

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **2011-05-31**
SEC Accession No. **0001104659-11-032375**

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FILER

QUALINK INC

CIK:**1029389** | IRS No.: **391758994** | State of Incorp.:**WI** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-19**
SIC: **7320** Consumer credit reporting, collection agencies

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
2520 SOUTH 170TH STREET
NEW BERLIN WI 53151-0955
215-441-3000

OSI PORTFOLIO SERVICES INC

CIK:**1029715** | IRS No.: **510369044** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-25**
SIC: **8741** Management services

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
2425 COMMERCE AVE.,
BLDG. 2100, STE. 100
DULUTH GA 30096
215-441-3000

COMPASS INTERNATIONAL SERVICES CORP

CIK:**1046817** | IRS No.: **223540815** | State of Incorp.:**DE**
Type: **424B3** | Act: **33** | File No.: **333-173514-38**
SIC: **7330** Mailing, reproduction, commercial art & photography

Mailing Address
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
507 PRUDENTIAL ROAD
HORSHAM PA 19044
(215) 441-3000

OSI OUTSOURCING SERVICES INC

CIK:**1058624** | IRS No.: **133861550** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-26**
SIC: **8741** Management services

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
4275 BRIDGE VIEW DRIVE
NORTH CHARLESTON SC
29405
215-441-3000

TRANSWORLD SYSTEMS INC

CIK:**1058626** | IRS No.: **941728881** | State of Incorp.:**CA** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-18**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
2235 MERCURY WAY
SUITE 275
SANTA ROSA CA 95407
215-441-3000

FCA Leasing, Inc.

CIK:**1396669** | IRS No.: **510277275**
Type: **424B3** | Act: **33** | File No.: **333-173514-07**

Mailing Address
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
507 PRUDENTIAL ROAD
HORSHAM PA 19044
(215) 441-3000

AC Financial Services, Inc.

Mailing Address
1201 MARKET STREET, SUITE
800
Business Address
1201 MARKET STREET, SUITE
800

CIK: 1396710 IRS No.: 680623013 Type: 424B3 Act: 33 File No.: 333-173514-06	WILMINGTON DE 19801	WILMINGTON DE 19801 (302) 428-3112
NCOP Nevada Holdings, Inc. CIK: 1396891 IRS No.: 522300749 Type: 424B3 Act: 33 File No.: 333-173514-44	Mailing Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89109	Business Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89109 (702) 836-3500
NCOP/Marlin, Inc. CIK: 1396892 IRS No.: 522352960 Type: 424B3 Act: 33 File No.: 333-173514-45	Mailing Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89109	Business Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89109 (702) 836-3500
NCOP Services, Inc. CIK: 1396894 IRS No.: 522300752 Type: 424B3 Act: 33 File No.: 333-173514-46	Mailing Address 1804 WASHINGTON BLVD, DEPT. 200 BALTIMORE MD 21230	Business Address 1804 WASHINGTON BLVD, DEPT. 200 BALTIMORE MD 21230 (215) 441-3000
NCO ACI Holdings, Inc. CIK: 1396896 IRS No.: 581893956 Type: 424B3 Act: 33 File No.: 333-173514-01	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCO Financial Systems, Inc. CIK: 1396897 IRS No.: 231670927 Type: 424B3 Act: 33 File No.: 333-173514-02	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCO Customer Management, Inc. CIK: 1396898 IRS No.: 232250564 Type: 424B3 Act: 33 File No.: 333-173514-03	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCO Support Services, LLC CIK: 1396899 IRS No.: 270105477 Type: 424B3 Act: 33 File No.: 333-173514-04	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCO Teleservices, Inc. CIK: 1396900 IRS No.: 232878693 Type: 424B3 Act: 33 File No.: 333-173514-05	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
RMH Teleservices Asia Pacific, Inc. CIK: 1397246 IRS No.: 320047775 Type: 424B3 Act: 33 File No.: 333-173514-39	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
FCA Funding, Inc. CIK: 1397247 IRS No.: 232984383 Type: 424B3 Act: 33 File No.: 333-173514-43	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
ALW Financial, Inc. CIK: 1397293 IRS No.: 205819309 Type: 424B3 Act: 33 File No.: 333-173514-42	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
NCO Holdings, Inc. CIK: 1397294 IRS No.: 232984387 Type: 424B3 Act: 33 File No.: 333-173514-41	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
NCOP Financing, Inc. CIK: 1397295 IRS No.: 510407449 Type: 424B3 Act: 33 File No.: 333-173514-40	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
NCO Funding, Inc. CIK: 1397531 IRS No.: 510378281 Type: 424B3 Act: 33 File No.: 333-173514-36	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
NCO Group International, Inc.	Mailing Address	Business Address

CIK: 1397532 IRS No.: 050614768 Type: 424B3 Act: 33 File No.: 333-173514-37	1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3112
NCO Group, Inc. CIK: 1397772 IRS No.: 020786880 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514 SIC: 7320 Consumer credit reporting, collection agencies	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
JDR Holdings, Inc. CIK: 1397773 IRS No.: 223264150 Type: 424B3 Act: 33 File No.: 333-173514-34	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCO Portfolio Management, Inc. CIK: 1397774 IRS No.: 270084103 Type: 424B3 Act: 33 File No.: 333-173514-35	Mailing Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801	Business Address 1201 MARKET STREET, SUITE 800 WILMINGTON DE 19801 (302) 428-3113
Compass Teleservices, Inc. CIK: 1397958 IRS No.: 222744501 Type: 424B3 Act: 33 File No.: 333-173514-33	Mailing Address 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address 507 PRUDENTIAL ROAD HORSHAM PA 19044 (215) 441-3000
NCOP IX, LLC CIK: 1398740 IRS No.: 205995942 Type: 424B3 Act: 33 File No.: 333-173514-31	Mailing Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89169	Business Address 3763 HOWARD HUGHES PARKWAY, SUITE 170 LAS VEGAS NV 89169 702-836-3507
AssetCare, Inc. CIK: 1398741 IRS No.: 204392053 Type: 424B3 Act: 33 File No.: 333-173514-32	Mailing Address 5100 PEACHTREE INDUSTRIAL BLVD. NORCROSS GA 30071	Business Address 5100 PEACHTREE INDUSTRIAL BLVD. NORCROSS GA 30071 (215) 441-3000
Coast to Coast Consulting, LLC CIK: 1431655 IRS No.: 431917687 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-30	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 4025 WOODLAND PARK BLVD., SUITE 180 ARLINGTON TX 76013 215-441-3000
Greystone Business Group, LLC CIK: 1431656 IRS No.: 010585067 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-29	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 390 SOUTH WOODS MILL RD., SUITE 350 CHESTERFIELD MO 63017 215-441-3000
Old OSI LLC CIK: 1431657 IRS No.: 800123678 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-28	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 390 S. WOODS MILL ROAD, SUITE 350 CHESTERFIELD MO 63017 215-441-3000
OSI Outsourcing Services International, Inc. CIK: 1431658 IRS No.: 900209538 State of Incorp.: WI Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-27	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 2520 SOUTH 170TH STREET NEW BERLIN WI 52151-0955 215-441-3000
OSI Recovery Solutions, Inc. CIK: 1431659 IRS No.: 431901709 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-24	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 2520 SOUTH 170TH ST. NEW BERLIN WI 53151-0955 215-441-3000
OSI SPE LLC CIK: 1431660 IRS No.: 000000000 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-23	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 390 S. WOODS MILL ROAD, SUITE 350 CHESTERFIELD MO 63017 215-441-3000
Outsourcing Solutions Inc. CIK: 1431662 IRS No.: 200407098 State of Incorp.: DE Fiscal Year End: 1231 Type: 424B3 Act: 33 File No.: 333-173514-22	Mailing Address C/O NCO GROUP 507 PRUDENTIAL ROAD HORSHAM PA 19044	Business Address C/O NCO GROUP 390 SOUTH WOODS MILL RD., SUITE 350

Pacific Software Consulting, LLC

CIK:**1431663** | IRS No.: **431917898** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-21**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

CHESTERFIELD MO 63017
215-441-3000
Business Address
C/O NCO GROUP
1580 SOUTH MAIN ST., SUITE
105
BOERNE TX 78006
215-441-3000

PAE Leasing, LLC

CIK:**1431664** | IRS No.: **431917684** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-20**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
4025 WOODLAND PARK
BLVD., SUITE 180
ARLINGTON TX 76013
215-441-3000

Union Settlement Administrator Holdco, Inc.

CIK:**1431668** | IRS No.: **870714414** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-17**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
390 S. WOODS MILL ROAD,
SUITE 350
CHESTERFIELD MO 63017
215-441-3000

Union Settlement Administrator, Inc.

CIK:**1431669** | IRS No.: **134269978** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-16**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
390 S. WOODS MILL ROAD,
SUITE 350
CHESTERFIELD MO 63017
215-441-3000

University Accounting Service, LLC

CIK:**1431670** | IRS No.: **391992489** | State of Incorp.:**WI** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-15**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
2520 SOUTH 170TH ST.
NEW BERLIN WI 53151-0955
215-441-3000

Credit Receivables CORP I

CIK:**1431671** | IRS No.: **431916266** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-14**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
4315 PICKETT ROAD
ST. JOSEPH MO 64503
215-441-3000

Systems & Services Technology, Inc.

CIK:**1431672** | IRS No.: **260590353** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-13**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
1717 WEST 7TH STREET
JOPLIN MO 64801
215-441-3000

Tempest Recovery Services, Inc.

CIK:**1431673** | IRS No.: **431816131** | State of Incorp.:**MO** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-12**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP
4315 PICKETT ROAD
ST. JOSEPH MO 64503
215-441-3000

NCOP X, LLC

CIK:**1431674** | IRS No.: **371557594** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-11**

Mailing Address
C/O NCO GROUP
507 PRUDENTIAL ROAD
HORSHAM PA 19044

Business Address
C/O NCO GROUP, HUGHES
CENTER, STE. 170
3763 HOWARD HUGHES
PARKWAY
LAS VEGAS NV 89109
215-441-3000

Total Debt Management, Inc.

CIK:**1486993** | IRS No.: **582485151** | State of Incorp.:**GA** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-10**

Mailing Address
6356 CORLEY ROAD
NORCROSS GA 30071

Business Address
6356 CORLEY ROAD
NORCROSS GA 30071
1-800-220-2274

NCOP XII, LLC

CIK:**1486994** | IRS No.: **271342237** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-09**

Mailing Address
2520 SAINT ROSE PARKWAY
SUITE 212
HENDERSON NV 89074

Business Address
2520 SAINT ROSE PARKWAY
SUITE 212
HENDERSON NV 89074
1-800-220-2274

NCOP XI, LLC

CIK:**1486995** | IRS No.: **263893942** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-173514-08**

Mailing Address
2520 SAINT ROSE PARKWAY
SUITE 212
HENDERSON NV 89074

Business Address
2520 SAINT ROSE PARKWAY
SUITE 212
HENDERSON NV 89074
1-800-220-2274

Supplement No. 2
(To prospectus dated April 27, 2011)



NCO GROUP, INC.

\$165,000,000 Floating Rate Senior Notes due 2013

\$200,000,000 11.875% Senior Subordinated Notes due 2014

This prospectus supplement No. 2 supplements and amends the prospectus dated April 27, 2011, as supplemented and amended by prospectus supplement No. 1 dated May 13, 2011 (the "Prospectus"). This prospectus supplement should be read in conjunction with the Prospectus and may not be delivered or utilized without the Prospectus.

On May 31, 2011, NCO Group, Inc. filed with the Securities and Exchange Commission a current report on Form 8-K which included the attached information.

The date of this prospectus supplement is May 31, 2011.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 26, 2011**

NCO Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation)

**333-173514; 333-165975;
333-150885; 333-158745**
(Commission File Number)

02-0786880
(IRS Employer Identification No.)

507 Prudential Road, Horsham, Pennsylvania
(Address of principal executive offices)

19044
(Zip Code)

Registrant's telephone number, including area code **(215) 441-3000**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The annual meeting of stockholders of NCO Group, Inc. (the "Company") was held on May 26, 2011.

(b) At the meeting, the Company's stockholders re-elected the existing Board of Directors, each for a term of one year and until their respective successor is duly elected and qualified. The tabulation of votes for each director is as follows:

Name	Number of Votes		Abstention/Did not Vote
	For	Withhold Authority	
Michael J. Barrist	2,727,527	—	633,134
Henry H. Briance	2,727,527	—	633,134
Thomas J. Kichler	2,727,527	—	633,134
Colin M. Farmer	2,727,527	—	633,134
Edward A. Kangas	2,727,527	—	633,134

There were no broker non-votes.

(c) Not applicable.

SIGNATURES

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

NCO GROUP, INC.

Date: May 31, 2011

By: /s/ John R. Schwab

Name: John R. Schwab

Title: Executive Vice President, Finance and
Chief Financial Officer