfer or other disposition of any notes unless you are able to utilize an applicable exemption from all of those requirements. In addition, each broker-dealer that receives Exchange Notes in the exchange offers for its own account in exchange for Restricted Notes that were acquired by the broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of those Exchange Notes. See Plan of Distribution.

If you will not receive freely tradable Exchange Notes in the exchange offers or are not eligible to participate in the exchange offers and the Restricted Notes held by you constitute Registrable Securities (as

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defined in the registrations rights agreement), you may elect to have your Restricted Notes registered in a shelf registration statement on an appropriate form pursuant to Rule 415 under the Securities Act. If we are obligated to file a shelf registration statement, we will be required to keep the shelf registration statement effective for a period of two years or such shorter period that will terminate when all of the notes covered by the shelf registration statement (a) have been sold pursuant to the shelf registration statement or (b) can be sold pursuant to Rule 144 under the Securities Act without any volume or manner of sale limitations thereunder. Other than as set forth in this paragraph, you will not have the right to require us to register your Restricted Notes under the Securities Act. See Procedures for Tendering Restricted Notes below.

Terms of the Exchange Offers

Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal, we will accept any and all Restricted Notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on the expiration date. We will issue \$1,000 principal amount of Exchange Notes in exchange for each \$1,000 principal amount of Restricted Notes accepted in the exchange offers. You may tender some or all of your Restricted Notes pursuant to the exchange offers. However, Restricted Notes may be tendered only in integral multiples of \$1,000 principal amount.

The form and terms of the Exchange Notes are substantially the same as the form and terms of the Restricted Notes, except that the Exchange Notes to be issued in the exchange offers have been registered under the Securities Act and will not bear legends restricting their transfer. The Exchange Notes will be issued pursuant to, and entitled to the benefits of, the indenture. The indenture also governs the Restricted Notes. Each series of Exchange Notes and Restricted Notes will be deemed a single issue of the respective series of notes under the indenture.

As of the date of this prospectus, \$825,000,000 aggregate principal amount of 11 1/4% Senior Notes due 2015 are outstanding and \$475,000,000 aggregate principal amount of 12 1/4%/13% Senior Toggle Notes due 2015 are outstanding. This prospectus, together with the letter of transmittal, is being sent to all registered holders and to others believed to have beneficial interests in the Restricted Notes. We intend to conduct the exchange offers in accordance with the applicable requirements of the Exchange Act and the rules and regulations of the Commission promulgated under the Exchange Act.

We will be deemed to have accepted validly tendered Restricted Notes when, as, and if we have given oral or written notice of our acceptance to the exchange agent. The exchange agent will act as our agent for the tendering holders for the purpose of receiving the Exchange Notes from us. Any Restricted Notes not accepted for exchange for any reason will be returned without expense to an account maintained with DTC as promptly as practicable after the expiration or termination of the exchange offers.

You will not be required to pay brokerage commissions or fees or, except as set forth below under Transfer Taxes, transfer taxes with respect to the exchange of your Restricted Notes in the exchange offers. We will pay all charges and expenses, other than applicable taxes, in connection with the exchange offers. See Fees and Expenses below.

Expiration Date; Amendments

The exchange offers will expire at 5:00 p.m., New York City time, on _____, 2008 unless we determine, in our sole discretion, to extend the exchange offers, in which case, it will expire at the later date and time to which it is extended. We do not intend to extend the exchange offers, although we reserve the right to do so. If we extend or terminate the exchange offers, we will give oral or written notice of the extension to the exchange agent and give each registered holder notice by means of a press release or other public announcement of any extension prior to 9:00 a.m., New York City time, on the next business day after the scheduled expiration date. We will not extend the exchange offers past _____, 2008.

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We also reserve the right, in our sole discretion,

- (1) to delay accepting any Restricted Notes, to the extent in a manner compliant with Rule 14e-1(c) of the Exchange Act, in the event the exchange offers are extended,
- (2) subject to applicable law and by complying with Rule 14e-1(d) under the Exchange Act to the extent that rule applies, to extend the exchange offers or, if any of the conditions set forth below under Conditions have not been satisfied or waived, to terminate the exchange offers by giving oral or written notice of the delay or termination to the exchange agent, or
- (3) to amend the terms of the exchange offers in any manner, by complying with Rule 14e-1(d) under the Exchange Act to the extent that rule applies. If we make any material amendment to the terms of the exchange offers or waive any material condition, we will keep the exchange offers open for at least five business days after we notify you of such change or waiver. If we make a material change to the terms of the exchange offers, it may be necessary for us to provide you with an amendment to this prospectus reflecting that change. We may only delay, terminate or amend the offer prior to its expiration.

We acknowledge and undertake to comply with the provisions of Rule 14e-1(c) under the Exchange Act, which requires us to return the Restricted Notes surrendered for exchange promptly after the termination or withdrawal of the exchange offers. We will notify you as promptly as we can of any extension, termination or amendment.

Procedures for Tendering Restricted Notes

The Restricted Notes were issued as global notes in fully registered form without interest coupons. Beneficial interests in the global notes held by direct or indirect participants in DTC are shown on, and transfers of these interests are effected only through, records maintained in book-entry form by DTC with respect to its participants. You may only tender your Restricted Notes by book-entry transfer of the Restricted Notes into the exchange agent's account at DTC. The tender to us of Restricted Notes by you, as set forth below, and our acceptance of the Restricted Notes will constitute a binding agreement between us and you, upon the terms and subject to the conditions set forth in this prospectus. Except as set forth below, to tender Restricted Notes for exchange pursuant to the exchange offers, you must transmit to Wells Fargo Bank, National Association, as exchange agent, on or prior to the time of expiration either:

- (1) a written or facsimile copy of a properly completed and duly executed letter of transmittal for your Restricted Notes, including all other documents required by the letter of transmittal, to the exchange agent at the address set forth on the cover page of the letter of transmittal; or
- (2) a computer-generated message transmitted by means of DTC's Automated Tender Offer Program system and received by the exchange agent and forming a part of a confirmation of book-entry transfer, in which you acknowledge and agree to be bound by the terms of the letter of transmittal for your notes.

In addition, the exchange agent must receive, on or prior to the expiration date:

- (1) a timely confirmation of book-entry transfer (a book-entry confirmation) of the Restricted Notes into the exchange agent's account at DTC; or
- (2) you must comply with the guaranteed delivery procedures described below.

If you are a beneficial owner whose Restricted Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and wish to tender, you should promptly instruct the registered holder to tender on your behalf. Any registered holder that is a participant in DTC's book-entry transfer facility system may make book-entry delivery of the Restricted Notes by causing DTC to transfer the Restricted Notes into the exchange agent's account. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal for your Restricted Notes and delivering your Restricted Notes, either make appropriate arrangements to register ownership of the Restricted Notes in your name or obtain a

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properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.

Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed by an eligible institution unless:

Restricted Notes tendered in the exchange offers are tendered either

by a registered holder who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal, or

for the account of an eligible institution; and

the box entitled Special Registration Instructions on the letter of transmittal has not been completed.

If signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantee must be by a financial institution, which includes most banks, savings and loan associations and brokerage houses, that is a participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Program or the Stock Exchanges Medallion Program.

If the letter of transmittal is signed by a person other than you, your Restricted Notes must be endorsed or accompanied by a properly completed bond power and signed by you as your name appears on those Restricted Notes.

If the letter of transmittal or any Restricted Notes or bond powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, those persons should so indicate when signing. Unless we waive this requirement, in this instance you must submit with the letter of transmittal proper evidence satisfactory to us of their authority to act on your behalf.

We or the exchange agent, in our sole discretion, will make a final and binding determination on all questions as to the validity, form, eligibility (including time of receipt) and acceptance of Restricted Notes tendered for exchange. We reserve the absolute right to reject any and all tenders not properly tendered or to not accept any tender which acceptance might, in our judgment or our counsel's, be unlawful. We also reserve the absolute right to waive any defects or irregularities or conditions of the exchange offers as to any individual tender before the expiration date (including the right to waive the ineligibility of any holder who seeks to tender Restricted Notes in the exchange offers). Our or the exchange agent's interpretation of the terms and conditions of the exchange offers as to any particular tender either before or after the expiration date will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of Restricted Notes for exchange must be cured within a reasonable period of time, as we determine. We are not, nor is the exchange agent or any other person, under any duty to notify you of any defect or irregularity with respect to your tender of Restricted Notes for exchange, and no one will be liable for failing to provide such notification.

By tendering Restricted Notes, you represent to us that: (i) the Exchange Notes to be issued to you in the exchange offers are acquired in the ordinary course of your business; (ii) at the time of the commencement of the exchange offers you have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the Exchange Notes to be issued to you in the exchange offer in violation of the Securities Act; (iii) you are not our affiliate, as defined in Rule 405 of the Securities Act, (iv) you are not engaging in, and do not intend to engage in, a distribution of the Exchange Notes to be issued to you in the Exchange Offers; (v) if you are a purchasing broker-dealer, that you will receive the Exchange Notes for your own account in exchange for the Restricted Notes that were acquired by you as a result of your market-making or other trading activities and that you will deliver a prospectus in connection with any resale of such Exchange Notes and you are not acting on behalf of any persons or entities who could not truthfully make the foregoing representations. For further information regarding resales of the Exchange Notes by participating broker-dealers, see the discussion under the caption Plan of Distribution.

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If any holder or other person is an affiliate of ours, as defined under Rule 405 of the Securities Act, or is engaged in, or intends to engage in, or has an arrangement or understanding with any person to participate in, a distribution of the Exchange Notes, that holder or other person cannot rely on the applicable interpretations of the staff of the SEC, may not tender its Restricted Notes in the exchange offers and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Each broker-dealer that receives Exchange Notes for its own account in exchange for Restricted Notes, where the Restricted Notes were acquired by it as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale of the Exchange Notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution.

Furthermore, any broker-dealer that acquired any of its Restricted Notes directly from us:

may not rely on the applicable interpretation of the staff of the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan, Stanley & Co. Inc., SEC no-action letter (June 5, 1991) and Shearman & Sterling, SEC no-action letter (July 2, 1993); and

must also be named as a selling securityholder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

By delivering an agent's message, a beneficial owner (whose Restricted Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee) or holder will be deemed to have irrevocably appointed the exchange agent as its agent and attorney-in-fact (with full knowledge that the exchange agent is also acting as an agent for us in connection with the exchange offers) with respect to the Restricted Notes, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest subject only to the right of withdrawal described in this prospectus), to receive for our account all benefits and otherwise exercise all rights of beneficial ownership of such Restricted Notes, in accordance with the terms and conditions of the exchange offers.

Each beneficial owner or holder will also be deemed to have represented and warranted to us that it has authority to tender, exchange, sell, assign and transfer the Restricted Notes it tenders and that, when the same are accepted for exchange, we will acquire good, marketable and unencumbered title to such Restricted Notes, free and clear of all liens, restrictions, charges and encumbrances, and that the Restricted Notes tendered are not subject to any adverse claims or proxies. Each beneficial owner and holder, by tendering its Restricted Notes, also agrees that it will comply with its obligations under the registration rights agreement.

Acceptance of Restricted Notes for Exchange; Delivery of Exchange Notes

Upon satisfaction or waiver of all of the conditions to the exchange offers, we will accept, promptly after the expiration date, all Restricted Notes properly tendered and will issue the Exchange Notes promptly after acceptance of the Restricted Notes. See Conditions to the Exchange Offers. For purposes of the exchange offers, we will be deemed to have accepted properly tendered Restricted Notes for exchange if and when we give oral (confirmed in writing) or written notice to the exchange agent.

The holder of each Restricted Note accepted for exchange will receive the applicable Exchange Note in the amount equal to the surrendered Restricted Note. Holders of Exchange Notes on the relevant record date for the first interest payment date following the consummation of the exchange offers will receive interest accruing from the most recent date to which interest has been paid on the Restricted Notes or, if no interest has been paid, from the issue date of the Restricted Notes. Holders of Exchange Notes will not receive any payment in respect of accrued interest on Restricted Notes otherwise payable on any interest payment date, the record date for which occurs on or after the consummation of the exchange offers.

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In all cases, issuance of Exchange Notes for Restricted Notes that are accepted for exchange will be made only after timely receipt by the exchange agent of an agent's message and a timely confirmation of book-entry transfer of the Restricted Notes into the exchange agent's account at DTC.

If any tendered Restricted Notes are not accepted for any reason set forth in the terms and conditions of the exchange offers or if Restricted Notes are submitted for a greater principal amount than the holder desires to exchange, such unaccepted or non-exchanged Restricted Notes will be returned without expense to an account maintained with DTC promptly after the expiration or termination of the exchange offers.

Guaranteed Delivery Procedures

If you desire to tender your Restricted Notes and your Restricted Notes are not immediately available, time will not permit your Restricted Notes or other required documents to reach the exchange agent before the time of expiration or you cannot complete the procedure for book-entry on a timely basis, you may tender if:

you tender through an eligible financial institution;

on or prior to 5:00 p.m., New York City time, on the expiration date, the exchange agent receives from an eligible institution, a written or facsimile copy of a properly completed and duly executed letter of transmittal and notice of guaranteed delivery, substantially in the form provided by us; and

a book-entry confirmation, and all other documents required by the letter of transmittal, are received by the exchange agent within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery.

The notice of guaranteed delivery may be sent by facsimile transmission, mail or hand delivery. The notice of guaranteed delivery must set forth:

your name and address;

the amount of Restricted Notes you are tendering; and

a statement that your tender is being made by the notice of guaranteed delivery and that you guarantee that within three New York Stock Exchange trading days after the execution of the notice of guaranteed delivery, the eligible institution will deliver the following documents to the exchange agent:

a book-entry confirmation of tender;

a written or facsimile copy of the letter of transmittal, or a book-entry confirmation instead of the letter of transmittal; and

any other documents required by the letter of transmittal.

Book-Entry Transfers

The exchange agent will make a request to establish an account for the Restricted Notes at DTC for purposes of the exchange offers within two business days after the date of this prospectus. Any financial institution that is a participant in DTC's systems must make book-entry delivery of

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Restricted Notes by causing DTC to transfer those Restricted Notes into the exchange agent's account at DTC in accordance with DTC's procedures for transfer. This participant should transmit its acceptance to DTC on or prior to the expiration date. DTC will verify this acceptance, execute a book-entry transfer of the tendered Restricted Notes into the exchange agent's account at DTC and then send to the exchange agent confirmation of this book-entry transfer. The transmission of the Restricted Notes and agent's message to DTC and delivery by DTC to and receipt by the exchange agent of the related agent's message will be deemed to be a valid tender.

If one of the following situations occurs:

(1) you cannot deliver a book-entry confirmation of book-entry delivery of your book-entry interests into the relevant account of the exchange agent at DTC; or

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(2) you cannot deliver all other documents required by the letter of transmittal to the exchange agent prior to the time of expiration, then you must tender your book-entry interests according to the guaranteed delivery procedures discussed above.

Withdrawal Rights

For a withdrawal of a tender of Restricted Notes to be effective, the exchange agent must receive a valid withdrawal request through the Automated Tender Offer Program system from the tendering DTC participant before the expiration date. Any such request for withdrawal must include the VOI number of the tender to be withdrawn and the name of the ultimate beneficial owner of the related Restricted Notes in order that such notes may be withdrawn. Properly withdrawn Restricted Notes may be re-tendered by following the procedures described under Procedures for Tendering Restricted Notes above at any time on or before 5:00 p.m., New York City time, on the expiration date.

We will determine all questions as to the validity, form and eligibility, including time of receipt, of notices of withdrawal. Any Restricted Notes so withdrawn will be deemed not to have been validly tendered for exchange. No Exchange Notes will be issued unless the Restricted Notes so withdrawn are validly re-tendered.

Conditions

Notwithstanding any other provision of the exchange offers and subject to our obligations under the registration rights agreement, we will not be required to accept for exchange, or to issue Exchange Notes in exchange for, any Restricted Notes and may terminate or amend the exchange offers, if at any time before the acceptance of any Restricted Notes for exchange any of the following events occur:

- (1) the exchange offers violate applicable law or any applicable interpretation of the staff of the Commission;
- (2) an action or proceeding has been instituted or threatened in any court or by any governmental agency that might materially impair our ability to proceed with the exchange offers and any material adverse development shall have occurred in any existing action or proceeding with respect to us; and
- (3) all governmental approvals have not been obtained, which approvals we deem necessary for the consummation of the exchange offers;

These conditions are for our sole benefit and we may assert them regardless of the circumstances giving rise to them, subject to applicable law. We also may waive in whole or in part at any time and from time to time any particular condition in our sole discretion. If we waive a condition, we may be required in order to comply with applicable securities laws, to extend the expiration date of the exchange offers. Our failure at any time to exercise any of the foregoing rights will not be deemed a waiver of these rights and these rights will be deemed ongoing rights that may be asserted at any time (in the case of any condition involving governmental approvals necessary to the consummation of the exchange offers) and from time to time prior to the time of expiration (in the case of all other conditions).

In addition, we will not accept for exchange any Restricted Notes tendered, and no Exchange Notes will be issued in exchange for any of those Restricted Notes, if at the time the notes are tendered any stop order is threatened by the Commission or in effect with respect to the registration statement of which this prospectus is a part or the qualification of the indenture under the Trust Indenture Act of 1939, as amended.

The exchange offers are not conditioned on any minimum principal amount of Restricted Notes being tendered for exchange.

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Exchange Agent

We have appointed Wells Fargo Bank, National Association as exchange agent for the exchange offers. Questions, requests for assistance and requests for additional copies of the prospectus, letter of transmittal and other related documents should be directed to the exchange agent addressed as follows:

By Registered, Certified or Overnight Mail:

WELLS FARGO BANK, N.A.

Corporate Trust Operations

MAC N9303-121

PO Box 1517

Minneapolis, MN 55480

In Person by Hand Only:

WELLS FARGO BANK, N.A.

12th Floor-Northstar East Building

Corporate Trust Operations

608 Second Avenue South

Minneapolis, MN

By Facsimile (for Eligible Institutions only):

(612) 667-6282

For Information or Confirmation by Telephone:

(800) 344-5128

The exchange agent also acts as trustee under the indenture.

Fees and Expenses

The principal solicitation is being made through DTC by Wells Fargo Bank, National Association, as exchange agent. We will pay the exchange agent customary fees for its services, reimburse the exchange agent for its reasonable out-of-pocket expenses incurred in connection with the provision of these services and pay other registration expenses, including registration and filing fees, fees and expenses of compliance with federal securities and state blue sky securities laws, printing expenses, messenger and delivery services and telephone, fees and disbursements to our counsel, application and filing fees and any fees and disbursement to our independent registered public accounting firm. We will not make any payment to brokers, dealers or others soliciting acceptances of the exchange offers. We will pay the estimated cash expenses to be incurred in connection with the exchange offers.

Additional solicitation may be made by telephone, facsimile or in person by our and our affiliates' officers and regular employees and by persons so engaged by the exchange agent.

Transfer Taxes

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You will not be obligated to pay any transfer taxes in connection with the tender of Restricted Notes in the exchange offers unless you instruct us to register Exchange Notes in the name of, or request that Restricted Notes not tendered or not accepted in the exchange offers be returned to, a person other than the registered tendering holder. In those cases, you will be responsible for the payment of any applicable transfer tax.

Accounting Treatment

We will record the Exchange Notes at the same carrying value as the Restricted Notes, as reflected in our accounting records on the date of the exchange. Accordingly, we will not recognize any gain or loss for accounting purposes as the terms of the Exchange Notes are substantially identical to those of the Restricted Notes. The expenses of the exchange offers will be amortized over the terms of the Exchange Notes.

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Consequences of Failing to Exchange Restricted Notes

If you do not exchange your Restricted Notes for Exchange Notes in the exchange offers, your Restricted Notes will continue to be subject to the provisions of the indenture regarding transfer and exchange of the Restricted Notes and the restrictions on transfer of the Restricted Notes imposed by the Securities Act and state securities law. These transfer restrictions are required because the Restricted Notes were issued under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, the Restricted Notes may not be offered or sold unless registered under the Securities Act, except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not plan to register the Restricted Notes under the Securities Act.

If you do not exchange your Restricted Notes in the exchange offers, you will continue to be entitled to all the rights and limitations applicable to the Restricted Notes as set forth in the indenture, but we will not have any further obligation to you to provide for the exchange and registration of the Restricted Notes under the registration rights agreement other than as set forth above under Purpose and Effect. Therefore, the liquidity of the market for your Restricted Notes could be adversely affected upon completion of the exchange offers if you do not participate in the exchange offers.

Participating Broker-Dealers

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

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The exchange offers are intended to satisfy our obligations under the registration rights agreement. We will not receive any proceeds from the exchange offers.

RATIO OF EARNINGS TO FIXED CHARGES

Predecessor				Successor		
Year Ended December 31,				Period from	Period from	Nine Months
2003	2004	2005	2006	January 1 to	November 10 to	Ended
				November 9, 2007	December 31, 2007	September 30, 2008
7.7x	2.8x	8.4x	12.0x	9.1x	N/A ⁽¹⁾	N/A ⁽¹⁾

For purposes of calculating the ratio of earnings to fixed charges, earnings represent earnings (loss) before income taxes, less capitalized interest, plus amortization of capitalized interest and fixed charges. Fixed charges represent interest expense (which includes amortization of deferred financing fees and debt discounts), capitalized interest and a portion of rental expense which we believe is representative of the interest component of rental expense.

- (1) Earnings were inadequate to cover fixed charges for the successor period from November 10 to December 31, 2007, and for the nine months ended September 30, 2008, by \$19.2 million and \$89.3 million, respectively.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of September 30, 2008. You should read this table in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes included elsewhere in this prospectus.

	As of September 30, 2008 (unaudited)
	(dollars in millions)
Current portion of long-term debt	\$ 219.0
Current portion of capital lease obligations	1.9
Long-term debt	
Senior secured credit facilities:	
Revolving credit facility ⁽¹⁾	
Term loan	2,233.1
Senior Notes	1,300.0
Total long-term debt	3,533.1
Total stockholders' equity	1,392.9
Total capitalization	\$ 5,146.9

- (1) Our senior secured credit facilities provide for a \$300.0 million revolving credit facility, under which \$200.0 million of debt was outstanding as of September 30, 2008. As of December 12, 2008, we had no amounts outstanding under our revolving credit facility and as of that date had approximately \$300.0 million of additional borrowing capacity.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

The following unaudited pro forma condensed consolidated statement of operations have been developed by applying pro forma adjustments to the historical audited consolidated financial statements and unaudited condensed consolidated financial statements of Ceridian and subsidiaries appearing elsewhere in this prospectus. The unaudited pro forma condensed consolidated statement of operations give effect to the Transactions as if it they occurred on January 1, 2007. Assumptions underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with these unaudited pro forma condensed consolidated statement of operations.

The unaudited pro forma adjustments are based upon available information and certain assumptions that are factually supportable and that we believe are reasonable under the circumstances. The unaudited pro forma condensed consolidated statement of operations is presented for informational purposes only. The unaudited pro forma condensed consolidated statement of operations does not purport to represent what our actual consolidated results of operations or the consolidated financial condition would have been had the Transactions actually occurred on the dates indicated, nor are they necessarily indicative of future consolidated results of operations or consolidated financial condition. The unaudited pro forma condensed consolidated statement of operations should be read in conjunction with the information contained in Selected Historical Consolidated Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements and the unaudited condensed consolidated financial statements and the related notes thereto appearing elsewhere in this prospectus. All pro forma adjustments and their underlying assumptions are described more fully in the notes to our unaudited pro forma condensed consolidated statement of operations.

Table of Contents**Ceridian Corporation and Subsidiaries****Unaudited Pro Forma Condensed Consolidated Statement of Operations****For the Year Ended December 31, 2007****(dollars in millions)**

	Historical		Transaction Adjustments	Pro Forma
	Period from January 1 to through November 9, 2007	Period from November 10, to December 31, 2007		
Revenue	\$ 1,407.9	\$ 237.0	\$	\$ 1,644.9
Cost of revenue	782.0	128.2		910.2
Selling, general and administrative	451.3	70.8	(16.0) ^(a)	524.7
			88.0 ^(b)	
			4.1 ^(c)	
			(27.2) ^(d)	
			(46.3) ^(e)	
Research and development	26.7	4.0		30.7
Loss (gain) on derivative instruments	2.0	(0.1)		1.9
Operating income	145.9	34.1	(2.6)	177.4
Other (income) expense, net	(9.7)	6.4		(3.3)
Interest income	(18.0)	(3.4)	19.0 ^(f)	(2.4)
Interest expense	5.3	50.3	292.1 ^(g)	347.7
Earnings (loss) before income taxes	\$ 168.3	\$ (19.2)	\$ (313.7)	\$ (164.6)

See Accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Statement of Operations

Table of Contents**Ceridian Corporation and Subsidiaries****Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations**

(dollars in millions)

- (a) Represents the adjustment to SG&A expenses relating to our employee benefit plans for the impact of purchase accounting on our pension and other post-employment benefit expense. The adjustment primarily consists of the elimination of historical amortization of unrecognized actuarial losses and prior service costs. Such obligations have been recorded in purchase accounting in accordance with GAAP as determined by actuarial valuations. Additionally, for purposes of the pro forma statement of operations, we have applied the entire pro forma impact to SG&A expenses, whereas a portion of the adjustment likely relates to direct cost of revenue.
- (b) Represents change in amortization based upon appraised estimates of fair values and useful lives of identified intangible assets.
- (c) Reflects the adjustment to SG&A expense for the annual monitoring fee of \$4.9 that we will pay to the Sponsors. Transaction adjustment reflects the annual monitoring fee less the \$0.8 recorded from November 10, 2007 to December 31, 2007. See Certain Relationships and Related Party Transactions.
- (d) Reflects the elimination of accelerated non-cash stock-compensation costs as a result of the Transactions.
- (e) Reflects the elimination of transaction costs recognized in our historical operating results as a result of the Transactions.
- (f) Reflects pro forma adjustment to interest income to reflect use of cash in connection with the Transactions. The adjustment assumes an opening cash balance of \$50.0 and an interest rate or investment return comparable to the historical period. An opening cash balance of \$50.0 represents our estimation of the minimum amount of cash-on-hand required to fund our working capital needs following the Transactions without additional borrowing. This amount was determined based on our and our subsidiaries', including Comdata's, historic variation in average weekly working capital cash flow, the amount typically required to fund one two-week payroll period and minimum operating bank cash balances. To the extent average cash balances are greater or less than \$50.0 or the average interest rate or investment return differs from historical returns, pro forma interest income will differ from the amounts presented above.
- (g) Reflects pro forma interest expense resulting from our new capital structure using applicable LIBOR rates as follows:

	Twelve Months Ended December 31, 2007
Notes and term loan facility ⁽¹⁾	\$ 336.6
Revolving credit facility ⁽²⁾	
Other ⁽²⁾	2.0
Total cash interest expense	338.6
Amortization of capitalized debt issuance costs ⁽³⁾	9.1

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Total pro forma interest expense		347.7
Less: historical interest expense		(55.6)
Net adjustment to interest expense	\$	292.1

- (1) Reflects pro forma interest expense on the notes and term loan facility at an assumed weighted average interest rate of 9.48%.
- (2) Pro forma interest expense assumes no outstanding balance on the \$300.0 revolving credit facility. The other interest expense component represents commitment fees of 0.5% on the assumed \$300.0 undrawn balance of the revolving credit facility and interest expense related to capital lease obligations.
- (3) Represents debt issuance costs associated with the new bank facilities amortized over six years for the revolving facility, seven years for term loan facilities and eight years for the notes using the effective interest rate method.

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The following table sets forth selected historical consolidated financial data of Ceridian as of the dates and for the periods indicated. The selected historical financial data for, and as of, the years ended December 31, 2003, 2004, 2005, 2006 and 2007 are derived from the audited consolidated financial statements of Ceridian. The selected historical financial data for, and as of, the nine-month periods ended September 30, 2007 and September 30, 2008 are derived from the unaudited consolidated financial statements of Ceridian. In the opinion of management, the interim data reflects all adjustments consisting only of normal and recurring adjustments necessary for a fair presentation of the results for the interim periods. The selected historical financial data as of December 31, 2006 and 2007 and for the years ended December 31, 2005, 2006 and 2007 and as of September 30, 2008 and for the nine-month periods ended September 30, 2007 and September 30, 2008 are included elsewhere in this prospectus. Historical results are not necessarily indicative of the results to be expected for future periods and operating results for the nine-month period ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. The selected historical consolidated financial data set forth below should be read in conjunction with, and are qualified by reference to, Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and included elsewhere in this prospectus.

	Predecessor				Period from January 1 to November 9, 2007	Successor Period from November 10 to December 31, 2007	Nine Months Ended September 30,	
	Year Ended December 31,						2007	2008
	2003	2004	2005	2006			2007	2008
Statement of Operations:								
Revenue	\$ 1,213.9	\$ 1,320.4	\$ 1,459.0	\$ 1,565.1	\$ 1,407.9	\$ 237.0	\$ 1,225.9	\$ 1,180.7
Operating expenses	1,063.6	1,250.9	1,283.0	1,323.8	1,262.0	202.9	1,047.3	1,041.4
Operating income	150.3	69.5	176.0	241.3	145.9	34.1	178.6	139.3
Other (income) expense, net	(2.5)	26.5	4.5	(10.5)	(9.7)	6.4	(8.2)	8.8
Interest income	(2.0)	(2.6)	(7.8)	(13.5)	(18.0)	(3.4)	(15.3)	(3.9)
Interest expense	4.6	4.4	5.5	6.0	5.3	50.3	4.5	223.6
Earnings (loss) before income taxes	150.2	41.2	173.8	259.3	168.3	(19.2)	197.6	(89.2)
Income tax provision (benefit)	51.4	4.3	45.9	85.7	72.8	(6.8)	71.9	(28.6)
Net income (loss)	\$ 98.8	\$ 36.9	\$ 127.9	\$ 173.6	\$ 95.5	\$ (12.4)	\$ 125.7	\$ (60.6)
Balance Sheet Data (at period end):								
Cash and cash equivalents	\$ 149.5	\$ 234.3	\$ 362.9	\$ 294.7		\$ 98.6	\$ 98.6	\$ 184.0
Total assets	5,206.1	6,225.6	6,653.4	6,934.4		9,966.8	9,966.8	9,453.4
Total debt	163.5	100.7	106.5	100.5		3,534.7	8,479.4	8,060.5
Total stockholders' equity	1,245.2	1,295.7	1,291.8	1,371.2		1,487.4	1,487.4	1,392.9
Statement of Cash Flows Data:								
Net cash flows from:								
Operating activities	\$ 63.0	\$ 240.8	\$ 299.3	\$ 161.7	\$ 208.4	\$ (50.7)	\$ 173.7	\$ 26.7
Investing activities	(34.4)	(68.0)	(43.1)	(74.1)	(50.1)	(4.8)	44.5	139.2
Financing activities	(37.5)	(93.5)	(129.8)	(157.2)	3.0	(302.1)	65.7	198.2
Other Financial Data:								
Capital expenditures ⁽¹⁾	\$ 57.5	\$ 65.8	\$ 64.2	\$ 53.0	\$ 54.0	\$ 8.1	\$ 47.3	\$ 36.6

(1) Capital expenditures primarily consist of property and equipment and software and development costs.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in Risk Factors and elsewhere in this prospectus. You should read the following discussion in conjunction with the information included under the captions Unaudited Pro Forma Consolidated Financial Statements and Selected Historical Consolidated Financial Data and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus. Reference to the year ended December 31, 2007 include the period from January 1, 2007 through November 9, 2007 combined with the period from November 10, 2007 through December 31, 2007. U.S. dollars are expressed in millions.

Overview

On November 9, 2007, Foundation Holdings, Inc. (Foundation Holdings) and Foundation Merger Sub Inc., affiliates of the Sponsors and their co-investors, completed the acquisition of all the outstanding equity of Ceridian Corporation (the Merger). Upon the consummation of the Merger, Ceridian Corporation merged with Foundation Merger Sub Inc. and became a wholly-owned subsidiary of Foundation Holdings, a company whose common stock is owned by Ceridian Intermediate Corp. (Ceridian Intermediate). Ceridian Intermediate common stock is owned by Ceridian Holding Corp. (Ceridian Holding). The Sponsors and their co-investors, including certain members of management, acquired 13% cumulative preferred stock of Ceridian Intermediate (approximately 19% of the combined equity value) and common stock of Ceridian Holding (approximately 81% of the combined equity value). The preferred stock of Ceridian Intermediate is senior to the common stock of Ceridian Intermediate owned by Ceridian Holding in terms of dividends and upon liquidation.

Although we continued as the same legal entity after the Merger, the application of push down accounting results in the termination of the old accounting entity and the creation of a new one. As a result, the accompanying consolidated statements of operations, cash flows, and stockholder's equity and comprehensive income are presented for two periods: Predecessor and Successor, which related to the period preceding the Merger and the period succeeding the Merger, respectively.

We are an information services company principally in the human resource, transportation and retail markets. We are comprised of three business segments: Human Resource Solutions (HRS), Stored Value Solutions (SVS) and Comdata. The HRS segment enables customers to outsource a broad range of employment processes, such as payroll, payroll-related tax filing, human resource information systems, employee self-service, time and labor management, benefits administration, employee assistance and work-life programs, recruitment and applicant screening, and post-employment health insurance portability compliance. We have HRS operations primarily in the United States, Canada and the United Kingdom. The SVS business segment sells stored value cards and provides card-based services primarily to retailers in the form of gift cards, credits for product returns and retail promotions. The Comdata business segment provides proprietary, credit and debit cards and is a processor of card transactions in various industries, including the transportation industry. Comdata also provides regulatory compliance services primarily to transportation industries. SVS and Comdata's operations are located primarily in the United States.

Factors Affecting Our Results

Over the last several years, several factors have significantly affected our results of operations, including the Merger, accounting for Merger, stock-based compensation expense, interest expense and general expenses. Other factors that have affected our results of operations over the last several years include the levels of customer funds we hold, transaction volumes, price increases, diesel fuel and gasoline prices, exchange rates, customer employment levels and unusual items, such as a reorganization of our HRS business and acquisitions and dispositions.

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Operating Improvement Plan

We launched a four-point cost reduction plan in early 2007 aimed at achieving \$100.0 in annualized run rate savings by the end of 2008. Management believes significant progress has been made to date and we presently may expect to achieve or exceed our goal by the end of 2008. The four cost initiatives are categorized as follows:

workforce reduction;

technology simplification;

general expense rationalization; and

core operations productivity.

We effectively completed the workforce reduction during 2007 and additional workforce reductions occurring in 2008 which reduced the HRS U.S. and Ceridian Corporate operations workforce by 9%. This initiative was primarily focused on removing reporting layers and reducing back-office and middle-office positions and avoided customer facing activities. Technology simplification projects executed in 2007 and 2008 included renegotiation of vendor contracts, off-shoring development and support activities, and consolidating or eliminating a variety of software applications and platforms. Expense rationalization efforts executed in 2007 and 2008 included focused cost reduction initiatives, consolidation of facilities, improved sourcing capabilities, and additional buying power gained by partnering with the Sponsors. Core operations productivity improvements executed in 2007 and 2008 included streamlining customer implementation processes and we expect additional savings will be generated over the next two years through additional off-shoring efforts.

Current Economic Environment

While the current economic environment is challenging, to date our cash generation capabilities and financial performance have not been materially negatively impacted. Our future financial results, however, will likely be impacted to some degree by the current global economic and credit turmoil. In particular, the decrease in interest rates has caused and may continue to result in lower revenue from interest on customer funds. Also, as a result of market developments we have shifted a greater portion of our customer funds into more conservative and short-term investments and substantially all our customer funds are invested in short-term instruments which generally bear lower interest rates than a portfolio comprised of a mix of short-term and long-term investments. We will continue to evaluate our customer fund investment mix based on economic and market changes. See also Balance Sheets. While we believe our customer trust fund is currently invested in quality assets, unanticipated events in the credit or investment markets could result in future liquidity issues and/or significant losses of business.

In our HRS business segment, to date customer retention has remained stable to slightly higher and our customer employment levels appear not to be negatively impacted despite current economic weakness. At SVS, while the slowing economy has led to lower card deliveries, we continue to experience high adoption rates of our gift card offerings and increasing transaction processing growth during the first nine months of 2008. Weak retail sales during the 2008 holiday season, however, could negatively impact transaction growth and lower card deliveries will negatively impact revenue in future periods. At Comdata, the current economic environment has negatively impacted transportation transactions. A decrease in the number of transactions processed could have a negative impact on revenue.

Table of Contents**Business Segment Results**

Our business is classified into three reportable segments: HRS, SVS and Comdata. We measure business segment results by reference to earnings before interest and taxes (EBIT) because interest income and interest expense are not allocated to our segments. Revenue between business segments is not material and is eliminated upon consolidation. Expenses incurred by corporate center operations are directly charged or otherwise allocated to the business segments. Corporate center costs include medical, workers compensation, casualty and property insurance, retirement plan expenses, treasury services, tax services, audit services, accounting services, general management services, other corporate overhead such as occupancy and aircraft costs and certain one-time costs such as expenses related to the Merger. Certain of these costs are charged to the business segment based on usage or direct costs and the remainder is allocated on a consistent basis based on a percentage of revenue.

Description of Key Line Items***Revenues***

HRS's primary sources of revenue are service fees, interest earned on invested customer funds, software maintenance and subscription fees, fees for delivery of professional services and shipments of materials. Many of the service fees HRS collects are transaction based and increase with transaction volume. SVS's primary sources of revenue are sales of and services for stored value cards and the processing of transactions related to such cards. Comdata's primary sources of revenue are processing fees, sales of and services for its cards, funds transfer transactions, the discounted purchase of accounts receivables owed by manufacturers and shippers and the sale to fueling centers of products and services such as point-of-sale systems and pay at the pump systems. For more information concerning our revenue, see Revenue Recognition.

Cost of Revenue

For HRS, cost of revenue consists primarily of customer service staff costs, customer service technical support costs, consulting and purchased services, delivery services, royalties, depreciation and amortization of tangible and software assets, rentals of facilities and equipment and direct and incremental costs associated with deferred implementation revenue. For SVS and Comdata, cost of revenue consists primarily of customer services staff costs, banking fees, telecommunications costs, amortization of tangible and software assets and rentals of facilities and equipment. For more information concerning our cost of revenue, see Note 2, Accounting Policies, to our audited consolidated financial statements.

Selling, General and Administrative Expense

Selling, general and administrative (SG&A) expense relates primarily to the cost of maintaining a direct marketing infrastructure, sales force and other direct marketing, the cost of maintaining our infrastructure that is not directly related to delivery of products and services or selling efforts, provision for doubtful accounts receivable, amortization of other intangible assets and net periodic pension costs.

Research and Development Expense

Research and development (R&D) expense primarily relates to the costs of maintaining a technical workforce for software development purposes.

Loss on Derivative Instruments

We include in loss on derivative instruments the change in the fair value of derivative instruments designated as economic hedges, which are derivatives that do not meet the Statement of Financial Accounting Standards (SFAS) 133 criteria for hedge accounting treatment. We do not enter into derivative instruments for speculative purposes. The effective portion of changes in the fair value of derivative contracts that meets the SFAS 133 hedge accounting requirements is reported in accumulated other comprehensive income.

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Other (Income) Expense, net

We include in other (income) expense, net the results of transactions that are not appropriately classified in another category and that generally are not recurring. Those transactions might relate to litigation and contract settlements, currency exchange, asset sales, exit activities and impairment of asset values (asset write-downs).

Earnings Before Interest and Taxes

We measure business segment results by reference to EBIT because interest income and interest expense are not allocated to our segments. Revenue between business segments is not material and is eliminated upon consolidation. Expenses incurred by corporate center operations are directly charged or otherwise allocated to the business segments. Corporate center costs include medical, workers compensation, casualty and property insurance, retirement plan expenses, treasury services, tax services, audit services, accounting services, general management services and other corporate overhead such as occupancy and aircraft costs. Certain of these costs are charged to the business segment based on usage or direct costs and the remainder are allocated on a consistent basis based on a percentage of revenue.

Income Taxes

We base our provision for income taxes on income recognized for financial statement purposes, which includes the effects of temporary differences between financial statement income and income recognized for tax return purposes. We record a valuation allowance to reduce our deferred tax assets when it is more likely than not the deferred tax asset will not be realized.

Results of Operations

Nine Months Ended September 30, 2008 Compared to Nine Months Ended September 30, 2007

A number of events or transactions occurred during the periods covered by this discussion that had a significant effect on the comparisons of our financial condition and performance, including:

Accounting for Merger. Beginning on November 10, 2007, we accounted for the Merger as a purchase in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, and Staff Accounting Bulletin (SAB) No. 54, Application of Pushdown Basis of Accounting in Financial Statements of Subsidiaries Acquired by Purchase which resulted in a new valuation for our assets and liabilities based upon the fair values as of the date of the Merger.

Revenue. We had a revenue reduction of \$108.2 for the first nine months of 2008 compared to the first nine months of 2007, related to the Merger as a result of the application of Emerging Issue Task Force Issue (EITF) No. 01-3, Accounting in a Business Combination for Deferred Revenue of an Acquiree , which requires companies with deferred revenue to retain only those deferred amounts that the company has a continuing legal performance obligation. As such, the majority of the Company s existing deferred revenue balances prior to the Merger were eliminated which resulted in a reduction in the Successor Period revenue (Deferred Revenue Adjustment).

Cost of Revenue. We had a cost of revenue reduction post Merger as a result of the impact of applying SFAS No. 141 to the deferred costs that were recorded on our consolidated balance sheet (Deferred Cost Adjustment). Cost of revenue was \$664.7 in the first nine months of 2008 compared to \$676.4 in the first nine months of 2007.

Depreciation and Amortization Expense. We recognized an increase in depreciation and amortization expense post Merger as a result of the revaluation of assets through the application of purchase accounting. Depreciation and amortization expense was \$132.5 for the first nine months of 2008 and \$64.5 for the first nine months of 2007.

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Pension Expense. We had a reduction in net periodic pension and postretirement plan expense of \$12.0 in the first nine months of 2008 compared to the first nine months of 2007 as a result of the elimination of the net unrecognized pension and postretirement costs through the application of purchase accounting.

Stock-Based Compensation Expense. We had a reduction of stock-based compensation expense in 2008 as a result of all stock options, restricted stock units and restricted stock awards outstanding before the Merger which became fully vested at the Merger date. Stock-based compensation expense was \$2.0 in the first nine months of 2008 versus stock compensation expense of \$15.6 for the first nine months of 2007.

Interest Expense. We recognized an increase in interest expense post Merger as a result of the issuance of debt in connection with the Merger. Interest expense for the first nine months of 2008 was \$223.6. Interest expense for the first nine months of 2007 was \$4.5.

Investment Impairment. In the third quarter of 2008, we incurred a \$10.2 other than temporary impairment on investments held in our customer funds trust portfolio and our cash equivalents. These investments are in the Reserve Primary Fund money market fund (the Reserve Fund) which had 1.5% of its investments in the debt obligations of a company that has filed for bankruptcy. Our assessment of fair value at September 30, 2008 is subject to significant uncertainty and the ultimate fair value of these investments may vary significantly from management's current best estimate. We also had a reclass in the third quarter of 2008 of \$98.5 of our cash equivalents invested in the Reserve Fund to a short-term investment as this investment is no longer readily convertible to cash.

General Expenses. In the first nine months of 2007, we incurred one-time expenses of \$20.6 related to our evaluation of strategic alternatives, our 2007 proxy statement and related items, lease termination costs and executive separations.

Consolidated Results**Nine Months Ended September 30, 2008 Compared to Nine Months Ended September 30, 2007**

	Successor		Predecessor		Increased (Decreased)		Successor		Predecessor	
	Amount		Amount				% of Revenue			
	2008	2007	2008	2007	\$	%	2008	2007	2008	2007
Revenue	\$ 1,180.7	\$ 1,225.9	(45.2)	(3.7)			100.0	100.0		
Cost of revenue	664.7	676.4	(11.7)	(1.7)			56.3	55.2		
SG&A expense	355.2	348.7	6.5	1.9			30.1	28.4		
R&D expense	21.5	20.5	1.0	5.0			1.8	1.7		
Loss on derivative instruments		1.7	(1.7)	NM				0.1		
Other income, net	8.8	(8.2)	17.0	NM			0.7	(0.7)		
Interest income	(3.9)	(15.3)	11.4	(74.2)			(0.3)	(1.3)		
Interest expense	223.6	4.5	219.1	NM			18.9	0.4		