

INSURANCE AUTO AUCTIONS, INC  
Form 424B3  
August 04, 2010  
**Table of Contents**

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-166047

PROSPECTUS SUPPLEMENT NO. 2

(to Prospectus dated April 22, 2010)

**KAR AUCTION SERVICES, INC.**

**\$150,000,000 Floating Rate Senior Notes Due 2014**

**\$450,000,000 8¾% Senior Notes Due 2014**

**\$199,408,000 10% Senior Subordinated Notes Due 2015**

Attached hereto and incorporated by reference herein is our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, filed with the Securities and Exchange Commission on August 4, 2010. You should read this Prospectus Supplement No. 2 in connection with the prospectus, dated April 22, 2010, including the prospectus supplement dated May 7, 2010. This Prospectus Supplement No. 2 is qualified by reference to the prospectus, including the prospectus supplement dated May 7, 2010, except to the extent that the information in this Prospectus Supplement No. 2 supersedes the information contained therein.

SEE RISK FACTORS BEGINNING ON PAGE 6 OF THE PROSPECTUS AND UNDER ITEM 1A IN THE ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2009 FOR A DISCUSSION OF CERTAIN RISKS YOU SHOULD CONSIDER BEFORE INVESTING IN THE NOTES.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

This prospectus has been prepared for and may be used by Goldman, Sachs & Co. in connection with offers and sales of the notes related to market-making transactions in the notes effected from time to time. Goldman, Sachs & Co. may act as principal or agent in these transactions. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales.

GOLDMAN, SACHS & CO.

August 4, 2010

Table of Contents

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2010

OR

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

Commission File Number: 001-34568

**KAR Auction Services, Inc.**

(Exact name of Registrant as specified in its charter)

Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-8744739**  
(I.R.S. Employer  
Identification No.)

**13085 Hamilton Crossing Boulevard**

**Carmel, Indiana 46032**

(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (800) 923-3725**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

As of July 31, 2010, 134,745,535 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

---

**Table of Contents**

**KAR Auction Services, Inc.**

**Table of Contents**

|   | <b>Page</b> |
|---|-------------|
| <b><u>PART I FINANCIAL INFORMATION</u></b>  |             |
| Item 1. <b><u>Financial Statements</u></b>  |             |
| <b><u>Consolidated Statements of Income</u></b>   | 3           |
| <b><u>Consolidated Balance Sheets</u></b>   | 4           |
| <b><u>Consolidated Statement of Stockholders' Equity</u></b>  | 6           |
| <b><u>Consolidated Statements of Cash Flows</u></b>   | 7           |
| <b><u>Notes to Consolidated Financial Statements</u></b>  | 8           |
| Item 2. <b><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b> | 34          |
| Item 3. <b><u>Quantitative and Qualitative Disclosures About Market Risk</u></b>                            | 54          |
| Item 4. <b><u>Controls and Procedures</u></b>   | 55          |
| <b><u>PART II OTHER INFORMATION</u></b>   |             |
| Item 1. <b><u>Legal Proceedings</u></b>   | 56          |
| Item 1A. <b><u>Risk Factors</u></b>   | 56          |
| Item 6. <b><u>Exhibits</u></b>  | 56          |
| <b><u>Signatures</u></b>  | 57          |
| <b><u>Exhibit Index</u></b>   | 58          |

**Table of Contents****PART I****FINANCIAL INFORMATION****Item 1. Financial Statements****KAR Auction Services, Inc.****Consolidated Statements of Income***(In millions)**(Unaudited)*

|   | Three Months Ended<br>June 30, |                | Six Months Ended<br>June 30, |               |
|---|--------------------------------|----------------|------------------------------|---------------|
|   | 2010                           | 2009           | 2010                         | 2009          |
| Operating revenues  |                                |                |                              |               |
| ADESA Auction Services  | \$ 280.1                       | \$ 279.5       | \$ 553.7                     | \$ 567.8      |
| IAAI Salvage Services   | 157.3                          | 139.0          | 316.1                        | 277.0         |
| AFC   | 32.6                           | 20.6           | 58.6                         | 36.8          |
| <b>Total operating revenues</b>                               | <b>470.0</b>                   | <b>439.1</b>   | <b>928.4</b>                 | <b>881.6</b>  |
| Operating expenses  |                                |                |                              |               |
| Cost of services (exclusive of depreciation and amortization) | 251.7                          | 246.6          | 507.7                        | 515.5         |
| Selling, general and administrative                           | 90.8                           | 87.1           | 185.8                        | 172.9         |
| Depreciation and amortization                                 | 41.8                           | 42.3           | 85.1                         | 88.3          |
| <b>Total operating expenses</b>                               | <b>384.3</b>                   | <b>376.0</b>   | <b>778.6</b>                 | <b>776.7</b>  |
| Operating profit  | 85.7                           | 63.1           | 149.8                        | 104.9         |
| Interest expense  | 35.9                           | 46.9           | 70.8                         | 93.5          |
| Other (income) expense, net                                   | 1.3                            | (6.2)          | (1.6)                        | (4.5)         |
| Loss on extinguishment of debt                                |                                |                | 25.3                         |               |
| Income before income taxes                                    | 48.5                           | 22.4           | 55.3                         | 15.9          |
| Income taxes  | 19.9                           | 9.6            | 18.6                         | 6.6           |
| <b>Net income</b>   | <b>\$ 28.6</b>                 | <b>\$ 12.8</b> | <b>\$ 36.7</b>               | <b>\$ 9.3</b> |
| Net income per share basic and diluted                        | \$ 0.21                        | \$ 0.12        | \$ 0.27                      | \$ 0.09       |

See accompanying Notes to Consolidated Financial Statements

**Table of Contents****KAR Auction Services, Inc.****Consolidated Balance Sheets***(In millions)*

|  | June 30,<br>2010<br><i>(unaudited)</i> | December<br>31,<br>2009 |
|--|--|-------------------------|
| <b>Assets</b>  |  |                         |
| <b>Current assets</b>  |  |                         |
| Cash and cash equivalents  | \$ 289.4                               | \$ 363.9                |
| Restricted cash  | 8.3                                    | 9.3                     |
| Trade receivables, net of allowances of \$6.3 and \$6.9                        | 346.1                                  | 250.4                   |
| Finance receivables, net of allowances   | 112.9                                  | 150.3                   |
| Finance receivables securitized, net of allowances                             | 571.2                                  |                         |
| Retained interests in finance receivables sold                                 |  | 89.8                    |
| Deferred income tax assets   | 42.6                                   | 37.3                    |
| Other current assets   | 46.4                                   | 40.9                    |
| <b>Total current assets</b>  | <b>1,416.9</b>                         | <b>941.9</b>            |
| <b>Other assets</b>  |  |                         |
| Goodwill   | 1,528.3                                | 1,528.1                 |
| Customer relationships, net of accumulated amortization of \$217.1 and \$182.7 | 717.2                                  | 753.3                   |
| Other intangible assets, net of accumulated amortization of \$78.0 and \$62.9  | 263.8                                  | 266.8                   |
| Unamortized debt issuance costs  | 48.3                                   | 61.6                    |
| Other assets   | 12.9                                   | 16.4                    |
| <b>Total other assets</b>  | <b>2,570.5</b>                         | <b>2,626.2</b>          |
| Property and equipment, net of accumulated depreciation of \$266.9 and \$233.4 | 666.3                                  | 683.2                   |
| <b>Total assets</b>  | <b>\$ 4,653.7</b>                      | <b>\$ 4,251.3</b>       |

See accompanying Notes to Consolidated Financial Statements

**Table of Contents****KAR Auction Services, Inc.****Consolidated Balance Sheets***(In millions, except share data)*

|   | June 30,<br>2010<br><i>(unaudited)</i> | December 31,<br>2009 |
|---|--|----------------------|
| <b>Liabilities and Stockholders Equity</b>          |  |                      |
| <b><i>Current liabilities</i></b>                   |  |                      |
| Accounts payable                                    | \$ 408.3                               | \$ 262.7             |
| Accrued employee benefits and compensation expenses | 51.4                                   | 56.4                 |
| Accrued interest                                    | 11.6                                   | 14.8                 |
| Other accrued expenses                              | 77.6                                   | 80.2                 |
| Income taxes payable                                | 3.1                                    | 2.7                  |
| Obligations collateralized by finance receivables   | 473.4                                  |                      |
| Current maturities of long-term debt                |  | 225.6                |
| Total current liabilities                           | 1,025.4                                | 642.4                |
| <b><i>Non-current liabilities</i></b>               |  |                      |
| Long-term debt                                      | 2,019.0                                | 2,047.3              |
| Deferred income tax liabilities                     | 323.6                                  | 328.2                |
| Other liabilities                                   | 109.7                                  | 91.9                 |
| Total non-current liabilities                       | 2,452.3                                | 2,467.4              |
| Commitments and contingencies (Note 12)             |  |                      |
| <b><i>Stockholders equity</i></b>                   |  |                      |
| Preferred stock, \$0.01 par value:                  |  |                      |
| Authorized shares: 100,000,000                      |  |                      |
| Issued shares: none                                 |  |                      |
| Common stock, \$0.01 par value:                     |  |                      |
| Authorized shares: 400,000,000                      |  |                      |
| Issued and outstanding shares:                      |  |                      |
| June 30, 2010: 134,672,003                          |  |                      |
| December 31, 2009: 134,509,710                      | 1.4                                    | 1.4                  |
| Additional paid-in capital                          | 1,363.7                                | 1,355.2              |
| Retained deficit                                    | (197.8)                                | (234.5)              |
| Accumulated other comprehensive income              | 8.7                                    | 19.4                 |
| Total stockholders equity                           | 1,176.0                                | 1,141.5              |
| Total liabilities and stockholders equity           | \$ 4,653.7                             | \$ 4,251.3           |

See accompanying Notes to Consolidated Financial Statements



**Table of Contents****KAR Auction Services, Inc.****Consolidated Statement of Stockholders Equity***(In millions)**(Unaudited)*

|  | Common<br>Stock<br>Shares | Common<br>Stock<br>Amount | Additional<br>Paid-In<br>Capital | Retained<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income | Total             |
|--|---------------------------|---------------------------|----------------------------------|---------------------|---|-------------------|
| <b>Balance at December 31, 2009</b>            | 134.5                     | \$ 1.4                    | \$ 1,355.2                       | (\$ 234.5)          | \$ 19.4   | \$ 1,141.5        |
| Comprehensive income:                          |                           |                           |                                  |                     |   |                   |
| Net income                                     |                           |                           |                                  | 36.7                |   | 36.7              |
| Other comprehensive income (loss), net of tax: |                           |                           |                                  |                     |   |                   |
| Unrealized loss on interest rate derivatives   |                           |                           |                                  |                     | (5.8)   | (5.8)             |
| Foreign currency translation                   |                           |                           |                                  |                     | (4.9)   | (4.9)             |
| Comprehensive income                           |                           |                           |                                  | 36.7                | (10.7)  | 26.0              |
| Issuance of common stock under stock plans     | 0.2                       |                           | 1.3                              |                     |   | 1.3               |
| Stock-based compensation expense               |                           |                           | 7.2                              |                     |   | 7.2               |
| <b>Balance at June 30, 2010</b>                | <b>134.7</b>              | <b>\$ 1.4</b>             | <b>\$ 1,363.7</b>                | <b>(\$ 197.8)</b>   | <b>\$ 8.7</b>                                   | <b>\$ 1,176.0</b> |

See accompanying Notes to Consolidated Financial Statements

**Table of Contents****KAR Auction Services, Inc.****Consolidated Statements of Cash Flows***(In millions)**(Unaudited)*

|  | Six Months Ended<br>June 30, |               |
|--|------------------------------|---------------|
|  | 2010                         | 2009          |
| <b>Operating activities</b>  |                              |               |
| Net income   | \$ 36.7                      | \$ 9.3        |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b> |                              |               |
| Depreciation and amortization  | 85.1                         | 88.3          |
| Provision for credit losses  | 6.3                          | 1.4           |
| Deferred income taxes  | (3.7)                        | (7.0)         |
| Amortization of debt issuance costs  | 6.9                          | 6.8           |
| Stock-based compensation   | 7.2                          | 0.9           |
| Loss (gain) on disposal of fixed assets  | 0.4                          | (0.2)         |
| Loss on extinguishment of debt   | 25.3                         |               |
| Other non-cash, net  | 6.9                          | 3.9           |
| <b>Changes in operating assets and liabilities, net of acquisitions:</b>                 |                              |               |
| Finance receivables held for sale  | 50.2                         | 26.5          |
| Retained interests in finance receivables sold   | 89.8                         | (22.5)        |
| Trade receivables and other assets   | (103.8)                      | (28.4)        |
| Accounts payable and accrued expenses  | 120.6                        | 62.9          |
| <b>Net cash provided by operating activities</b>   | <b>327.9</b>                 | <b>141.9</b>  |
| <b>Investing activities</b>  |                              |               |
| Net increase in finance receivables held for investment                                  | (589.9)                      | (1.8)         |
| Acquisition of businesses, net of cash acquired  | (2.6)                        | (3.4)         |
| Purchases of property, equipment and computer software                                   | (22.0)                       | (27.4)        |
| Proceeds from the sale of property and equipment   | 1.8                          | 0.2           |
| Decrease in restricted cash  | 1.0                          | 2.1           |
| <b>Net cash used by investing activities</b>   | <b>(611.7)</b>               | <b>(30.3)</b> |
| <b>Financing activities</b>  |                              |               |
| Net increase in book overdrafts  | 8.7                          | 1.4           |
| Net decrease in borrowings from lines of credit  |                              | (4.5)         |
| Payments for debt issuance costs   |                              | (0.3)         |
| Net increase in obligations collateralized by finance receivables                        | 473.4                        |               |
| Payments on long-term debt   | (28.3)                       |               |
| Payment for early extinguishment of debt   | (243.6)                      |               |
| Payments on capital leases   | (2.3)                        | (1.4)         |
| Initial net investment for interest rate cap   |                              | (1.3)         |
| Issuance of common stock under stock plans   | 1.5                          |               |
| <b>Net cash provided by (used by) financing activities</b>                               | <b>209.4</b>                 | <b>(6.1)</b>  |
| Effect of exchange rate changes on cash  | (0.1)                        | 0.2           |
| <b>Net increase (decrease) in cash and cash equivalents</b>                              | <b>(74.5)</b>                | <b>105.7</b>  |
| Cash and cash equivalents at beginning of period   | 363.9                        | 158.4         |

|  |          |          |
|--|----------|----------|
| Cash and cash equivalents at end of period | \$ 289.4 | \$ 264.1 |
|--|----------|----------|

See accompanying Notes to Consolidated Financial Statements

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements**

**June 30, 2010 (Unaudited)**

**Note 1 Basis of Presentation and Nature of Operations**

***Defined Terms***

Unless otherwise indicated, the following terms used herein shall have the following meanings:

we, us, our, KAR Auction Services and the Company refer, collectively, to KAR Auction Services, Inc. (formerly known as KAR Holdings, Inc.) and all of its subsidiaries unless the context otherwise requires;

ADESA refers, collectively, to ADESA, Inc., a wholly owned subsidiary of KAR Auction Services, and its subsidiaries;

AFC refers, collectively, to Automotive Finance Corporation, a wholly owned subsidiary of ADESA and its subsidiaries;

Credit Agreement refers to the Credit Agreement, dated April 20, 2007, among KAR Auction Services, as the borrower, KAR LLC, as guarantor, the several lenders from time to time parties thereto and the administrative agent, the joint bookrunners, the co-documentation agents, the syndication agent and the joint lead arrangers named therein, as amended on June 10, 2009, October 23, 2009 and from time to time;

Equity Sponsors refers, collectively, to Kelso Investment Associates VII, L.P., GS Capital Partners VI, L.P., ValueAct Capital Master Fund, L.P. and Parthenon Investors II, L.P., which collectively own through their respective affiliates a majority of the equity of KAR Auction Services;

IAAI refers, collectively, to Insurance Auto Auctions, Inc., a wholly owned subsidiary of KAR Auction Services, and its subsidiaries; and

KAR LLC refers to KAR Holdings II, LLC, which is owned by affiliates of the Equity Sponsors and management of the Company.

***Basis of Presentation***

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America, or U.S. GAAP, for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for annual financial statements. Operating results for interim periods are not necessarily indicative of results that may be expected for the year as a whole. In the opinion of management, the consolidated financial statements reflect all adjustments necessary, generally consisting of normal recurring accruals, for a fair statement of our financial results for the periods presented. In preparing the accompanying financial statements, management has evaluated subsequent events through the date the financial statements were issued. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from these estimates. A listing of our critical accounting estimates is described in the Critical Accounting Estimates section of Management's Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Securities and Exchange Commission (SEC) on February 25, 2010 (File No:

001-34568), which includes audited financial statements.

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010 (Unaudited)**

These consolidated financial statements and condensed notes to consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2009 included in our Annual Report on Form 10-K for the year ended December 31, 2009. The 2009 year-end consolidated balance sheet data included in this Form 10-Q was derived from the audited financial statements referenced above, but does not include all disclosures required by U.S. GAAP.

***Nature of operations***

As of June 30, 2010, we have a network of 62 ADESA whole car auctions and 157 IAAI salvage vehicle auctions which facilitates the sale of used and salvage vehicles through physical, online or hybrid auctions, and which permit Internet buyers to participate in physical auctions. ADESA Auctions and IAAI are leading, national providers of wholesale and salvage vehicle auctions and related vehicle redistribution services for the automotive industry in North America. Redistribution services include a variety of activities designed to transfer used and salvage vehicles between sellers and buyers throughout the vehicle life cycle. ADESA Auctions and IAAI facilitate the exchange of these vehicles through an auction marketplace, which aligns sellers and buyers. As an agent for customers, the companies generally do not take title to or ownership to substantially all vehicles sold at the auctions. Generally fees are earned from the seller and buyer on each successful auction transaction in addition to fees earned for ancillary services.

ADESA has the second largest used vehicle auction network in North America, based upon the number of used vehicles sold through auctions annually, and also provides services such as inbound and outbound logistics, reconditioning, vehicle inspection and certification, titling, administrative and salvage recovery services. ADESA is able to serve the diverse and multi-faceted needs of its customers through the wide range of services offered at its facilities.

IAAI is one of the two largest providers of salvage vehicle auctions and related services in North America. The salvage auctions facilitate the redistribution of damaged vehicles that are designated as total losses by insurance companies, recovered stolen vehicles for which an insurance settlement with the vehicle owner has already been made and older model vehicles donated to charity or sold by dealers in salvage auctions. The salvage auction business specializes in providing services such as inbound and outbound logistics, inspections, evaluations, titling and settlement administrative services.

AFC is a leading provider of floorplan financing to independent used vehicle dealers and this financing is provided through 88 loan production offices located throughout North America. Floorplan financing supports independent used vehicle dealers in North America who purchase vehicles at ADESA, IAAI, independent auctions and auctions affiliated with other auction networks.

**Note 2 Accounting Change as a Result of the Adoption of Accounting Standards Update 2009-16**

In December 2009, the Financial Accounting Standards Board ( FASB ) issued new guidance (Accounting Standards Update 2009-16) on the accounting for transfers of financial assets. The new guidance which is now a part of ASC 860, *Transfers and Servicing*, eliminates the concept of a qualifying special-purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria and changes the initial measurement of a transferor's interest in transferred financial assets. The new guidance is effective on a prospective basis for annual periods beginning after November 15, 2009. This new guidance requires inclusion of loans sold to a bank conduit facility as well as the related obligation originated after December 31, 2009, in our financial statements. We adopted the guidance on January 1, 2010. This resulted in an increase in assets and related obligations in 2010. Obligations collateralized by finance

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

receivables were \$473.4 million at June 30, 2010. In addition, the new guidance eliminated securitization income accounting and resulted in the recording of fee and interest income and interest expense for the finance receivable transactions under the revolving sale agreement. The elimination of securitization income accounting resulted in a reduction of pre-tax income of approximately \$2.8 million in the first quarter of 2010. See Note 6 for additional information.

**Note 3 New Accounting Standards**

In February 2010, the FASB issued new guidance (Accounting Standards Update 2010-06) on fair value measurements. The new guidance, which is now a part of ASC 820, *Fair Value Measurements and Disclosures*, requires disclosure of details of significant transfers in and out of Level 1 and Level 2 measurements and reasons for the transfers. In addition, a gross presentation of activity within the Level 3 roll forward, presenting separately information about purchases, sales, issuances and settlements is required. The new guidance is effective for the first interim or annual reporting period beginning after December 15, 2009, with the exception for the gross presentation of the Level 3 roll forward, which is required for annual reporting periods beginning after December 15, 2010 and for interim reporting periods within those years. The adoption of the new guidance did not have a material impact on the consolidated financial statements.

In February 2010, the FASB issued new guidance (Accounting Standards Update 2010-09) on subsequent events. The new guidance, which is now a part of ASC 855, *Subsequent Events*, requires an SEC filer to evaluate subsequent events through the date that the financial statements are issued. An entity that is an SEC filer is not required to disclose the date through which subsequent events have been evaluated. The new guidance was immediately effective upon issuance of the final update. The adoption of the new guidance did not have a material impact on the consolidated financial statements.

**Note 4 Stock-Based Compensation Plans**

We adopted the KAR Auction Services, Inc. 2009 Omnibus and Stock Incentive Plan ( Omnibus Plan ) in December 2009. The Omnibus Plan is intended to provide equity or cash based awards to our employees. On March 1, 2010, we granted approximately 0.3 million service options and 0.7 million exit options with an exercise price of \$13.46 per share under the Omnibus Plan. The options have a ten year life. The service options vest in four equal annual installments, commencing on the first anniversary of the grant date. The exit options vest as follows:

| <b>Amount Vested</b>   | <b>Conditions to Vesting</b>                                       |
|--|--|
| 25% of exit options shall vest and become exercisable if               | (i) the fair market value of Company common stock exceeds \$20.00* |
| An additional 25% of exit options shall vest and become exercisable if | (i) the fair market value of Company common stock exceeds \$25.00* |
| An additional 25% of exit options shall vest and become exercisable if | (i) the fair market value of Company common stock exceeds \$30.00* |
| An additional 25% of exit options shall vest and become exercisable if | (i) the fair market value of Company common stock exceeds \$35.00* |

\* Additional conditions to vesting: (ii) the price of the Company's common stock on the last trading day of a 90 consecutive trading day period must be greater than or equal to 85% of \$20.00, \$25.00, \$30.00 or \$35.00, respectively; and (iii) the option holder is a director, officer, employee, consultant or agent of the Company or any of its subsidiaries on the date on which the conditions set forth in (i) and (ii) above are satisfied.





**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

For purposes of determining the conditions to vesting, the fair market value of any share of Company common stock, on any date of determination, shall be the average for 90 consecutive trading days prior to such date of determination of the last sales price for a share of Company common stock on the principal securities exchange on which the Company common stock is then listed.

Our stock-based compensation expense includes expenses associated with KAR Auction Services, Inc. service and exit option awards, KAR LLC operating unit awards and Axle Holdings II, LLC ( LLC ) operating unit awards. We have classified the KAR LLC and LLC operating units as liability awards. We have classified the KAR Auction Services, Inc. service and exit options as equity awards. The main difference between a liability-classified award and an equity-classified award is that liability-classified awards are remeasured each reporting period at fair value.

The compensation cost that was charged against income for all stock-based compensation plans was \$0.4 million and \$7.2 million for the three and six months ended June 30, 2010, respectively, and the total income tax benefit recognized in the Consolidated Statement of Income for options was approximately \$1.6 million and \$3.2 million for the three and six months ended June 30, 2010, respectively. The compensation cost that was charged against income for all stock-based compensation plans was \$0.5 million and \$0.9 million for the three and six months ended June 30, 2009, respectively, and the total income tax benefit recognized in the Consolidated Statement of Income for options was approximately \$0.1 million and \$0.3 million for the three and six months ended June 30, 2009, respectively. We did not capitalize any stock-based compensation cost in the six months ended June 30, 2010 or 2009.

***KAR Auction Services, Inc. Employee Stock Purchase Plan***

Our board of directors and stockholders adopted the KAR Auction Services, Inc. Employee Stock Purchase Plan ( ESPP ) in December 2009 and the ESPP was implemented in the second quarter of 2010. A maximum of 1,000,000 shares of our common stock have been reserved for issuance under the ESPP and at June 30, 2010, 981,103 shares remain available for purchase under the ESPP. The ESPP provides for one month offering periods with a 15% discount from the fair market value of a share on the date of purchase. A participant's combined payroll deductions and cash payments in the ESPP may not exceed \$25,000 per year.

**Note 5 Net Income Per Share**

The following table sets forth the computation of net income per share (*in millions except per share amounts*):

|  | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |         |
|--|--------------------------------|---------|------------------------------|---------|
|  | 2010                           | 2009    | 2010                         | 2009    |
| Net income   | \$ 28.6                        | \$ 12.8 | \$ 36.7                      | \$ 9.3  |
| Weighted average common shares outstanding                             | 134.6                          | 106.9   | 134.6                        | 106.9   |
| Effect of dilutive stock options                                       | 1.5                            |         | 1.4                          |         |
| Weighted average common shares outstanding and potential common shares | 136.1                          | 106.9   | 136.0                        | 106.9   |
| Net income per share basic and diluted                                 | \$ 0.21                        | \$ 0.12 | \$ 0.27                      | \$ 0.09 |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

Basic net income per share was calculated by dividing net income by the weighted-average number of outstanding common shares for the period. Diluted net income per share was calculated consistent with basic net income per share including the effect of dilutive unissued common shares related to our stock-based employee compensation program. The effect of stock options on net income per share-diluted is determined through the application of the treasury stock method, whereby proceeds received by the Company based on assumed exercises are hypothetically used to repurchase our common stock at the average market price during the period. Stock options that would have an anti-dilutive effect on net income per share are excluded from the calculations. Approximately 0.6 million options were excluded from the calculation of diluted net income per share for the three and six months ended June 30, 2010. Total options outstanding at June 30, 2010 and 2009 were 10.0 million and 9.2 million.

**Note 6 Finance Receivables and Obligations Collateralized by Finance Receivables**

AFC sells the majority of its U.S. dollar denominated finance receivables on a revolving basis and without recourse to a wholly owned, bankruptcy remote, consolidated, special purpose subsidiary ( AFC Funding Corporation ), established for the purpose of purchasing AFC s finance receivables. A securitization agreement allows for the revolving sale by AFC Funding Corporation to a bank conduit facility in undivided interests in certain eligible finance receivables subject to committed liquidity. The agreement expires on April 20, 2012. AFC Funding Corporation had committed liquidity of \$450 million for U.S. finance receivables at June 30, 2010.

We completed an agreement for the securitization of Automotive Finance Canada, Inc. s ( AFCI ) receivables in February 2010. This securitization facility provides up to C\$75 million in financing for eligible finance receivables. The initial funding for securitization of Canadian finance receivables resulted in net proceeds of \$56.6 million and the recording of the related obligations. The agreement expires on April 20, 2012.

Accounting Standards Update 2009-16 amended ASC 860, *Transfers and Servicing*, and we adopted the new guidance on January 1, 2010. The new guidance specifies that the finance receivable transactions on or subsequent to January 1, 2010 under our revolving sale agreement be included in our balance sheet. This resulted in an increase in assets and related obligations in 2010. Obligations collateralized by finance receivables were \$473.4 million at June 30, 2010. In addition, the new guidance eliminated securitization income accounting and resulted in the recording of fee and interest income and interest expense for the finance receivable transactions under the revolving sale agreement. The elimination of securitization income accounting resulted in a reduction of pre-tax income of approximately \$2.8 million in the first quarter of 2010.

The following illustration presents quantitative information about delinquencies, credit losses less recoveries ( net credit losses ) and components of securitized financial assets and other related assets managed. For purposes of this illustration, delinquent receivables are defined as receivables 31 days or more past due.

|                                  | June 30, 2010<br>Principal Amount of: |                           | Net Credit<br>Losses                | Net Credit<br>Losses              |
|----------------------------------|---------------------------------------|---------------------------|-------------------------------------|-----------------------------------|
|                                  | Receivables                           | Receivables<br>Delinquent | Three Months Ended<br>June 30, 2010 | Six Months Ended<br>June 30, 2010 |
| <i>(in millions)</i>             |                                       |                           |                                     |                                   |
| Floorplan receivables            | \$ 685.6                              | \$ 1.7                    | \$ 1.8                              | \$ 4.5                            |
| Special purpose loans            | 9.0                                   | 2.9                       |                                     |                                   |
| <b>Total receivables managed</b> | <b>\$ 694.6</b>                       | <b>\$ 4.6</b>             | <b>\$ 1.8</b>                       | <b>\$ 4.5</b>                     |



**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

| <i>(in millions)</i>                           | December 31, 2009<br>Principal Amount of: |                           | Net Credit<br>Losses                | Net Credit<br>Losses              |
|--|---|---------------------------|-------------------------------------|-----------------------------------|
|  | Receivables                               | Receivables<br>Delinquent | Three Months Ended<br>June 30, 2009 | Six Months Ended<br>June 30, 2009 |
| Floorplan receivables                          | \$ 145.9                                  | \$ 1.6                    | \$ 0.8                              | \$ 1.0                            |
| Special purpose loans                          | 10.3                                      | 3.4                       |                                     |                                   |
| Finance receivables held                       | \$ 156.2                                  | \$ 5.0                    | \$ 0.8                              | \$ 1.0                            |
| Receivables sold                               | 367.0                                     |                           |                                     |                                   |
| Retained interests in finance receivables sold | 89.8                                      |                           |                                     |                                   |
| <b>Total receivables managed</b>               | <b>\$ 613.0</b>                           |                           |                                     |                                   |

The net credit losses for receivables sold approximated \$6.3 million and \$18.1 million for the three and six months ended June 30, 2009.

At June 30, 2010, AFC managed total finance receivables of \$694.6 million. At December 31, 2009, AFC managed total finance receivables of \$613.0 million, of which \$519.1 million had been sold without recourse to AFC Funding Corporation. Undivided interests in finance receivables were sold by AFC Funding Corporation to the bank conduit facility with recourse totaling \$367.0 million at December 31, 2009. Finance receivables include \$24.6 million classified as held for sale, which are recorded at lower of cost or fair value, and \$131.6 million classified as held for investment at December 31, 2009. Finance receivables classified as held for investment include \$25.7 million related to receivables that were sold to the bank conduit facility that were repurchased by AFC at fair value when they became ineligible under the terms of the collateral agreement with the bank conduit facility at December 31, 2009. The face amount of these receivables was \$27.5 million at December 31, 2009.

AFC's allowance for losses of \$10.5 million and \$5.9 million at June 30, 2010 and December 31, 2009 includes an estimate of losses for finance receivables held for investment as well as an allowance for any further deterioration in the finance receivables after they are repurchased from the bank conduit facility. Additionally, accrued liabilities of \$2.4 million for the estimated losses for loans sold by the special purpose subsidiary were recorded at December 31, 2009. These loans were sold to a bank conduit facility with recourse to the special purpose subsidiary and came back on the balance sheet of the special purpose subsidiary at fair market value when they became ineligible under the terms of the collateral arrangement with the bank conduit facility.

As of December 31, 2009, the outstanding receivables sold, the retained interests in finance receivables sold and a cash reserve of 1 or 3 percent of total sold receivables serve as security for the receivables that have been sold to the bank conduit facility. As of June 30, 2010, \$685.0 million of finance receivables and a cash reserve of 1 or 3 percent of finance receivables securitized serve as security for the \$473.4 million of obligations collateralized by finance receivables. The amount of the cash reserve depends on circumstances which are set forth in the securitization agreements. After the occurrence of a termination event, as defined in the U.S. securitization agreement, the bank conduit facility may, and could, cause the stock of AFC Funding Corporation to be transferred to the bank conduit facility, though as a practical matter the bank conduit facility would look to the liquidation of the receivables under the transaction documents as their primary remedy.

Proceeds from the revolving sale of receivables to the bank conduit facility are used to fund new loans to customers. AFC, AFC Funding Corporation and AFCI must maintain certain financial covenants including, among others, limits on the amount of debt AFC and AFCI can incur, minimum levels of tangible net worth, and

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

other covenants tied to the performance of the finance receivables portfolio. The securitization agreements also incorporate the financial covenants of our credit facility. At June 30, 2010, we were in compliance with the covenants in the securitization agreements.

The following table summarizes certain cash flows received from and paid to the special purpose subsidiaries (*in millions*):

|   | <b>Six Months Ended<br/>June 30,</b> |                |
|---|--------------------------------------|----------------|
|   | <b>2010</b>                          | <b>2009</b>    |
| Proceeds from sales of finance receivables                          | N/A                                  | \$ 1,440.2     |
| Servicing fees received   | N/A                                  | \$ 4.9         |
| Proceeds received on retained interests in finance receivables sold | <b>\$ 89.8</b>                       | <b>\$ 35.9</b> |

Our retained interests in finance receivables sold, including a nominal interest only strip, amounted to \$89.8 million at December 31, 2009. Sensitivities associated with our retained interests were insignificant at all periods presented due to the short-term nature of the asset.

**Note 7 Long-Term Debt**

Long-term debt consisted of the following (*in millions*):

|   | <b>Interest Rate</b> | <b>Maturity</b>  | <b>December</b>          |                     |
|---|----------------------|------------------|--------------------------|---------------------|
|   |                      |                  | <b>June 30,<br/>2010</b> | <b>31,<br/>2009</b> |
| Term Loan B                             | LIBOR + 2.75%        | October 19, 2013 | <b>\$ 1,219.6</b>        | \$ 1,247.9          |
| \$250 million revolving credit facility | LIBOR + 2.75%        | April 19, 2013   |                          |                     |
| Floating rate senior notes              | LIBOR + 4.00%        | May 01, 2014     | <b>150.0</b>             | 150.0               |
| Senior notes                            | 8.75%                | May 01, 2014     | <b>450.0</b>             | 450.0               |
| Senior subordinated notes               | 10%                  | May 01, 2015     | <b>199.4</b>             | 425.0               |
| Canadian line of credit                 | CAD Prime + 1.5%     |                  |                          |                     |
| <b>Total debt</b>                       |                      |                  | <b>2,019.0</b>           | 2,272.9             |
| Less current portion of long-term debt  |                      |                  |                          | 225.6               |
| <b>Long-term debt</b>                   |                      |                  | <b>\$ 2,019.0</b>        | <b>\$ 2,047.3</b>   |

**Credit Facilities**

In 2007, we entered into senior secured credit facilities, comprised of a \$300.0 million revolving credit facility and a \$1,565.0 million term loan (Term Loan B in the table above). The revolver was entered into for working capital and general corporate purposes. In 2009, we entered into an amendment to the Credit Agreement. As part of the amendment, available borrowings under the revolving credit facility were reduced to \$250 million and the revolving credit facility and Term Loan B interest rate were increased to LIBOR plus a margin of 2.75% from LIBOR plus a margin of 2.25%. There were no borrowings under the revolving credit facility at June 30, 2010 or December 31, 2009, although we had related outstanding letters of credit in the aggregate amount of \$32.7 million and \$31.7 million at June 30, 2010 and December 31, 2009, respectively, which reduce the amount available for borrowings under our credit facility.

## Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

As part of the amendment to the Credit Agreement, we prepaid \$250 million of the term loan in the fourth quarter of 2009 using proceeds from the initial public offering as well as cash on hand. In addition, in accordance with terms of the Credit Agreement, 50% of the net proceeds from the initial sale of AFC's Canadian receivables,

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010 (Unaudited)**

as discussed in Note 6, were used to repay \$28.3 million of the Company's term loan in February 2010. The prepayments were credited to prepay in direct order of maturity the unpaid amounts due on the next eight scheduled quarterly installments of the term loan, and thereafter to the remaining scheduled quarterly installments of the term loan on a pro rata basis. As such, there are no further scheduled quarterly installments due on the term loan and the remaining balance is due at maturity (October 19, 2013). If there is any excess cash flow, as defined in the loan documents for our senior secured credit facility, we are required to prepay the term loan in an amount equal to 50% of the excess cash flow on or before the 105<sup>th</sup> day following the end of the fiscal year. There were no excess cash flow payments, as defined, due for the year ended December 31, 2009.

The senior secured credit facilities are guaranteed by KAR Auction Services and each of our direct and indirect present and future material domestic subsidiaries, subject to certain exceptions (excluding among others, AFC Funding Corporation). The senior secured credit facilities are secured by a perfected first priority security interest in, and mortgages on, all present and future tangible and intangible assets of the Company and the guarantors, and our capital stock and that of each of our direct and indirect material domestic subsidiaries and 65% of the capital stock of certain foreign subsidiaries.

The terms of the Credit Agreement include a 0.5% commitment fee based on unutilized amounts, letter of credit fees and agency fees. The Credit Agreement also includes covenants that, among other things, limit or restrict us and our subsidiaries' abilities to dispose of assets, incur additional indebtedness, incur guarantee obligations, prepay other indebtedness, including the senior notes, pay dividends, create liens, make equity or debt investments, make acquisitions, modify the terms of the indenture, engage in mergers, make capital expenditures and engage in certain transactions with affiliates. In addition, the senior secured credit facilities are subject to a senior secured leverage ratio test, provided there are revolving loans outstanding. There were no revolving loans outstanding at June 30, 2010. We were in compliance with the covenants in the credit facility at June 30, 2010.

***Senior Notes***

In 2007, we issued \$450.0 million of 8.75% senior notes and \$150.0 million of floating rate senior notes both of which are due May 1, 2014. In addition, we issued \$425.0 million of 10% senior subordinated notes due May 1, 2015. In connection with our initial public offering, we conducted a cash tender offer for certain of the notes described above. The tender offer was oversubscribed and as such, in accordance with the identified priority levels, only a portion of the 10% senior subordinated notes were accepted for prepayment. In January 2010, we prepaid \$225.6 million principal amount of the 10% senior subordinated notes with proceeds received from the initial public offering and the underwriters option to purchase additional shares. This amount was included in Current maturities of long-term debt on the consolidated balance sheet at December 31, 2009. We incurred a loss on the extinguishment of the notes of \$25.3 million in the first quarter of 2010.

***Fair Value of Debt***

As of June 30, 2010, the estimated fair value of our long-term debt amounted to \$1,951.5 million. The estimates of fair value are based on the market prices for our publicly-traded debt as of June 30, 2010. The estimates presented on long-term financial instruments are not necessarily indicative of the amounts that would be realized in a current market exchange.

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)****Note 8 Derivatives**

We are exposed to interest rate risk on our variable rate borrowings. Accordingly, interest rate fluctuations affect the amount of interest expense we are obligated to pay. Our July 2007 interest rate swap agreement with a notional amount of \$800 million matured on June 30, 2009. In May 2009, we entered into an interest rate swap agreement with a notional amount of \$650 million to manage our exposure to interest rate movements on our variable rate Term Loan B credit facility. The interest rate swap agreement had an effective date of June 30, 2009, matures on June 30, 2012 and effectively results in a fixed LIBOR interest rate of 2.19% on \$650 million of the Term Loan B credit facility. We are exposed to credit loss in the event of non-performance by the counterparty; however, non-performance is not anticipated.

In May 2009, we also purchased an interest rate cap for \$1.3 million with a notional amount of \$250 million to manage our exposure to interest rate movements on our variable rate Term Loan B credit facility when one-month LIBOR exceeds 2.5%. The interest rate cap relates to a portion of the variable rate debt that is not covered by our interest rate swap agreement. The interest rate cap agreement had an effective date of June 30, 2009 and matures on June 30, 2011. The unamortized portion of the \$1.3 million investment is recorded in Other current assets on the consolidated balance sheet and is being amortized over the remaining life of the interest rate cap to interest expense. We are exposed to credit loss in the event of non-performance by the counterparty; however, non-performance is not anticipated.

ASC 815 requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the balance sheet. In accordance with ASC 815, we have designated our interest rate derivatives as cash flow hedges. The fair values of the interest rate derivatives are based on quoted market prices for similar instruments from a commercial bank and represent the estimated amounts we would receive or pay to terminate the agreements at the reporting date. The following table presents the fair value of our interest rate derivatives included in the consolidated balance sheet for the periods presented (*in millions*):

|   | Asset Derivatives    |              |                   |              | Liability Derivatives  |              |                        |              |
|---|----------------------|--------------|-------------------|--------------|------------------------|--------------|------------------------|--------------|
|   | June 30, 2010        |              | December 31, 2009 |              | June 30, 2010          |              | December 31, 2009      |              |
| Derivatives Designated as Hedging         | Balance Sheet        | Fair Value   | Balance Sheet     | Fair Value   | Balance Sheet          | Fair Value   | Balance Sheet          | Fair Value   |
| <b>Instruments Under ASC 815</b>          | <b>Location</b>      | <b>Value</b> | <b>Location</b>   | <b>Value</b> | <b>Location</b>        | <b>Value</b> | <b>Location</b>        | <b>Value</b> |
| \$650 million notional interest rate swap | Other assets         | \$           | Other assets      | \$           | Other accrued expenses | \$ 17.9      | Other accrued expenses | \$ 8.7       |
| \$250 million notional interest rate cap  | Other current assets | \$           | Other assets      | \$ 0.6       | Other accrued expenses | \$           | Other accrued expenses | \$           |



**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

The earnings impact of the interest rate derivatives designated as cash flow hedges are recorded upon the recognition of the interest related to the hedged debt. Any ineffectiveness in the hedging relationships is recognized in current earnings. There was no significant ineffectiveness in the first six months of 2010 or 2009. Unrealized gains or losses on the interest rate derivatives are included as a component of Accumulated other comprehensive income. At June 30, 2010, there was a net unrealized loss totaling \$11.5 million, net of tax benefits of \$7.0 million. At December 31, 2009, there was a net unrealized loss totaling \$5.7 million, net of tax benefits of \$3.5 million. The following table presents the effect of the interest rate derivatives on our statement of equity and consolidated statements of income for the periods presented (*in millions*):

| Derivatives in ASC 815                    | Amount of Gain / (Loss) Recognized in OCI on Derivative (Effective Portion) |          | Location of Gain / (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain / (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Three Months Ended |          |
|---|---|----------|---|--|----------|
|   | Three Months Ended June 30,   |          |   | June 30,   |          |
|   | 2010  | 2009     |   | 2010   | 2009     |
| <b>Cash Flow Hedging Relationships</b>    |   |          |   |  |          |
| \$800 million notional interest rate swap | N/A   | \$ 8.3   | Interest expense  | N/A  | (\$ 8.3) |
| \$650 million notional interest rate swap | (\$ 3.9)  | (\$ 3.7) | Interest expense  | (\$ 3.1)   | \$       |
| \$250 million notional interest rate cap  | \$ 0.1  | \$       | N/A   | \$   | \$       |

| Derivatives in ASC 815                    | Amount of Gain / (Loss) Recognized in OCI on Derivative (Effective Portion) |          | Location of Gain / (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain / (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Six Months Ended |           |
|---|---|----------|---|--|-----------|
|   | Six Months Ended June 30,   |          |   | June 30,   |           |
|   | 2010  | 2009     |   | 2010   | 2009      |
| <b>Cash Flow Hedging Relationships</b>    |   |          |   |  |           |
| \$800 million notional interest rate swap | N/A   | \$ 16.3  | Interest expense  | N/A  | (\$ 16.1) |
| \$650 million notional interest rate swap | (\$ 9.2)  | (\$ 3.7) | Interest expense  | (\$ 6.3)   | \$        |
| \$250 million notional interest rate cap  | (\$ 0.2)  | \$       | N/A   | \$   | \$        |

**Note 9 Comprehensive Income**

The components of comprehensive income are as follows (*in millions*):

|   | Three Months Ended June 30, |         | Six Months Ended June 30, |        |
|---|-----------------------------|---------|---------------------------|--------|
|   | 2010                        | 2009    | 2010                      | 2009   |
| Net income  | \$ 28.6                     | \$ 12.8 | \$ 36.7                   | \$ 9.3 |
| Other comprehensive income (loss), net of tax       |                             |         |                           |        |
| Foreign currency translation gain (loss)            | (11.3)                      | 17.8    | (4.9)                     | 10.2   |
| Unrealized gain (loss) on interest rate derivatives | (2.4)                       | 2.9     | (5.8)                     | 8.0    |

|                      |                |         |                |         |
|----------------------|----------------|---------|----------------|---------|
| Comprehensive income | <b>\$ 14.9</b> | \$ 33.5 | <b>\$ 26.0</b> | \$ 27.5 |
|----------------------|----------------|---------|----------------|---------|

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

The composition of Accumulated other comprehensive income at June 30, 2010, net of related tax effects, consisted of the net unrealized loss on the interest rate derivatives of \$11.5 million, a \$0.3 million unrealized gain on post-retirement benefit obligation and a foreign currency translation gain of \$19.9 million. The composition of Accumulated other comprehensive income at December 31, 2009, net of related tax effects, consisted of the net unrealized loss on the interest rate derivatives of \$5.7 million, a \$0.3 million unrealized gain on post-retirement benefit obligation and a foreign currency translation gain of \$24.8 million.

**Note 10 Fair Value Measurements**

We apply ASC 820, *Fair Value Measurements and Disclosures*, to our financial assets and liabilities. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The standard establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets; quoted prices in markets that are not active; or other inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities, such as models or other valuation methodologies.

Level 3 Unobservable inputs that are based on our assumptions are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Unobservable inputs reflect our own assumptions about the assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include instruments for which the determination of fair value requires significant management judgment or estimation.

The following tables summarize our financial assets and liabilities measured at fair value on a recurring basis in accordance with ASC 820 (*in millions*):

| Description         | June 30,<br>2010     | Quoted Prices in  | Significant                                | Significant                         |
|---------------------|----------------------|---|--|-------------------------------------|
|                     |                      | Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) |
| <b>Liabilities:</b> |                      |   |  |                                     |
| Interest rate swap  | \$ 17.9              | \$  | \$ 17.9                                    | \$                                  |
| Description         | December 31,<br>2009 | Quoted Prices in  | Significant                                | Significant                         |
|                     |                      | Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) |

Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

|                     |    |      |    |         |
|---------------------|----|------|----|---------|
| <b>Assets:</b>      |    |      |    |         |
| Retained interest   | \$ | 89.8 | \$ | \$ 89.8 |
| Interest rate cap   |    | 0.6  |    | 0.6     |
| <b>Liabilities:</b> |    |      |    |         |
| Interest rate swap  | \$ | 8.7  | \$ | \$ 8.7  |

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010 (Unaudited)**

*Retained Interest* The fair value of the retained interests in finance receivables sold prior to January 1, 2010 was based upon our estimates of future cash flows, using assumptions that market participants would use to value such investments, including estimates of anticipated credit losses over the life of the finance receivables sold. The cash flows were discounted using a market discount rate. The recorded fair value, however, required significant management judgment or estimation and may not necessarily have represented what we would have received in an actual sale of the receivables.

*Interest Rate Swap* Under the interest rate swap agreement, we pay a fixed LIBOR rate on a notional amount and receive a variable LIBOR rate which effectively hedges a portion of the Term Loan B credit facility. The fair value of the interest rate swap is based on quoted market prices for similar instruments from a commercial bank.

*Interest Rate Cap* Under the interest rate cap agreement, we will receive interest on a notional amount when one-month LIBOR exceeds 2.5%. This agreement effectively hedges a portion of the Term Loan B credit facility. The fair value of the interest rate cap is based on quoted market prices for similar instruments from a commercial bank.

**Note 11 Segment Information**

ASC 280, *Segment Reporting*, requires reporting of segment information that is consistent with the manner in which the chief operating decision maker operates and views the Company. We have three reportable business segments: ADESA Auctions, IAAI and AFC. These reportable segments offer different services and are managed separately based on the fundamental differences in their operations.

The holding company is maintained separately from the three reportable segments and includes expenses associated with the corporate office, such as salaries, benefits, and travel costs for the corporate management team, certain human resources, information technology and accounting costs, and incremental insurance, treasury, legal and risk management costs. Holding company interest expense includes the interest expense incurred on the corporate debt structure. Intercompany charges relate primarily to interest on intercompany debt or receivables and certain information technology costs allocated by the holding company.

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**Financial information regarding our reportable segments is set forth below for the three months ended June 30, 2010 (*in millions*):

|   | <b>ADESA<br/>Auctions</b> | <b>IAAI</b> | <b>AFC</b> | <b>Holding<br/>Company</b> | <b>Consolidated</b> |
|---|---------------------------|-------------|------------|----------------------------|---------------------|
| Operating revenues  | \$ 280.1                  | \$ 157.3    | \$ 32.6    | \$                         | \$ 470.0            |
| Operating expenses  |                           |             |            |                            |                     |
| Cost of services (exclusive of depreciation and amortization) | 152.8                     | 91.8        | 7.1        |                            | 251.7               |
| Selling, general and administrative                           | 54.0                      | 20.0        | 4.7        | 12.1                       | 90.8                |
| Depreciation and amortization                                 | 20.9                      | 14.6        | 6.2        | 0.1                        | 41.8                |
| Total operating expenses                                      | 227.7                     | 126.4       | 18.0       | 12.2                       | 384.3               |
| Operating profit (loss)                                       | 52.4                      | 30.9        | 14.6       | (12.2)                     | 85.7                |
| Interest expense  | 0.3                       | 0.6         | 1.8        | 33.2                       | 35.9                |
| Other (income) expense, net                                   | (0.2)                     | (0.2)       |            | 1.7                        | 1.3                 |
| Intercompany expense (income)                                 | 10.5                      | 9.6         | (3.3)      | (16.8)                     |                     |
| Income (loss) before income taxes                             | 41.8                      | 20.9        | 16.1       | (30.3)                     | 48.5                |
| Income taxes  | 15.2                      | 7.9         | 6.2        | (9.4)                      | 19.9                |
| Net income (loss)   | \$ 26.6                   | \$ 13.0     | \$ 9.9     | (\$ 20.9)                  | \$ 28.6             |
| Assets  | \$ 2,264.0                | \$ 1,195.7  | \$ 1,117.3 | \$ 76.7                    | \$ 4,653.7          |

Financial information regarding our reportable segments is set forth below for the three months ended June 30, 2009 (*in millions*):

|   | <b>ADESA<br/>Auctions</b> | <b>IAAI</b> | <b>AFC</b> | <b>Holding<br/>Company</b> | <b>Consolidated</b> |
|---|---------------------------|-------------|------------|----------------------------|---------------------|
| Operating revenues  | \$ 279.5                  | \$ 139.0    | \$ 20.6    | \$                         | \$ 439.1            |
| Operating expenses  |                           |             |            |                            |                     |
| Cost of services (exclusive of depreciation and amortization) | 153.0                     | 86.3        | 7.3        |                            | 246.6               |
| Selling, general and administrative                           | 52.3                      | 15.7        | 2.8        | 16.3                       | 87.1                |
| Depreciation and amortization                                 | 21.5                      | 14.5        | 6.1        | 0.2                        | 42.3                |
| Total operating expenses                                      | 226.8                     | 116.5       | 16.2       | 16.5                       | 376.0               |
| Operating profit (loss)                                       | 52.7                      | 22.5        | 4.4        | (16.5)                     | 63.1                |
| Interest expense  | 0.2                       | 0.3         |            | 46.4                       | 46.9                |
| Other (income) expense, net                                   | (1.2)                     | (1.0)       | 1.2        | (5.2)                      | (6.2)               |
| Intercompany expense (income)                                 | 9.7                       | 10.6        | (2.0)      | (18.3)                     |                     |

Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

|                                   |            |            |          |           |            |
|-----------------------------------|------------|------------|----------|-----------|------------|
| Income (loss) before income taxes | 44.0       | 12.6       | 5.2      | (39.4)    | 22.4       |
| Income taxes                      | 17.2       | 5.1        | 1.6      | (14.3)    | 9.6        |
| Net income (loss)                 | \$ 26.8    | \$ 7.5     | \$ 3.6   | (\$ 25.1) | \$ 12.8    |
| Assets                            | \$ 2,195.9 | \$ 1,150.6 | \$ 637.1 | \$ 255.7  | \$ 4,239.3 |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**Financial information regarding our reportable segments is set forth below for the six months ended June 30, 2010 (*in millions*):

|   | <b>ADESA<br/>Auctions</b> | <b>IAAI</b> | <b>AFC</b> | <b>Holding<br/>Company</b> | <b>Consolidated</b> |
|---|---------------------------|-------------|------------|----------------------------|---------------------|
| Operating revenues  | \$ 553.7                  | \$ 316.1    | \$ 58.6    | \$                         | \$ 928.4            |
| Operating expenses  |                           |             |            |                            |                     |
| Cost of services (exclusive of depreciation and amortization) | 308.8                     | 185.3       | 13.6       |                            | 507.7               |
| Selling, general and administrative                           | 105.8                     | 40.6        | 8.5        | 30.9                       | 185.8               |
| Depreciation and amortization                                 | 43.0                      | 29.4        | 12.4       | 0.3                        | 85.1                |
| Total operating expenses                                      | 457.6                     | 255.3       | 34.5       | 31.2                       | 778.6               |
| Operating profit (loss)                                       | 96.1                      | 60.8        | 24.1       | (31.2)                     | 149.8               |
| Interest expense  | 0.5                       | 1.1         | 3.2        | 66.0                       | 70.8                |
| Other income, net   | (0.2)                     | (0.6)       |            | (0.8)                      | (1.6)               |
| Loss on extinguishment of debt                                |                           |             |            | 25.3                       | 25.3                |
| Intercompany expense (income)                                 | 21.4                      | 19.1        | (5.5)      | (35.0)                     |                     |
| Income (loss) before income taxes                             | 74.4                      | 41.2        | 26.4       | (86.7)                     | 55.3                |
| Income taxes  | 25.0                      | 16.4        | 10.7       | (33.5)                     | 18.6                |
| Net income (loss)   | \$ 49.4                   | \$ 24.8     | \$ 15.7    | (\$ 53.2)                  | \$ 36.7             |

Financial information regarding our reportable segments is set forth below for the six months ended June 30, 2009 (*in millions*):

|   | <b>ADESA<br/>Auctions</b> | <b>IAAI</b> | <b>AFC</b> | <b>Holding<br/>Company</b> | <b>Consolidated</b> |
|---|---------------------------|-------------|------------|----------------------------|---------------------|
| Operating revenues  | \$ 567.8                  | \$ 277.0    | \$ 36.8    | \$                         | \$ 881.6            |
| Operating expenses  |                           |             |            |                            |                     |
| Cost of services (exclusive of depreciation and amortization) | 322.0                     | 178.1       | 15.4       |                            | 515.5               |
| Selling, general and administrative                           | 105.0                     | 30.7        | 5.5        | 31.7                       | 172.9               |
| Depreciation and amortization                                 | 45.8                      | 29.6        | 12.3       | 0.6                        | 88.3                |
| Total operating expenses                                      | 472.8                     | 238.4       | 33.2       | 32.3                       | 776.7               |
| Operating profit (loss)                                       | 95.0                      | 38.6        | 3.6        | (32.3)                     | 104.9               |
| Interest expense (income)                                     | 0.3                       | 0.6         |            | 92.6                       | 93.5                |
| Other (income) expense, net                                   | (1.8)                     | (0.9)       | 1.2        | (3.0)                      | (4.5)               |
| Intercompany expense (income)                                 | 18.0                      | 20.9        | (3.8)      | (35.1)                     |                     |



Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

|                                   |         |         |        |           |        |
|-----------------------------------|---------|---------|--------|-----------|--------|
| Income (loss) before income taxes | 78.5    | 18.0    | 6.2    | (86.8)    | 15.9   |
| Income taxes                      | 31.0    | 7.4     | 2.0    | (33.8)    | 6.6    |
| Net income (loss)                 | \$ 47.5 | \$ 10.6 | \$ 4.2 | (\$ 53.0) | \$ 9.3 |

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010 (Unaudited)**

**Note 12 Commitments and Contingencies**

We are involved in litigation and disputes arising in the ordinary course of business, such as actions related to injuries; property damage; handling, storage or disposal of vehicles; environmental laws and regulations; and other litigation incidental to the business such as employment matters and dealer disputes. Management considers the likelihood of loss or the incurrence of a liability, as well as the ability to reasonably estimate the amount of loss, in determining loss contingencies. We accrue an estimated loss contingency when it is probable that a liability has been incurred and the amount of loss (or range of possible losses) can be reasonably estimated. Management regularly evaluates current information available to determine whether accrual amounts should be adjusted. Accruals for contingencies including litigation and environmental matters are included in Other accrued expenses at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. These accruals are adjusted periodically as assessment and remediation efforts progress, or as additional technical or legal information becomes available. If the amount of an actual loss is greater than the amount accrued, this could have an adverse impact on our operating results in that period. Legal fees are expensed as incurred.

We have accrued, as appropriate, for environmental remediation costs anticipated to be incurred at certain of our auction facilities. Liabilities for environmental matters included in Other accrued expenses were \$1.0 million and \$1.1 million at June 30, 2010 and December 31, 2009. No amounts have been accrued as receivables for potential reimbursement or recoveries to offset this liability.

We store a significant number of vehicles owned by various customers that are consigned to us to be auctioned. We are contingently liable for each consigned vehicle until the eventual sale or other disposition, subject to certain natural disaster exceptions. Individual stop loss and aggregate insurance coverage is maintained on the consigned vehicles. These consigned vehicles are not included in the consolidated balance sheets.

In the normal course of business, we also enter into various other guarantees and indemnities in our relationships with suppliers, service providers, customers and others. These guarantees and indemnifications do not materially impact our financial condition or results of operations, but indemnifications associated with our actions generally have no dollar limitations and currently cannot be quantified.

As noted above, we are involved in litigation and disputes arising in the ordinary course of business, such as actions related to injuries; property damage; handling, storage or disposal of vehicles; environmental laws and regulations; and other litigation incidental to the business such as employment matters and dealer disputes. Such litigation is generally not, in the opinion of management, likely to have a material adverse effect on our financial condition, results of operations or cash flows. Legal and regulatory proceedings which could be material are discussed below.

***IAAI Lower Duwamish Waterway***

On March 25, 2008, the United States Environmental Protection Agency, or EPA, issued a General Notice of Potential Liability pursuant to Section 107(a), and a Request for Information pursuant to Section 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA to IAAI for a Superfund site known as the Lower Duwamish Waterway Superfund Site in Seattle, Washington, or LDW. At this time, the EPA has not demanded that IAAI pay any funds or take any action apart from responding to the Section 104(e) Information Request. The EPA has advised IAAI that, to date, it has sent out approximately 60 general notice letters to other parties, and has sent Section 104(e) Requests to more than 250 other parties. A remedial investigation has been conducted for this site by some of the potentially responsible parties, who have

**Table of Contents**

**KAR Auction Services, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010 (Unaudited)**

also commenced a feasibility study pursuant to CERCLA. IAAI is aware that certain authorities plan to bring Natural Resource Damage claims against potentially responsible parties. In addition, the Washington State Department of Ecology, or Ecology is working with the EPA in relation to LDW, primarily to investigate and address sources of potential contamination contributing to LDW. IAAI and the owner and predecessor at their Tukwila location, which is adjacent to the LDW, are currently in discussion with Ecology concerning possible source control obligations, including an investigation of the water and soils entering the stormwater system, an analysis of the source of any contamination identified within the system and possible repairs and upgrades to the stormwater capture and filtration system. In 2010, IAAI began implementing a stormwater sampling plan to comply with Ecology source control requirements.

**Note 13 Supplemental Guarantor Information**

Our obligations related to our term loan, revolving credit facility, 10% senior subordinated notes, 8<sup>3/4</sup>% senior notes and floating rate senior notes are guaranteed on a full, unconditional, joint and several basis by certain direct and indirect present and future domestic subsidiaries (the Guarantor Subsidiaries ). AFC Funding Corporation and all of our foreign subsidiaries are not guarantors (the Non-Guarantor Subsidiaries ). The following financial information sets forth, on a condensed consolidating basis, the balance sheets, statements of income and statements of cash flows for the periods indicated for KAR Auction Services, the Guarantor Subsidiaries, the Non-Guarantor Subsidiaries and the eliminations to arrive at KAR Auction Services on a consolidated basis.

The condensed consolidating financial statements are provided as an alternative to filing separate financial statements of the Guarantor Subsidiaries. The condensed consolidating financial statements should be read in conjunction with our consolidated financial statements and notes thereto.

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Statement of Income

For the Three Months Ended June 30, 2010

*(In millions)**(Unaudited)*

|   | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations<br/>and<br/>Adjustments</b> | <b>Total</b> |
|---|---------------|-----------------------------------|---------------------------------------|---|--------------|
| Operating revenues  | \$            | \$ 352.7                          | \$ 117.3                              | \$  | \$ 470.0     |
| Operating expenses  |               |                                   |                                       |   |              |
| Cost of services (exclusive of depreciation and amortization) |               | 209.4                             | 42.3                                  |   | 251.7        |
| Selling, general and administrative                           | (2.7)         | 81.3                              | 12.2                                  |   | 90.8         |
| Depreciation and amortization                                 |               | 36.0                              | 5.8                                   |   | 41.8         |
| Total operating expenses                                      | (2.7)         | 326.7                             | 60.3                                  |   | 384.3        |
| Operating profit (loss)                                       | 2.7           | 26.0                              | 57.0                                  |   | 85.7         |
| Interest expense  | 18.4          | 14.3                              | 3.2                                   |   | 35.9         |
| Other (income) expense, net                                   |               | 1.6                               | (0.3)                                 |   | 1.3          |
| Intercompany expense (income)                                 |               | (4.9)                             | 4.9                                   |   |              |
| Income (loss) before income taxes                             | (15.7)        | 15.0                              | 49.2                                  |   | 48.5         |
| Income taxes  | (7.0)         | 9.5                               | 17.4                                  |   | 19.9         |
| Net income (loss)   | (\$ 8.7)      | \$ 5.5                            | \$ 31.8                               | \$  | \$ 28.6      |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Statement of Income

For the Three Months Ended June 30, 2009

*(In millions)**(Unaudited)*

|   | Parent    | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total    |
|---|-----------|---------------------------|-------------------------------|------------------------------------|----------|
| Operating revenues  | \$        | \$ 349.2                  | \$ 89.9                       | \$                                 | \$ 439.1 |
| Operating expenses  |           |                           |                               |                                    |          |
| Cost of services (exclusive of depreciation and amortization) |           | 209.8                     | 36.8                          |                                    | 246.6    |
| Selling, general and administrative                           | 2.5       | 74.0                      | 10.6                          |                                    | 87.1     |
| Depreciation and amortization                                 |           | 36.9                      | 5.4                           |                                    | 42.3     |
| Total operating expenses                                      | 2.5       | 320.7                     | 52.8                          |                                    | 376.0    |
| Operating profit (loss)                                       | (2.5)     | 28.5                      | 37.1                          |                                    | 63.1     |
| Interest expense  | 29.3      | 16.6                      | 1.0                           |                                    | 46.9     |
| Other income, net   |           | (5.6)                     | (0.6)                         |                                    | (6.2)    |
| Intercompany (income) expense                                 |           | (4.4)                     | 4.4                           |                                    |          |
| Income (loss) before income taxes                             | (31.8)    | 21.9                      | 32.3                          |                                    | 22.4     |
| Income taxes  | (11.7)    | 10.2                      | 11.1                          |                                    | 9.6      |
| Net income (loss)   | (\$ 20.1) | \$ 11.7                   | \$ 21.2                       | \$                                 | \$ 12.8  |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Statement of Income

For the Six Months Ended June 30, 2010

*(In millions)**(Unaudited)*

|   | Parent    | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total    |
|---|-----------|---------------------------|-------------------------------|------------------------------------|----------|
| Operating revenues  | \$        | \$ 709.5                  | \$ 218.9                      | \$                                 | \$ 928.4 |
| Operating expenses  |           |                           |                               |                                    |          |
| Cost of services (exclusive of depreciation and amortization) |           | 424.9                     | 82.8                          |                                    | 507.7    |
| Selling, general and administrative                           | 0.5       | 160.8                     | 24.5                          |                                    | 185.8    |
| Depreciation and amortization                                 |           | 73.4                      | 11.7                          |                                    | 85.1     |
| Total operating expenses                                      | 0.5       | 659.1                     | 119.0                         |                                    | 778.6    |
| Operating profit (loss)                                       | (0.5)     | 50.4                      | 99.9                          |                                    | 149.8    |
| Interest expense  | 35.9      | 28.2                      | 6.7                           |                                    | 70.8     |
| Other income, net   |           | (1.1)                     | (0.5)                         |                                    | (1.6)    |
| Loss on extinguishment of debt                                | 25.3      |                           |                               |                                    | 25.3     |
| Intercompany expense (income)                                 |           | (9.1)                     | 9.1                           |                                    |          |
| Income (loss) before income taxes                             | (61.7)    | 32.4                      | 84.6                          |                                    | 55.3     |
| Income taxes  | (22.3)    | 10.7                      | 30.2                          |                                    | 18.6     |
| Net income (loss)   | (\$ 39.4) | \$ 21.7                   | \$ 54.4                       | \$                                 | \$ 36.7  |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Statement of Income

For the Six Months Ended June 30, 2009

*(In millions)**(Unaudited)*

|   | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations<br/>and<br/>Adjustments</b> | <b>Total</b> |
|---|---------------|-----------------------------------|---------------------------------------|---|--------------|
| Operating revenues  | \$            | \$ 720.7                          | \$ 160.9                              | \$  | \$ 881.6     |
| Operating expenses  |               |                                   |                                       |   |              |
| Cost of services (exclusive of depreciation and amortization) |               | 442.7                             | 72.8                                  |   | 515.5        |
| Selling, general and administrative                           | 4.1           | 147.9                             | 20.9                                  |   | 172.9        |
| Depreciation and amortization                                 |               | 77.4                              | 10.9                                  |   | 88.3         |
| Total operating expenses                                      | 4.1           | 668.0                             | 104.6                                 |   | 776.7        |
| Operating profit (loss)                                       | (4.1)         | 52.7                              | 56.3                                  |   | 104.9        |
| Interest expense  | 58.8          | 32.6                              | 2.1                                   |   | 93.5         |
| Other income, net   |               | (3.5)                             | (1.0)                                 |   | (4.5)        |
| Intercompany expense (income)                                 |               | (6.1)                             | 6.1                                   |   |              |
| Income (loss) before income taxes                             | (62.9)        | 29.7                              | 49.1                                  |   | 15.9         |
| Income taxes  | (24.5)        | 14.1                              | 17.0                                  |   | 6.6          |
| Net income (loss)   | (\$ 38.4)     | \$ 15.6                           | \$ 32.1                               | \$  | \$ 9.3       |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Balance Sheet

As of June 30, 2010

*(In millions)**(Unaudited)*

|  | Parent     | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total      |
|--|------------|---------------------------|-------------------------------|------------------------------------|------------|
| <b>Assets</b>  |            |                           |                               |                                    |            |
| <b>Current assets</b>                                    |            |                           |                               |                                    |            |
| Cash and cash equivalents                                | \$         | \$ 255.8                  | \$ 33.6                       | \$                                 | \$ 289.4   |
| Restricted cash  |            | 3.6                       | 4.7                           |                                    | 8.3        |
| Trade receivables, net of allowances                     |            | 280.6                     | 79.2                          | (13.7)                             | 346.1      |
| Finance receivables, net of allowances                   |            | 9.1                       | 103.8                         |                                    | 112.9      |
| Finance receivables securitized, net of allowances       |            |                           | 571.2                         |                                    | 571.2      |
| Deferred income tax assets                               | 1.6        | 41.0                      |                               |                                    | 42.6       |
| Other current assets                                     | 1.0        | 41.3                      | 4.1                           |                                    | 46.4       |
| Total current assets                                     | 2.6        | 631.4                     | 796.6                         | (13.7)                             | 1,416.9    |
| <b>Other assets</b>                                      |            |                           |                               |                                    |            |
| Investments in and advances to affiliates, net           | 2,648.9    | 172.8                     | 68.0                          | (2,889.7)                          |            |
| Goodwill   |            | 1,524.5                   | 3.8                           |                                    | 1,528.3    |
| Customer relationships, net of accumulated amortization  |            | 612.0                     | 105.2                         |                                    | 717.2      |
| Other intangible assets, net of accumulated amortization |            | 254.6                     | 9.2                           |                                    | 263.8      |
| Unamortized debt issuance costs                          | 48.3       |                           |                               |                                    | 48.3       |
| Other assets   |            | 11.8                      | 1.1                           |                                    | 12.9       |
| Total other assets                                       | 2,697.2    | 2,575.7                   | 187.3                         | (2,889.7)                          | 2,570.5    |
| Property and equipment, net of accumulated depreciation  |            | 531.0                     | 135.3                         |                                    | 666.3      |
| Total assets   | \$ 2,699.8 | \$ 3,738.1                | \$ 1,119.2                    | (\$ 2,903.4)                       | \$ 4,653.7 |



**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Balance Sheet

As of June 30, 2010

*(In millions)**(Unaudited)*

|   | Parent            | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total             |
|---|-------------------|---------------------------|-------------------------------|------------------------------------|-------------------|
| <b>Liabilities and Stockholders Equity</b>          |                   |                           |                               |                                    |                   |
| <b>Current liabilities</b>                          |                   |                           |                               |                                    |                   |
| Accounts payable                                    | \$                | \$ 376.0                  | \$ 46.0                       | (\$ 13.7)                          | \$ 408.3          |
| Accrued employee benefits and compensation expenses |                   | 47.6                      | 3.8                           |                                    | 51.4              |
| Accrued interest                                    | 11.4              |                           | 0.2                           |                                    | 11.6              |
| Other accrued expenses                              | 4.2               | 62.3                      | 11.1                          |                                    | 77.6              |
| Income taxes payable                                |                   | 1.8                       | 1.3                           |                                    | 3.1               |
| Obligations collateralized by finance receivables   |                   |                           | 473.4                         |                                    | 473.4             |
| <b>Total current liabilities</b>                    | <b>15.6</b>       | <b>487.7</b>              | <b>535.8</b>                  | <b>(13.7)</b>                      | <b>1,025.4</b>    |
| <b>Non-current liabilities</b>                      |                   |                           |                               |                                    |                   |
| Investments by and advances from affiliates, net    | 117.8             |                           |                               | (117.8)                            |                   |
| Long-term debt                                      | 1,197.5           | 793.0                     | 28.5                          |                                    | 2,019.0           |
| Deferred income tax liabilities                     | (5.4)             | 304.0                     | 25.0                          |                                    | 323.6             |
| Other liabilities                                   | 17.9              | 86.0                      | 5.8                           |                                    | 109.7             |
| <b>Total non-current liabilities</b>                | <b>1,327.8</b>    | <b>1,183.0</b>            | <b>59.3</b>                   | <b>(117.8)</b>                     | <b>2,452.3</b>    |
| Commitments and contingencies                       |                   |                           |                               |                                    |                   |
| <b>Stockholders equity</b>                          |                   |                           |                               |                                    |                   |
| Total stockholders equity                           | 1,356.4           | 2,067.4                   | 524.1                         | (2,771.9)                          | 1,176.0           |
| <b>Total liabilities and stockholders equity</b>    | <b>\$ 2,699.8</b> | <b>\$ 3,738.1</b>         | <b>\$ 1,119.2</b>             | <b>(\$ 2,903.4)</b>                | <b>\$ 4,653.7</b> |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Balance Sheet

As of December 31, 2009

*(In millions)*

|  | Parent     | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total      |
|--|------------|---------------------------|-------------------------------|------------------------------------|------------|
| <b>Assets</b>  |            |                           |                               |                                    |            |
| <b>Current assets</b>                                    |            |                           |                               |                                    |            |
| Cash and cash equivalents                                | \$         | \$ 339.8                  | \$ 24.1                       | \$                                 | \$ 363.9   |
| Restricted cash  |            | 3.7                       | 5.6                           |                                    | 9.3        |
| Trade receivables, net of allowances                     | 0.2        | 215.3                     | 42.5                          | (7.6)                              | 250.4      |
| Finance receivables, net of allowances                   |            | 2.9                       | 147.4                         |                                    | 150.3      |
| Retained interests in finance receivables sold           |            |                           | 89.8                          |                                    | 89.8       |
| Deferred income tax assets                               | 1.4        | 35.9                      |                               |                                    | 37.3       |
| Other current assets                                     | 0.2        | 37.4                      | 3.3                           |                                    | 40.9       |
| Total current assets                                     | 1.8        | 635.0                     | 312.7                         | (7.6)                              | 941.9      |
| <b>Other assets</b>                                      |            |                           |                               |                                    |            |
| Investments in and advances to affiliates, net           | 2,895.1    |                           | 74.1                          | (2,969.2)                          |            |
| Goodwill   |            | 1,524.3                   | 3.8                           |                                    | 1,528.1    |
| Customer relationships, net of accumulated amortization  |            | 642.1                     | 111.2                         |                                    | 753.3      |
| Other intangible assets, net of accumulated amortization |            | 255.8                     | 11.0                          |                                    | 266.8      |
| Unamortized debt issuance costs                          | 61.6       |                           |                               |                                    | 61.6       |
| Other assets   | 0.6        | 15.1                      | 0.7                           |                                    | 16.4       |
| Total other assets                                       | 2,957.3    | 2,437.3                   | 200.8                         | (2,969.2)                          | 2,626.2    |
| Property and equipment, net of accumulated depreciation  |            | 541.8                     | 141.4                         |                                    | 683.2      |
| Total assets   | \$ 2,959.1 | \$ 3,614.1                | \$ 654.9                      | (\$ 2,976.8)                       | \$ 4,251.3 |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Balance Sheet

As of December 31, 2009

*(In millions)*

|   | Parent            | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total             |
|---|-------------------|---------------------------|-------------------------------|------------------------------------|-------------------|
| <b>Liabilities and Stockholders' Equity</b>         |                   |                           |                               |                                    |                   |
| <b>Current liabilities</b>                          |                   |                           |                               |                                    |                   |
| Accounts payable                                    | \$                | \$ 247.2                  | \$ 23.1                       | (\$ 7.6)                           | \$ 262.7          |
| Accrued employee benefits and compensation expenses |                   | 49.8                      | 6.6                           |                                    | 56.4              |
| Accrued interest                                    | 14.8              |                           |                               |                                    | 14.8              |
| Other accrued expenses                              | 6.2               | 67.4                      | 6.6                           |                                    | 80.2              |
| Income taxes payable                                |                   | 1.3                       | 1.4                           |                                    | 2.7               |
| Current maturities of long-term debt                | 225.6             |                           |                               |                                    | 225.6             |
| <b>Total current liabilities</b>                    | <b>246.6</b>      | <b>365.7</b>              | <b>37.7</b>                   | <b>(7.6)</b>                       | <b>642.4</b>      |
| <b>Non-current liabilities</b>                      |                   |                           |                               |                                    |                   |
| Investments by and advances from affiliates, net    | 72.6              | 124.7                     |                               | (197.3)                            |                   |
| Long-term debt                                      | 1,225.8           | 716.0                     | 105.5                         |                                    | 2,047.3           |
| Deferred income tax liabilities                     | (2.1)             | 300.3                     | 30.0                          |                                    | 328.2             |
| Other liabilities                                   | 8.7               | 77.4                      | 5.8                           |                                    | 91.9              |
| <b>Total non-current liabilities</b>                | <b>1,305.0</b>    | <b>1,218.4</b>            | <b>141.3</b>                  | <b>(197.3)</b>                     | <b>2,467.4</b>    |
| Commitments and contingencies                       |                   |                           |                               |                                    |                   |
| <b>Stockholders' equity</b>                         |                   |                           |                               |                                    |                   |
| Total stockholders' equity                          | 1,407.5           | 2,030.0                   | 475.9                         | (2,771.9)                          | 1,141.5           |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 2,959.1</b> | <b>\$ 3,614.1</b>         | <b>\$ 654.9</b>               | <b>(\$ 2,976.8)</b>                | <b>\$ 4,251.3</b> |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****June 30, 2010 (Unaudited)**

## Condensed Consolidating Statement of Cash Flows

For the Six Months Ended June 30, 2010

*(In millions)**(Unaudited)*

|  | Parent   | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total    |
|--|----------|---------------------------|-------------------------------|------------------------------------|----------|
| <b>Net cash (used by) provided by operating activities</b>         | \$ 270.4 | (\$ 72.3)                 | \$ 129.8                      | \$                                 | \$ 327.9 |
| <b>Investing activities</b>  |          |                           |                               |                                    |          |
| Net decrease (increase) in finance receivables held for investment |          | 3.7                       | (593.6)                       |                                    | (589.9)  |
| Acquisition of businesses, net of cash acquired                    |          | (2.6)                     |                               |                                    | (2.6)    |
| Purchases of property, equipment and computer software             |          | (21.3)                    | (0.7)                         |                                    | (22.0)   |
| Proceeds from sale of property, equipment and computer software    |          | 1.8                       |                               |                                    | 1.8      |
| (Increase) decrease in restricted cash                             |          | 0.1                       | 0.9                           |                                    | 1.0      |
| <b>Net cash (used by) provided by investing activities</b>         |          | (18.3)                    | (593.4)                       |                                    | (611.7)  |
| <b>Financing activities</b>  |          |                           |                               |                                    |          |
| Net increase (decrease) in book overdrafts                         |          | 8.7                       |                               |                                    | 8.7      |
| Net increase in obligations collateralized by finance receivables  |          |                           | 473.4                         |                                    | 473.4    |
| Payments on long-term debt   | (28.3)   |                           |                               |                                    | (28.3)   |
| Payment for early extinguishment of debt                           | (243.6)  |                           |                               |                                    | (243.6)  |
| Payments on capital leases   |          | (2.1)                     | (0.2)                         |                                    | (2.3)    |
| Issuance of common stock under stock plans                         | 1.5      |                           |                               |                                    | 1.5      |
| <b>Net cash provided by (used by) financing activities</b>         | (270.4)  | 6.6                       | 473.2                         |                                    | 209.4    |
| Effect of exchange rate changes on cash                            |          |                           | (0.1)                         |                                    | (0.1)    |
| <b>Net increase (decrease) in cash and cash equivalents</b>        |          | (84.0)                    | 9.5                           |                                    | (74.5)   |
| Cash and cash equivalents at beginning of period                   |          | 339.8                     | 24.1                          |                                    | 363.9    |
| Cash and cash equivalents at end of period                         | \$       | \$ 255.8                  | \$ 33.6                       | \$                                 | \$ 289.4 |

**Table of Contents****KAR Auction Services, Inc.****Notes to Consolidated Financial Statements (Continued)****March 31, 2010 (Unaudited)**

## Condensed Consolidating Statement of Cash Flows

For the Six Months Ended June 30, 2009

*(In millions)**(Unaudited)*

|  | Parent | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations<br>and<br>Adjustments | Total    |
|--|--------|---------------------------|-------------------------------|------------------------------------|----------|
| <b>Net cash provided by operating activities</b>                   | \$ 1.6 | \$ 135.3                  | \$ 5.0                        | \$                                 | \$ 141.9 |
| <b>Investing activities</b>  |        |                           |                               |                                    |          |
| Net decrease (increase) in finance receivables held for investment |        | 7.8                       | (9.6)                         |                                    | (1.8)    |
| Acquisition of businesses, net of cash acquired                    |        | (3.4)                     |                               |                                    | (3.4)    |
| Purchases of property, equipment and computer software             |        | (25.7)                    | (1.7)                         |                                    | (27.4)   |
| Proceeds from sale of property, equipment and computer software    |        | 0.2                       |                               |                                    | 0.2      |
| (Increase) decrease in restricted cash                             |        |                           | 2.1                           |                                    | 2.1      |
| <b>Net cash used by investing activities</b>                       |        | (21.1)                    | (9.2)                         |                                    | (30.3)   |
| <b>Financing activities</b>  |        |                           |                               |                                    |          |
| Net increase (decrease) in book overdrafts                         |        | 1.8                       | (0.4)                         |                                    | 1.4      |
| Net increase (decrease) in borrowings from lines of credit         |        |                           | (4.5)                         |                                    | (4.5)    |
| Payments for debt issuance costs                                   | (0.3)  |                           |                               |                                    | (0.3)    |
| Payments on capital leases   |        | (1.1)                     | (0.3)                         |                                    | (1.4)    |
| Initial net investment for interest rate cap                       | (1.3)  |                           |                               |                                    | (1.3)    |
| <b>Net cash provided by (used by) financing activities</b>         | (1.6)  | 0.7                       | (5.2)                         |                                    | (6.1)    |
| Effect of exchange rate changes on cash                            |        |                           | 0.2                           |                                    | 0.2      |
| <b>Net increase (decrease) in cash and cash equivalents</b>        |        | 114.9                     | (9.2)                         |                                    | 105.7    |
| Cash and cash equivalents at beginning of period                   |        | 129.5                     | 28.9                          |                                    | 158.4    |
| Cash and cash equivalents at end of period                         | \$     | \$ 244.4                  | \$ 19.7                       | \$                                 | \$ 264.1 |

## Table of Contents

### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

#### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and which are subject to certain risks, trends and uncertainties. In particular, statements made in this report on Form 10-Q that are not historical facts (including, but not limited to, expectations, estimates, assumptions and projections regarding the industry, business, future operating results, potential acquisitions and anticipated cash requirements) may be forward-looking statements. Words such as should, may, will, anticipates, expects, intends, plans, believes, seeks, estimates, and similar expressions identify forward-looking statements. Such statements include, but are not limited to, statements regarding our future growth; anticipated cost savings, revenue increases and capital expenditures; strategic initiatives, greenfields and acquisitions; our competitive position; and our continued investment in information technology are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results projected, expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009 and filed on February 25, 2010. Some of these factors include:

fluctuations in consumer demand for and in the supply of used, leased and salvage vehicles and the resulting impact on auction sales volumes, conversion rates and loan transaction volumes;

trends in new and used vehicle sales and incentives, including wholesale used vehicle pricing;

the ability of consumers to lease or finance the purchase of new and/or used vehicles;

the ability to recover or collect from delinquent or bankrupt customers;

economic conditions including fuel prices, foreign exchange rates and interest rate fluctuations;

trends in the vehicle remarketing industry;

changes in the volume of vehicle production, including capacity reductions at the major original equipment manufacturers;

the introduction of new competitors;

laws, regulations and industry standards, including changes in regulations governing the sale of used vehicles, the processing of salvage vehicles and commercial lending activities;

changes in the market value of vehicles auctioned, including changes in the actual cash value of salvage vehicles;

competitive pricing pressures;

costs associated with the acquisition of businesses or technologies;

litigation developments;

our ability to successfully implement our business strategies or realize expected cost savings and revenue enhancements;

our ability to develop and implement information systems responsive to customer needs;

business development activities, including acquisitions and integration of acquired businesses;

the costs of environmental compliance and/or the imposition of liabilities under environmental laws and regulations;

weather;

general business conditions;

**Table of Contents**

our substantial amount of debt;

restrictive covenants in our debt agreements;

our assumption of the settlement risk for vehicles sold;

any impairment to our goodwill;

our self-insurance for certain risks;

any losses of key personnel;

interruptions to service from our workforce;

changes to accounting standards;

proposed tax legislation;

our tax indemnification of ALLETE; and

other risks described from time to time in our filings with the SEC.

Many of these risk factors are outside of our control, and as such, they involve risks which are not currently known that could cause actual results to differ materially from those discussed or implied herein. The forward-looking statements in this document are made as of the date on which they are made and we do not undertake to update our forward-looking statements.

Our future growth depends on a variety of factors, including our ability to increase vehicle sold volumes and loan transaction volumes, acquire additional auctions, manage expansion, relocate and integrate acquisitions, control costs in our operations, introduce fee increases, expand our product and service offerings including information systems development and retain our executive officers and key employees. Certain initiatives that management considers important to our long-term success include substantial capital investment in e-business, information technology, facility relocations and expansions, as well as operating initiatives designed to enhance overall efficiencies, have significant risks associated with their execution, and could take several years to yield any direct monetary benefits. Accordingly, we cannot predict whether our growth strategy will be successful. In addition, we cannot predict what portion of overall sales will be conducted through online auctions or other redistribution methods in the future and what impact this may have on our auction business.

**Overview**

We provide whole car and salvage auction services in North America. Our business is divided into three reportable business segments, each of which is an integral part of the vehicle redistribution industry: ADESA Auctions, IAAI and AFC.

The ADESA Auctions segment consisted primarily of a 62 whole car auction network in North America at June 30, 2010. Vehicles at ADESA's auctions are typically sold by commercial fleet operators, financial institutions, rental car companies, used vehicle



## Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

dealers and vehicle manufacturers and their captive finance companies to franchised and independent used vehicle dealers. ADESA also provides value-added ancillary services including inspections, storage, transportation, reconditioning and titling and other administrative services.

The IAAI segment consisted of salvage vehicle auctions and related services provided at 157 sites in North America at June 30, 2010. The salvage auctions facilitate the redistribution of damaged or low value vehicles designated as total losses by insurance companies and charity donation vehicles, as well as recovered stolen (or theft) vehicles. The salvage auction business specializes in providing services such as transportation, titling, salvage recovery and claims settlement administrative services.

The AFC segment provides short-term, inventory-secured financing, known as floorplan financing, primarily to independent used vehicle dealers. At June 30, 2010, AFC conducted business through 88 branches in North America.

## **Table of Contents**

The holding company is maintained separately from the three reportable segments and includes expenses associated with the corporate office, such as salaries, benefits, and travel costs for our management team, certain human resources, information technology and accounting costs, and incremental insurance, treasury, legal and risk management costs. Holding company interest expense includes the interest expense incurred on the corporate debt structure. Intercompany charges relate primarily to interest on intercompany debt or receivables and certain information technology costs allocated by the holding company.

### ***Industry Trends***

#### **Whole Car**

During the period from 1999 to 2009, despite fluctuations in economic conditions, new vehicle sales and churn (i.e., the rate of ownership transfer of vehicles in the used vehicle market), used vehicles sold in North America through whole car auctions per year have remained within the relatively narrow range of approximately 9 million to 10 million used vehicles per year. We estimate that the vehicle population in the United States has increased from 209.5 million units in 1999 to in excess of 248 million units in 2009 and therefore the used vehicle market, and hence the used vehicle auction industry, have an even larger inventory of potential transactions to draw from. A larger vehicle population may partially offset any short-term decreases in new vehicle sales, which we believe has resulted in vehicle auction volumes remaining fairly consistent over the last several years. However, according to the National Auto Auction Association (NAAA), whole car auction volume was down just over 8 percent for the six months ended June 30, 2010 compared with the same period in 2009. If this trend continues, we believe the number of used vehicles sold throughout the whole car auction industry will drop below 9 million units for the full year 2010. We believe that, despite challenging conditions in the overall economy and the automotive industry in 2008, 2009 and 2010 and the attendant fluctuations in new vehicle sales and churn, used vehicle auction volumes in North America in the foreseeable future will be within the range of approximately 8.5 million to 9.5 million used vehicles per year.

#### **Salvage**

During the period from 2006 through 2009, the North American salvage vehicle auction industry volumes have increased. Vehicles deemed a total loss by automobile insurance companies represent the largest category of vehicles sold in the salvage vehicle auction industry. As vehicles become more complex with additional enhancements, such as airbags and electrical components, they are more costly to repair following an accident and insurance companies are more likely to declare a damaged vehicle a total loss. The percentage of claims resulting in total losses steadily increased to over 14% in 2009 and remained near 14% at June 30, 2010. This trend, along with the historical level of miles driven and vehicles per household, has contributed to growth in salvage vehicle volumes over the last several years. For the six months ended June 30, 2010 as compared with the six months ended June 30, 2009, we believe the salvage industry auction volumes were down slightly. To the extent this trend continues, it could have an impact on IAAI's results of operations.

#### **Automotive Finance**

In 2008 and 2009, the overall economy and in particular the automotive finance industries faced pressures which negatively affected the used vehicle dealer base. In excess of 6,300 independent dealers went out of business during 2008 and 2009, almost a 15% reduction in the independent dealer base. Used vehicle dealers experienced a significant decline in sales which resulted in a decrease in consumer auto loan originations and an increased number of dealers defaulting on their loans which increased credit losses. In addition, the value of recovered collateral on defaulted loans was impacted to some degree by the volatility in the vehicle pricing market. To the extent these negative trends recur, they could have a material adverse impact on AFC's results of operations.

Despite the negative factors and trends impacting the automotive finance industry, AFC's financial results improved in the second half of 2009 and in the first half of 2010. AFC implemented a number of strategic initiatives in 2008 and early 2009 designed to tighten credit standards and reduce risk and exposure in its

## **Table of Contents**

portfolio of finance receivables. These initiatives have resulted in a substantial ongoing improvement in the delinquency of the managed portfolio which was over 99 percent current at June 30, 2010. In addition, AFC's managed portfolio of finance receivables grew approximately 45 percent from June 30, 2009 to \$694.6 million at June 30, 2010. The average value of a vehicle on floorplan at AFC has increased over 15% from June 30, 2009 to June 30, 2010.

### **General**

In 2008 and 2009, significant changes occurred in the economy which impacted our business. A lack of availability of consumer credit for retail used vehicle buyers, a decline in consumer spending, a reduction in the number of franchised and independent used vehicle dealers in the United States, reduced miles driven and decreases in commodity prices such as steel and platinum all negatively impacted us. These factors contributed to an over 2% decrease in revenues for KAR Auction Services for the year ended December 31, 2009 compared with the year ended December 31, 2008.

In addition, changes in the business environment for automotive manufacturers have resulted in a number of initiatives to reduce costs in the auto industry. Chrysler LLC, or Chrysler, and General Motors Corporation, or GM, have a longstanding relationship with ADESA and regularly use our auctions to remarket their vehicles. Chrysler and GM have publicly announced that they are in the process of significantly reducing the number of franchised dealerships. The reduced number of franchised dealerships may have an impact on our future financial performance.

The availability of financing to franchised dealerships and consumers from the vehicle manufacturers' captive finance companies and their respective remarketing programs may also impact the supply of vehicles to the wholesale auction industry in the future. A change in the supply of used vehicles could impact the value of used vehicles sold, conversion rates (calculated as the number of vehicles sold as a percentage of the number of vehicles entered for sale) and ADESA's profitability on the sale of vehicles.

### ***Seasonality***

The volume of vehicles sold at our auctions generally fluctuates from quarter to quarter. This seasonality is caused by several factors including weather, the timing of used vehicles available for sale from selling customers, the availability and quality of salvage vehicles, holidays and the seasonality of the retail market for used vehicles, which affects the demand side of the auction industry. Used vehicle auction volumes tend to decline during prolonged periods of winter weather conditions. In addition, mild weather conditions and decreases in traffic volume can each lead to a decline in the available supply of salvage vehicles because fewer traffic accidents occur, resulting in fewer damaged vehicles overall. As a result, revenues and operating expenses related to volume will fluctuate accordingly on a quarterly basis. The fourth calendar quarter typically experiences lower used vehicle auction volume as well as additional costs associated with the holidays and winter weather.

### ***Sources of Revenues and Expenses***

Our revenue is derived from auction fees and related services at our whole car and salvage auction facilities and dealer financing fees and interest income at AFC. Although auction revenues primarily include the auction services and related fees, our related receivables and payables include the gross value of the vehicles sold.

Prior to January 1, 2010, AFC's net revenue consisted primarily of securitization income and interest and fee income less provisions for credit losses. Securitization income was primarily comprised of the gain on sale of finance receivables sold, but also included servicing income, discount accretion, and any change in the fair value of the retained interest in finance receivables sold. Accounting Standards Update 2009-16 amended ASC 860, *Transfers and Servicing*, and we adopted the new guidance on January 1, 2010. As a result of adopting the guidance, our consolidated statement of income no longer reflects securitization income, but instead reports interest and fee income, provision for credit losses and other income associated with our securitized finance

**Table of Contents**

receivables, in the same line items in our statement of income as non-securitized receivables. Interest expense associated with the related obligation is now recorded below operating profit as Interest expense in our consolidated statement of income. Additionally, we no longer record a gain on sale for securitization activity since finance receivables securitized no longer receive gain on sale treatment. The impact of the elimination of gain on sale treatment resulted in a reduction of pre-tax income of approximately \$2.8 million in the first quarter of 2010.

Our operating expenses consist of cost of services, selling, general and administrative and depreciation and amortization. Cost of services is composed of payroll and related costs, subcontract services, supplies, insurance, property taxes, utilities, maintenance and lease expense related to the auction sites and loan offices. Cost of services excludes depreciation and amortization. Selling, general and administrative expenses are composed of payroll and related costs, sales and marketing, information technology services and professional fees.

**Results of Operations***Overview of Results of KAR Auction Services for the Three Months Ended June 30, 2010 and 2009:*

| <i>(Dollars in millions except per share amounts)</i> | <b>Three Months Ended<br/>June 30,</b> |             |
|---|--|-------------|
|   | <b>2010</b>                            | <b>2009</b> |
| Revenues  |  |             |
| ADESA   | <b>\$ 280.1</b>                        | \$ 279.5    |
| IAAI  | <b>157.3</b>                           | 139.0       |
| AFC   | <b>32.6</b>                            | 20.6        |
| <b>Total revenues</b>                                 | <b>470.0</b>                           | 439.1       |
| Cost of services*                                     | <b>251.7</b>                           | 246.6       |
| <b>Gross profit*</b>                                  | <b>218.3</b>                           | 192.5       |
| Selling, general and administrative                   | <b>90.8</b>                            | 87.1        |
| Depreciation and amortization                         | <b>41.8</b>                            | 42.3        |
| <b>Operating profit</b>                               | <b>85.7</b>                            | 63.1        |
| Interest expense                                      | <b>35.9</b>                            | 46.9        |
| Other (income) expense, net                           | <b>1.3</b>                             | (6.2)       |
| <b>Income before income taxes</b>                     | <b>48.5</b>                            | 22.4        |
| Income taxes  | <b>19.9</b>                            | 9.6         |
| <b>Net income</b>                                     | <b>\$ 28.6</b>                         | \$ 12.8     |
| <b>Net income per share</b> basic and diluted         | <b>\$ 0.21</b>                         | \$ 0.12     |

\* Exclusive of depreciation and amortization

For the three months ended June 30, 2010, we had revenue of \$470.0 million, compared with revenue of \$439.1 million for the three months ended June 30, 2009, an increase of 7%. For a further discussion of revenues, gross profit and selling, general and administrative expenses, see the segment results discussions below.

*Depreciation and Amortization*

Depreciation and amortization decreased \$0.5 million, or 1%, to \$41.8 million for the three months ended June 30, 2010, compared with the three months ended June 30, 2009. The decrease is representative of certain assets becoming fully depreciated as well as a decrease in capital spending compared to recent years.



**Table of Contents***Interest Expense*

Interest expense decreased \$11.0 million, or 23%, to \$35.9 million for the three months ended June 30, 2010, compared with interest expense of \$46.9 million for the three months ended June 30, 2009. The decrease in interest expense was primarily the result of a \$250.0 million prepayment on Term Loan B in the fourth quarter of 2009, a \$225.6 million prepayment on the principal amount of the 10% senior subordinated notes in January 2010 and a \$28.3 million repayment on Term Loan B in February 2010. In addition, a lower interest rate environment has reduced interest expense for our non-hedged variable rate debt instruments. Partially offsetting the decreases was an increase in interest expense at AFC of \$1.8 million that has resulted from the adoption of Accounting Standards Update 2009-16 in 2010. Prior to the adoption of this guidance, this expense was recorded as a reduction of AFC revenue.

*Other (Income) Expense*

Other expense was \$1.3 million for the three months ended June 30, 2010, compared with other income of \$6.2 million for the three months ended June 30, 2009, representing a change of \$7.5 million. The change in other (income) expense was primarily representative of foreign currency transaction losses for the three months ended June 30, 2010 versus foreign currency transaction gains for the three months ended June 30, 2009.

*Income Taxes*

Our effective tax rate changed from 42.9% for the three months ended June 30, 2009 to 41.0% for the three months ended June 30, 2010. Without the effect of discrete items, our effective rates for the three months ended June 30, 2009 and June 30, 2010 would have been 45.0% and 42.6%, respectively. The change in the tax rate, without the effect of discrete items, was primarily attributable to the mix in pre-tax profits and losses of the Company's business segments, lower state taxes and taxes on our international operations.

**ADESA Results**

| <i>(Dollars in millions)</i>        | <b>Three Months Ended<br/>June 30,</b> |             |
|-------------------------------------|--|-------------|
|                                     | <b>2010</b>                            | <b>2009</b> |
| ADESA revenue                       | <b>\$ 280.1</b>                        | \$ 279.5    |
| Cost of services*                   | <b>152.8</b>                           | 153.0       |
| <b>Gross profit*</b>                | <b>127.3</b>                           | 126.5       |
| Selling, general and administrative | <b>54.0</b>                            | 52.3        |
| Depreciation and amortization       | <b>20.9</b>                            | 21.5        |
| Operating profit                    | <b>\$ 52.4</b>                         | \$ 52.7     |

\* Exclusive of depreciation and amortization

*Revenue*

Revenue from ADESA increased \$0.6 million, or less than 1%, to \$280.1 million for the three months ended June 30, 2010, compared with \$279.5 million for the three months ended June 30, 2009. The increase in revenue was primarily a result of a 4% increase in revenue per vehicle sold to over \$560 for the three months ended June 30, 2010, partially offset by a 3% decrease in the number of vehicles sold for the three months ended June 30, 2010 as compared with the three months ended June 30, 2009.

The 4% increase in revenue per vehicle sold was primarily attributable to fluctuations in the Canadian exchange rate, which resulted in increased ADESA revenue of approximately \$8.2 million. In addition,



**Table of Contents**

incremental fee income related to higher used vehicle values and selective fee increases resulted in increased ADESA revenue of approximately \$2.0 million. Partially offsetting the impact of the Canadian exchange rate and the incremental fee income was a decrease in ancillary services such as shop services and other services, which resulted in decreased ADESA revenue of approximately \$1.0 million.

The total number of used vehicles sold at ADESA decreased 3% for the three months ended June 30, 2010, compared with the three months ended June 30, 2009 and resulted in a decrease in ADESA revenue of approximately \$8.6 million. The decrease in volume sold was attributable to same store volume decreases. For the second quarter of 2010, the NAAA reported that industry volumes declined just under 7% as compared with the second quarter of 2009.

The used vehicle conversion percentage, calculated as the number of vehicles sold as a percentage of the number of vehicles entered for sale at our used vehicle auctions, decreased to 64.9% for the three months ended June 30, 2010 as compared with 67.4% for the three months ended June 30, 2009. The decrease in conversion rates is representative of a change in the mix of vehicles sold toward more dealer consignment vehicles, which convert at a lower rate. For the three months ended June 30, 2010, dealer consignment vehicles represented more than 32% of used vehicles sold at ADESA, an increase from 29% for the three months ended June 30, 2009.

*Gross Profit*

For the three months ended June 30, 2010, gross profit for ADESA increased \$0.8 million, or 1%, to \$127.3 million. Gross profit for ADESA was 45.4% of revenue for the three months ended June 30, 2010 as compared with 45.3% of revenue for the three months ended June 30, 2009. The increase in gross profit as a percentage of revenue for the three months ended June 30, 2010, compared with the three months ended June 30, 2009 is representative of the increase in average revenue per vehicle sold for auction services and a decrease in lower margin ancillary services revenue as a result of the shift in mix toward more dealer consignment vehicles.

*Selling, General and Administrative*

Selling, general and administrative expenses for the ADESA segment increased \$1.7 million, or 3%, to \$54.0 million for the three months ended June 30, 2010, compared with the three months ended June 30, 2009, primarily due to a \$1.8 million increase in stock-based compensation expense, a \$1.7 million increase in marketing costs, a \$1.1 million increase related to fluctuations in the Canadian exchange rate and a \$1.4 million increase in travel, supplies and other expenses. The increases in selling, general and administrative were partially offset by a \$2.6 million decrease in incentive compensation expense and a \$1.7 million decrease in professional fees.

**IAAI Results**

| <i>(Dollars in millions)</i>        | Three Months Ended |          |
|-------------------------------------|--------------------|----------|
|                                     | June 30,           |          |
|                                     | 2010               | 2009     |
| IAAI revenue                        | \$ 157.3           | \$ 139.0 |
| Cost of services*                   | 91.8               | 86.3     |
| Gross profit*                       | 65.5               | 52.7     |
| Selling, general and administrative | 20.0               | 15.7     |
| Depreciation and amortization       | 14.6               | 14.5     |
| Operating profit                    | \$ 30.9            | \$ 22.5  |

\* Exclusive of depreciation and amortization



**Table of Contents***Revenue*

Revenue from IAAI increased \$18.3 million, or 13%, to \$157.3 million for the three months ended June 30, 2010, compared with \$139.0 million for the three months ended June 30, 2009. The increase in revenue was primarily a result of an increase in fee revenue due to an increase in average selling price for vehicles sold at auction. For the three months ended June 30, 2010, total salvage vehicles sold declined less than 1%.

*Gross Profit*

For the three months ended June 30, 2010, gross profit at IAAI increased to \$65.5 million, or 41.6% of revenue, compared with \$52.7 million, or 37.9% of revenue for the three months ended June 30, 2009. The gross profit increase was primarily the result of the increase in revenue. Cost of services increased primarily as a result of increases in incentive compensation based on the performance of IAAI and increases in yard and auction expenses. These increases were partially offset by a reduction in tow costs.

*Selling, General and Administrative*

Selling, general and administrative expenses at IAAI increased \$4.3 million, or 27%, to \$20.0 million for the three months ended June 30, 2010, compared with \$15.7 million for the three months ended June 30, 2009. The increase in selling, general and administrative expenses was attributable to increases in incentive compensation based on the performance of IAAI and stock-based compensation expense, as well as increased spending on professional fees, travel and severance related to our process improvement initiative.

**AFC Results**

| <i>(Dollars in millions except volumes and per loan amounts)</i> | Three Months Ended |               |
|--|--------------------|---------------|
|  | 2010               | June 30, 2009 |
| AFC revenue  |                    |               |
| Securitization income  | \$                 | \$ 9.4        |
| Interest and fee income  | 33.6               | 11.2          |
| Other revenue  | 0.4                | 0.1           |
| Provision for credit losses                                      | (1.4)              | (0.1)         |
| Total AFC revenue  | 32.6               | 20.6          |
| Cost of services*  | 7.1                | 7.3           |
| Gross profit*  | 25.5               | 13.3          |
| Selling, general and administrative                              | 4.7                | 2.8           |
| Depreciation and amortization                                    | 6.2                | 6.1           |
| Operating profit   | \$ 14.6            | \$ 4.4        |
| Loan transactions  | 219,758            | 185,174       |
| Revenue per loan transaction                                     | \$ 148             | \$ 111        |

\* Exclusive of depreciation and amortization

*Revenue*

For the three months ended June 30, 2010, AFC revenue increased \$12.0 million, or 58%, to \$32.6 million, compared with \$20.6 million for the three months ended June 30, 2009. The increase in revenue was the result of a 33% increase in revenue per loan transaction for the three months ended June 30, 2010, compared with the same period in 2009 and a 19% increase in loan transactions to 219,758 for the three months ended June 30, 2010. In addition, managed receivables increased to \$694.6 million at June 30, 2010 from \$477.4 million at June 30, 2009.



**Table of Contents**

Revenue per loan transaction, which includes both loans paid off and loans curtailed, increased \$37, or 33%, primarily as a result of an increase in the average loan value, a decrease in credit losses for both loans held and sold and an increase related to the effect of a change in accounting which resulted in interest expense no longer being recorded as a reduction in revenue.

Accounting Standards Update 2009-16 amended ASC 860, *Transfers and Servicing*, and we adopted the new guidance on January 1, 2010. The new guidance eliminated securitization income accounting and resulted in the recording of interest and fee income and interest expense for the finance receivable transactions under the revolving sale agreement. The impact of this guidance on revenue was a net \$1.4 million reduction of revenue for the first quarter of 2010. The elimination of the gain on sale treatment resulted in a reduction of revenue of \$2.8 million, while the reclassification of interest expense resulted in an offsetting \$1.4 million increase in revenue. Interest expense related to the revolving sale agreement for the three months ended June 30, 2010 was \$1.8 million and is included as Interest expense on the consolidated statement of income. Interest expense related to the revolving sale agreement for the three months ended June 30, 2009 totaled \$1.2 million and was reflected as a component of securitization income.

*Gross Profit*

For the three months ended June 30, 2010, gross profit for the AFC segment increased \$12.2 million, or 92%, to \$25.5 million, primarily as a result of a 58% increase in revenue and a 3% decrease in cost of services. The decrease in cost of services was primarily the result of decreases in collection expenses and decreases in compensation and related employee benefit costs partially offset by an increase in incentive compensation expense.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses at AFC increased \$1.9 million, or 68%, for the three months ended June 30, 2010, compared with the three months ended June 30, 2009. The increase was primarily the result of an increase in compensation and related employee benefit costs, an increase in incentive compensation expense and an increase in stock-based compensation expense.

**Holding Company Results**

| <i>(Dollars in millions)</i>        | Three Months Ended<br>June 30, |           |
|-------------------------------------|--------------------------------|-----------|
|                                     | 2010                           | 2009      |
| Selling, general and administrative | \$ 12.1                        | \$ 16.3   |
| Depreciation and amortization       | 0.1                            | 0.2       |
| Operating loss                      | (\$ 12.2)                      | (\$ 16.5) |

*Selling, General and Administrative Expenses*

For the three months ended June 30, 2010, selling, general and administrative expenses at the holding company decreased \$4.2 million, or 26%, to \$12.1 million, primarily as a result of a decrease in stock-based compensation expense related to the KAR LLC and Axle LLC operating units which are remeasured each reporting period to fair value, a decrease in compensation and related employee benefits and a decrease in professional fees. These decreases were partially offset by increases in travel, telecom and other expenses.

**Table of Contents***Overview of Results of KAR Auction Services for the Six Months Ended June 30, 2010 and 2009:*

| <i>(Dollars in millions except per share amounts)</i> | Six Months Ended<br>June 30, |                |
|---|------------------------------|----------------|
|   | 2010                         | 2009           |
| Revenues  |                              |                |
| ADESA   | \$ 553.7                     | \$ 567.8       |
| IAAI  | 316.1                        | 277.0          |
| AFC   | 58.6                         | 36.8           |
| <b>Total revenues</b>                                 | <b>928.4</b>                 | <b>881.6</b>   |
| Cost of services*                                     | 507.7                        | 515.5          |
| <b>Gross profit*</b>                                  | <b>420.7</b>                 | <b>366.1</b>   |
| Selling, general and administrative                   | 185.8                        | 172.9          |
| Depreciation and amortization                         | 85.1                         | 88.3           |
| <b>Operating profit</b>                               | <b>149.8</b>                 | <b>104.9</b>   |
| Interest expense                                      | 70.8                         | 93.5           |
| Other income, net                                     | (1.6)                        | (4.5)          |
| Loss on extinguishment of debt                        | 25.3                         |                |
| <b>Income before income taxes</b>                     | <b>55.3</b>                  | <b>15.9</b>    |
| Income taxes  | 18.6                         | 6.6            |
| <b>Net income</b>                                     | <b>\$ 36.7</b>               | <b>\$ 9.3</b>  |
| <b>Net income per share basic and diluted</b>         | <b>\$ 0.27</b>               | <b>\$ 0.09</b> |

\* Exclusive of depreciation and amortization

For the six months ended June 30, 2010, we had revenue of \$928.4 million, compared with revenue of \$881.6 million for the six months ended June 30, 2009, an increase of 5%. For a further discussion of revenues, gross profit and selling, general and administrative expenses, see the segment results discussions below.

*Depreciation and Amortization*

Depreciation and amortization decreased \$3.2 million, or 4%, to \$85.1 million for the six months ended June 30, 2010, compared with the six months ended June 30, 2009. The decrease is representative of certain assets becoming fully depreciated, as well as a decrease in capital spending compared to recent years.

*Interest Expense*

Interest expense decreased \$22.7 million, or 24%, to \$70.8 million for the six months ended June 30, 2010, compared with interest expense of \$93.5 million for the six months ended June 30, 2009. The decrease in interest expense was primarily the result of a \$250.0 million prepayment on Term Loan B in the fourth quarter of 2009, a \$225.6 million prepayment on the principal amount of the 10% senior subordinated notes in January 2010 and a \$28.3 million repayment on Term Loan B in February 2010. In addition, a lower interest rate environment has reduced interest expense for our non-hedged variable rate debt instruments. Partially offsetting the decreases was an increase in interest expense at AFC of \$3.2 million that has resulted from the adoption of Accounting Standards Update 2009-16 in 2010. Prior to the adoption of this guidance, this expense was recorded as a reduction of AFC revenue.

*Other (Income) Expense*

## Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

Other income was \$1.6 million for the six months ended June 30, 2010, compared with \$4.5 million for the six months ended June 30, 2009, representing a decrease of \$2.9 million. The change in other income was primarily representative of smaller foreign currency transaction gains for the six months ended June 30, 2010, compared to the six months ended June 30, 2009.

**Table of Contents***Loss on Extinguishment of Debt*

In connection with our initial public offering, we conducted a cash tender offer for certain of our notes. The tender offer was oversubscribed and as such, in accordance with the identified priority levels, only a portion of the 10% senior subordinated notes tendered were accepted for prepayment. In January 2010, we prepaid \$225.6 million principal amount of the 10% senior subordinated notes with proceeds received from the initial public offering and the underwriters option to purchase additional shares. In the first quarter of 2010 we recorded a \$25.3 million pretax charge representative of the net premiums payable related to the repurchase of the 10% senior subordinated notes, the write-off of certain unamortized debt issuance costs associated with our 10% senior subordinated notes and certain expenses related to the tender offer.

*Income Taxes*

Our effective tax rate changed from 41.5% for the six months ended June 30, 2009 to 33.6% for the six months ended June 30, 2010. Without the effect of the discrete items, our effective rates for the six months ended June 30, 2009 and June 30, 2010 would have been 44.3% and 42.6%, respectively. The change in the tax rate, without the effect of discrete items, was primarily attributable to the mix in pre-tax profits and losses of the Company's business segments, lower state taxes and taxes on our international operations.

**ADESA Results**

| <i>(Dollars in millions)</i>        | Six Months Ended<br>June 30, |          |
|-------------------------------------|------------------------------|----------|
|                                     | 2010                         | 2009     |
| ADESA revenue                       | \$ 553.7                     | \$ 567.8 |
| Cost of services*                   | 308.8                        | 322.0    |
| Gross profit*                       | 244.9                        | 245.8    |
| Selling, general and administrative | 105.8                        | 105.0    |
| Depreciation and amortization       | 43.0                         | 45.8     |
| Operating profit                    | \$ 96.1                      | \$ 95.0  |

\* Exclusive of depreciation and amortization

*Revenue*

Revenue from ADESA decreased \$14.1 million, or 2%, to \$553.7 million for the six months ended June 30, 2010, compared with \$567.8 million for the six months ended June 30, 2009. The decrease in revenue was primarily a result of a 7% decrease in the number of vehicles sold, partially offset by a 4% increase in revenue per vehicle sold to over \$560 for the six months ended June 30, 2010 as compared with the six months ended June 30, 2009.

The 4% increase in revenue per vehicle sold was primarily attributable to fluctuations in the Canadian exchange rate, which resulted in increased ADESA revenue of approximately \$17.9 million. In addition, incremental fee income related to higher used vehicle values and selective fee increases resulted in increased ADESA revenue of approximately \$10.7 million. Partially offsetting the impact of the Canadian exchange rate and the incremental fee income was a decrease in ancillary services such as shop services and other services, which resulted in decreased ADESA revenue of approximately \$7.9 million.

The total number of used vehicles sold at ADESA decreased 7% for the six months ended June 30, 2010, compared with the six months ended June 30, 2009, and resulted in a decrease in ADESA revenue of approximately \$34.8 million. The volume sold decrease was attributable to higher supplier inventory levels during the first six months of 2009 versus supplier inventory levels during the first six months of 2010. For the six months ended June 30, 2010, the NAAA reported that industry volumes declined just over 8% as compared with the six months ended June 30, 2009.



**Table of Contents**

The used vehicle conversion percentage, calculated as the number of vehicles sold as a percentage of the number of vehicles entered for sale at our used vehicle auctions, decreased to 66.7% for the six months ended June 30, 2010 as compared with 69.4% for the six months ended June 30, 2009. The decrease in conversion rates is representative of a change in the mix of vehicles sold toward more dealer consignment vehicles, which convert at a lower rate. For the six months ended June 30, 2010, dealer consignment vehicles represented more than 31% of used vehicles sold at ADESA, an increase from 28% for the six months ended June 30, 2009.

*Gross Profit*

For the six months ended June 30, 2010, gross profit for ADESA decreased \$0.9 million, or less than 1%, to \$244.9 million. Gross profit for ADESA was 44.2% of revenue for the six months ended June 30, 2010, compared with 43.3% of revenue for the six months ended June 30, 2009. The increase in gross profit as a percentage of revenue for the six months ended June 30, 2010, compared with the six months ended June 30, 2009, is representative of the increase in average revenue per vehicle sold for auction services and a decrease in lower margin ancillary services revenue as a result of the shift in mix toward more dealer consignment vehicles.

*Selling, General and Administrative*

Selling, general and administrative expenses for the ADESA segment increased \$0.8 million, or 1%, to \$105.8 million for the six months ended June 30, 2010, compared with the six months ended June 30, 2009, primarily due to a \$3.5 million increase in stock-based compensation expense, a \$2.6 million increase related to fluctuations in the Canadian exchange rate, a \$2.4 million increase in marketing costs and a net \$0.3 million in other costs. The increases in selling, general and administrative were partially offset by a \$3.2 million decrease in professional fees, a \$3.2 million decrease in incentive compensation expense and a \$1.6 million decrease in salary and related benefits costs.

**IAAI Results**

| <i>(Dollars in millions)</i>        | Six Months Ended<br>June 30, |          |
|-------------------------------------|------------------------------|----------|
|                                     | 2010                         | 2009     |
| IAAI revenue                        | \$ 316.1                     | \$ 277.0 |
| Cost of services*                   | 185.3                        | 178.1    |
| Gross profit*                       | 130.8                        | 98.9     |
| Selling, general and administrative | 40.6                         | 30.7     |
| Depreciation and amortization       | 29.4                         | 29.6     |
| Operating profit                    | \$ 60.8                      | \$ 38.6  |

\* Exclusive of depreciation and amortization

*Revenue*

Revenue from IAAI increased \$39.1 million, or 14%, to \$316.1 million for the six months ended June 30, 2010, compared with \$277.0 million for the six months ended June 30, 2009. The increase in revenue was primarily a result of an increase in fee revenue due to an increase in average selling price for vehicles sold at auction. For the six months ended June 30, 2010, total salvage vehicles sold were nearly flat.

*Gross Profit*

For the six months ended June 30, 2010, gross profit at IAAI increased to \$130.8 million, or 41.4% of revenue, compared with \$98.9 million, or 35.7% of revenue for the six months ended June 30, 2009. The gross profit increase was primarily the result of the increase in revenue. Cost of services increased primarily as a result of increases in incentive compensation based on the performance of IAAI and increases in wages, yard and auction expenses. These increases were partially offset by a reduction in tow costs.





**Table of Contents***Selling, General and Administrative*

Selling, general and administrative expenses at IAAI increased \$9.9 million, or 32%, to \$40.6 million for the six months ended June 30, 2010, compared with \$30.7 million for the six months ended June 30, 2009. The increase in selling, general and administrative expenses was attributable to increases in incentive compensation based on the performance of IAAI and stock-based compensation expense, as well as increased spending on professional fees, travel and severance related to our process improvement initiative.

**AFC Results**

| <i>(Dollars in millions except volumes and per loan amounts)</i> | Six Months Ended<br>June 30, |         |
|--|------------------------------|---------|
|  | 2010                         | 2009    |
| AFC revenue  |                              |         |
| Securitization income  | \$                           | \$ 14.3 |
| Interest and fee income  | 63.2                         | 23.0    |
| Other revenue  | 0.3                          | 0.1     |
| Provision for credit losses                                      | (4.9)                        | (0.6)   |
| Total AFC revenue  | 58.6                         | 36.8    |
| Cost of services*  | 13.6                         | 15.4    |
| Gross profit*  | 45.0                         | 21.4    |
| Selling, general and administrative                              | 8.5                          | 5.5     |
| Depreciation and amortization                                    | 12.4                         | 12.3    |
| Operating profit   | \$ 24.1                      | \$ 3.6  |
| Loan transactions  | 451,253                      | 389,250 |
| Revenue per loan transaction                                     | \$ 130                       | \$ 95   |

\* Exclusive of depreciation and amortization  
Revenue

For the six months ended June 30, 2010, AFC revenue increased \$21.8 million, or 59%, to \$58.6 million, compared with \$36.8 million for the six months ended June 30, 2009. The increase in revenue was the result of a 37% increase in revenue per loan transaction for the six months ended June 30, 2010, compared with the same period in 2009 and a 16% increase in loan transactions to 451,253 for the six months ended June 30, 2010. In addition, managed receivables increased to \$694.6 million at June 30, 2010 from \$477.4 million at June 30, 2009.

Revenue per loan transaction, which includes both loans paid off and loans curtailed, increased \$35, or 37%, primarily as a result of a decrease in credit losses for both loans held and sold, an increase in the average loan value and an increase in floorplan fee income, partially offset by a decrease in the average portfolio duration.

Accounting Standards Update 2009-16 amended ASC 860, *Transfers and Servicing*, and we adopted the new guidance on January 1, 2010. The new guidance eliminated securitization income accounting and resulted in the recording of interest and fee income and interest expense for the finance receivable transactions under the revolving sale agreement. The impact of this guidance on revenue was a net \$1.4 million reduction of revenue for the first quarter of 2010. The elimination of the gain on sale treatment resulted in a reduction of revenue of \$2.8 million, while the reclassification of interest expense resulted in an offsetting \$1.4 million increase in revenue. Interest expense related to the revolving sale agreement for the six months ended June 30, 2010 was \$3.2 million and is included as Interest expense on the consolidated statement of income. Interest expense related to the revolving sale agreement for the six months ended June 30, 2009 totaled \$2.4 million and was reflected as a component of securitization income.



**Table of Contents***Gross Profit*

For the six months ended June 30, 2010, gross profit for the AFC segment increased \$23.6 million, or 110%, to \$45.0 million primarily as a result of a 59% increase in revenue and a 12% decrease in cost of services. The decrease in cost of services was primarily the result of decreases in collection expenses, compensation and related employee benefit costs and lot audit expenses, partially offset by an increase in incentive compensation expense.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses at AFC increased \$3.0 million, or 55%, for the six months ended June 30, 2010, compared with the six months ended June 30, 2009. The increase was primarily the result of an increase in incentive compensation expense, an increase in compensation and related employee benefit costs, as well as an increase in stock-based compensation expense.

**Holding Company Results**

| <i>(Dollars in millions)</i>        | Six Months Ended<br>June 30, |           |
|-------------------------------------|------------------------------|-----------|
|                                     | 2010                         | 2009      |
| Selling, general and administrative | \$ 30.9                      | \$ 31.7   |
| Depreciation and amortization       | 0.3                          | 0.6       |
| Operating loss                      | (\$ 31.2)                    | (\$ 32.3) |

*Selling, General and Administrative Expenses*

For the six months ended June 30, 2010, selling, general and administrative expenses at the holding company decreased \$0.8 million, or 3%, to \$30.9 million, primarily as a result of a decrease in professional fees, a decrease in stock-based compensation expense related to the KAR LLC and Axle LLC operating units which are remeasured each reporting period to fair value and a decrease in compensation and related employee benefit costs. These decreases were partially offset by an increase in incentive compensation expense and other expenses.

**LIQUIDITY AND CAPITAL RESOURCES**

We believe that the significant indicators of liquidity for our business are cash on hand, cash flow from operations, working capital and amounts available under our credit facility. Our principal sources of liquidity consist of cash generated by operations and borrowings under our revolving credit facility.

| <i>(Dollars in millions)</i>             | June 30,<br>2010 | December 31,<br>2009 | June 30,<br>2009 |
|--|------------------|----------------------|------------------|
| Cash and cash equivalents                | \$ 289.4         | \$ 363.9             | 264.1            |
| Restricted cash                          | 8.3              | 9.3                  | 13.8             |
| Working capital                          | 391.5            | 299.5                | 388.0            |
| Amounts available under credit facility* | 250.0            | 250.0                | 300.0            |
| Cash flow from operations                | 327.9            |                      | 141.9            |

\* There were related outstanding letters of credit totaling approximately \$32.7 million, \$31.7 million and \$31.3 million at June 30, 2010, December 31, 2009 and June 30, 2009, respectively, which reduce the amount available for borrowings under our credit facility.

---

**Table of Contents****Working Capital**

A substantial amount of our working capital is generated from the payments received for services provided. The majority of our working capital needs are short-term in nature, usually less than a week in duration. Due to the decentralized nature of the business, payments for most vehicles purchased are received at each auction and branch. Most of the financial institutions place a temporary hold on the availability of the funds deposited that generally can range up to two business days, resulting in cash in our accounts and on our balance sheet that is unavailable for use until it is made available by the various financial institutions. Over the years, we have increased the amount of funds that are available for immediate use and are actively working on initiatives that will continue to decrease the time between the deposit of and the availability of funds received from customers. There are outstanding checks (book overdrafts) to sellers and vendors included in current liabilities. Because a portion of these outstanding checks for operations in the U.S. are drawn upon bank accounts at financial institutions other than the financial institutions that hold the cash, we cannot offset all the cash and the outstanding checks on our balance sheet. Our available cash, which excludes cash in transit, was \$245.5 million at June 30, 2010.

AFC offers short-term inventory-secured financing, also known as floorplan financing, to used vehicle dealers. Financing is primarily provided for terms of 30 to 60 days. AFC principally generates its funding through the sale of its receivables. For further discussion of AFC's securitization arrangements, see *Off-Balance Sheet Arrangements and Adoption of Accounting Standards Update 2009-16*.

***Credit Facilities***

In 2007 we entered into senior secured credit facilities, comprised of a \$300.0 million revolving credit facility and a \$1,565.0 million term loan, pursuant to the terms and conditions of the Credit Agreement. The revolving credit facility was entered into for working capital and general corporate purposes. In 2009, we entered into an amendment to the Credit Agreement. As part of the amendment, available borrowings under the revolving credit facility were reduced to \$250 million and the revolving credit facility and Term Loan B interest rate were increased to LIBOR plus a margin of 2.75% from LIBOR plus a margin of 2.25%. On June 30, 2010, \$1,219.6 million was outstanding on the term loan and there were no borrowings on the revolving credit facility, although we did have related outstanding letters of credit in the aggregate amount of \$32.7 million at June 30, 2010, which reduce the amount available for borrowings under our credit facility. In addition, our Canadian operations have a C\$8 million line of credit which was undrawn as of June 30, 2010; however, there were related letters of credit outstanding totaling approximately C\$1.8 million at June 30, 2010, which reduce credit available under the Canadian line of credit, but do not affect amounts available for borrowings under our revolving credit facility.

The Credit Agreement contains certain restrictive loan covenants, including, among others, a financial covenant requiring a maximum consolidated senior secured leverage ratio be satisfied as of the last day of each fiscal quarter if revolving loans are outstanding, and covenants limiting our ability to incur indebtedness, grant liens, make acquisitions, consummate change of control transactions, dispose of assets, pay dividends, make capital expenditures, make investments and engage in certain transactions with affiliates. The leverage ratio covenant is based on consolidated Adjusted EBITDA which is EBITDA (earnings before interest expense, income taxes, depreciation and amortization) adjusted to exclude among other things (a) gains and losses from asset sales; (b) unrealized foreign currency translation gains and losses in respect of indebtedness; (c) certain non-recurring gains and losses; (d) stock option expense; (e) certain other noncash amounts included in the determination of net income; (f) management, monitoring, consulting and advisory fees paid to the equity sponsors; (g) charges and revenue reductions resulting from purchase accounting; (h) unrealized gains and losses on hedge agreements; (i) minority interest expense; (j) expenses associated with the consolidation of salvage operations; (k) consulting expenses incurred for cost reduction, operating restructuring and business improvement efforts; (l) expenses realized upon the termination of employees and the termination or cancellation of leases, software licenses or other contracts in connection with the operational restructuring and business improvement efforts; (m) expenses incurred in connection with permitted acquisitions; and (n) any impairment charges or write-offs of intangibles.

## **Table of Contents**

The covenants contained within the senior credit facility are critical to an investor's understanding of our financial liquidity, as the violation of these covenants could result in a default and lenders could elect to declare all amounts borrowed immediately due and payable. In addition, the indentures governing our notes contain certain financial and operational restrictions on paying dividends and other distributions, making certain acquisitions or investments, incurring indebtedness, granting liens and selling assets. These covenants affect our operating flexibility by, among other things, restricting our ability to incur expenses and indebtedness that could be used to grow the business, as well as to fund general corporate purposes. We were in compliance with the covenants in the credit facility at June 30, 2010.

As part of the amendment to the Credit Agreement, we prepaid \$250 million of the term loan in the fourth quarter of 2009 using proceeds from the initial public offering as well as cash on hand. In addition, in accordance with terms of the Credit Agreement, 50% of the net proceeds from the initial sale of AFC's Canadian receivables were used to repay \$28.3 million of our term loan in February 2010. The prepayments were credited to prepay in direct order of maturity the unpaid amounts due on the next eight scheduled quarterly installments of the term loan, and thereafter to the remaining scheduled quarterly installments of the term loan on a pro rata basis. As such, there are no further scheduled quarterly installments due on the term loan and the remaining balance is due at maturity (October 19, 2013).

We believe our sources of liquidity from our cash and cash equivalents on hand, working capital, cash provided by operating activities, and availability under our credit facility are sufficient to meet our short and long-term operating needs for the foreseeable future. In addition, we believe the previously mentioned sources of liquidity will be sufficient to fund our capital requirements and debt service payments for the next twelve months.

### ***EBITDA and Adjusted EBITDA***

EBITDA and Adjusted EBITDA, as presented herein, are supplemental measures of our performance that are not required by, or presented in accordance with, generally accepted accounting principles in the United States, or GAAP. They are not measurements of our financial performance under GAAP and should not be considered substitutes for net income (loss) or any other performance measures derived in accordance with GAAP or as substitutes for cash flow from operating activities as measures of our liquidity.

EBITDA is defined as net income (loss), plus interest expense net of interest income, income tax provision (benefit), depreciation and amortization. Adjusted EBITDA is EBITDA adjusted for the items of income and expense and expected incremental revenue and cost savings as described above in the discussion of certain restrictive loan covenants under Credit Facilities.

Management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors about one of the principal internal measures of performance used by our creditors. In addition, management uses Adjusted EBITDA to evaluate our performance and to evaluate results relative to incentive compensation targets. EBITDA and Adjusted EBITDA have limitations as analytical tools, and should not be considered in isolation or as a substitute for analysis of the results as reported under GAAP. These measures may not be comparable to similarly titled measures reported by other companies.

**Table of Contents**

The following tables reconcile EBITDA and Adjusted EBITDA to net income (loss) for the periods presented:

| <i>(Dollars in millions)</i>             | <b>Three Months Ended June 30, 2010</b> |                |                |                  |                     |
|--|---|----------------|----------------|------------------|---------------------|
|  | <b>ADESA</b>                            | <b>IAAI</b>    | <b>AFC</b>     | <b>Corporate</b> | <b>Consolidated</b> |
| <b>Net income (loss)</b>                 | \$ 26.6                                 | \$ 13.0        | \$ 9.9         | (\$ 20.9)        | \$ 28.6             |
| Add back:                                |   |                |                |                  |                     |
| Income taxes                             | 15.2                                    | 7.9            | 6.2            | (9.4)            | 19.9                |
| Interest expense, net of interest income | 0.3                                     | 0.6            | 1.8            | 33.2             | 35.9                |
| Depreciation and amortization            | 20.9                                    | 14.6           | 6.2            | 0.1              | 41.8                |
| Intercompany                             | 10.5                                    | 9.6            | (3.3)          | (16.8)           |                     |
| <b>EBITDA</b>                            | <b>73.5</b>                             | <b>45.7</b>    | <b>20.8</b>    | <b>(13.8)</b>    | <b>126.2</b>        |
| Adjustments                              | 3.3                                     | 4.6            | (1.3)          | (1.8)            | 4.8                 |
| <b>Adjusted EBITDA</b>                   | <b>\$ 76.8</b>                          | <b>\$ 50.3</b> | <b>\$ 19.5</b> | <b>(\$ 15.6)</b> | <b>\$ 131.0</b>     |

| <i>(Dollars in millions)</i>             | <b>Three Months Ended June 30, 2009</b> |                |                |                  |                     |
|--|---|----------------|----------------|------------------|---------------------|
|  | <b>ADESA</b>                            | <b>IAAI</b>    | <b>AFC</b>     | <b>Corporate</b> | <b>Consolidated</b> |
| <b>Net income (loss)</b>                 | \$ 26.8                                 | \$ 7.5         | \$ 3.6         | (\$ 25.1)        | \$ 12.8             |
| Add back:                                |   |                |                |                  |                     |
| Income taxes                             | 17.2                                    | 5.1            | 1.6            | (14.3)           | 9.6                 |
| Interest expense, net of interest income | 0.2                                     | 0.3            |                | 46.3             | 46.8                |
| Depreciation and amortization            | 21.5                                    | 14.5           | 6.1            | 0.2              | 42.3                |
| Intercompany                             | 9.7                                     | 10.6           | (2.0)          | (18.3)           |                     |
| <b>EBITDA</b>                            | <b>75.4</b>                             | <b>38.0</b>    | <b>9.3</b>     | <b>(11.2)</b>    | <b>111.5</b>        |
| Adjustments                              | 3.9                                     | 1.3            | 1.4            | (3.0)            | 3.6                 |
| <b>Adjusted EBITDA</b>                   | <b>\$ 79.3</b>                          | <b>\$ 39.3</b> | <b>\$ 10.7</b> | <b>(\$ 14.2)</b> | <b>\$ 115.1</b>     |

| <i>(Dollars in millions)</i>             | <b>Six Months Ended June 30, 2010</b> |                |                |                  |                     |
|--|---------------------------------------|----------------|----------------|------------------|---------------------|
|  | <b>ADESA</b>                          | <b>IAAI</b>    | <b>AFC</b>     | <b>Corporate</b> | <b>Consolidated</b> |
| <b>Net income (loss)</b>                 | \$ 49.4                               | \$ 24.8        | \$ 15.7        | (\$ 53.2)        | \$ 36.7             |
| Add back:                                |                                       |                |                |                  |                     |
| Income taxes                             | 25.0                                  | 16.4           | 10.7           | (33.5)           | 18.6                |
| Interest expense, net of interest income | 0.5                                   | 1.1            | 3.2            | 66.0             | 70.8                |
| Depreciation and amortization            | 43.0                                  | 29.4           | 12.4           | 0.3              | 85.1                |
| Intercompany                             | 21.4                                  | 19.1           | (5.5)          | (35.0)           |                     |
| <b>EBITDA</b>                            | <b>139.3</b>                          | <b>90.8</b>    | <b>36.5</b>    | <b>(55.4)</b>    | <b>211.2</b>        |
| Adjustments                              | 7.3                                   | 8.3            | 0.7            | 23.6             | 39.9                |
| <b>Adjusted EBITDA</b>                   | <b>\$ 146.6</b>                       | <b>\$ 99.1</b> | <b>\$ 37.2</b> | <b>(\$ 31.8)</b> | <b>\$ 251.1</b>     |

| <i>(Dollars in millions)</i>             | <b>Six Months Ended June 30, 2009</b> |             |            |                  |                     |
|--|---------------------------------------|-------------|------------|------------------|---------------------|
|  | <b>ADESA</b>                          | <b>IAAI</b> | <b>AFC</b> | <b>Corporate</b> | <b>Consolidated</b> |
| <b>Net income (loss)</b>                 | \$ 47.5                               | \$ 10.6     | \$ 4.2     | (\$ 53.0)        | \$ 9.3              |
| Add back:                                |                                       |             |            |                  |                     |
| Income taxes                             | 31.0                                  | 7.4         | 2.0        | (33.8)           | 6.6                 |
| Interest expense, net of interest income | 0.2                                   | 0.6         |            | 92.4             | 93.2                |

Edgar Filing: INSURANCE AUTO AUCTIONS, INC - Form 424B3

|                               |          |         |         |           |          |
|-------------------------------|----------|---------|---------|-----------|----------|
| Depreciation and amortization | 45.8     | 29.6    | 12.3    | 0.6       | 88.3     |
| Intercompany                  | 18.0     | 20.9    | (3.8)   | (35.1)    |          |
| <b>EBITDA</b>                 | 142.5    | 69.1    | 14.7    | (28.9)    | 197.4    |
| Adjustments                   | 10.4     | 2.8     | 1.6     |           | 14.8     |
| <b>Adjusted EBITDA</b>        | \$ 152.9 | \$ 71.9 | \$ 16.3 | (\$ 28.9) | \$ 212.2 |



**Table of Contents**

Certain of our loan covenant calculations utilize financial results for the most recent four consecutive fiscal quarters. The following table reconciles EBITDA and Adjusted EBITDA to net income for the periods presented:

| <i>(Dollars in millions)</i>             | Three Months Ended    |                      |                   |                  | Twelve Months             |
|--|-----------------------|----------------------|-------------------|------------------|---------------------------|
|  | September 30,<br>2009 | December 31,<br>2009 | March 31,<br>2010 | June 30,<br>2010 | Ended<br>June 30,<br>2010 |
| <b>Net income</b>                        | \$ 8.6                | \$ 5.3               | \$ 8.1            | \$ 28.6          | \$ 50.6                   |
| Add back:                                |                       |                      |                   |                  |                           |
| Income taxes                             | 4.4                   | 0.1                  | (1.3)             | 19.9             | 23.1                      |
| Interest expense, net of interest income | 39.3                  | 39.7                 | 34.9              | 35.9             | 149.8                     |
| Depreciation and amortization            | 41.6                  | 42.5                 | 43.3              | 41.8             | 169.2                     |
| <b>EBITDA</b>                            | 93.9                  | 87.6                 | 85.0              | 126.2            | 392.7                     |
| Nonrecurring charges                     | 5.0                   | 2.0                  | 21.1              | 3.0              | 31.1                      |
| Noncash charges                          | 14.2                  | (1.3)                | 12.6              | 3.6              | 29.1                      |
| Advisory services                        | 0.9                   | 11.4                 |                   |                  | 12.3                      |
| AFC interest expense                     |                       |                      | (1.4)             | (1.8)            | (3.2)                     |
| Accounting change                        |                       |                      | 2.8               |                  | 2.8                       |
| <b>Adjusted EBITDA</b>                   | \$ 114.0              | \$ 99.7              | \$ 120.1          | \$ 131.0         | \$ 464.8                  |

**Summary of Cash Flows**

| <i>(Dollars in millions)</i>                         | Six Months Ended<br>June 30, |          |
|--|------------------------------|----------|
|  | 2010                         | 2009     |
| Net cash provided by (used for):                     |                              |          |
| Operating activities                                 | \$ 327.9                     | \$ 141.9 |
| Investing activities                                 | (611.7)                      | (30.3)   |
| Financing activities                                 | 209.4                        | (6.1)    |
| Effect of exchange rate on cash                      | (0.1)                        | 0.2      |
| Net increase (decrease) in cash and cash equivalents | (\$ 74.5)                    | \$ 105.7 |

Cash flow from operating activities was \$327.9 million for the six months ended June 30, 2010, compared with \$141.9 million for the six months ended June 30, 2009. The increase in operating cash flow was primarily impacted by changes in operating assets and liabilities. The change in operating assets was driven by the reduction in retained interests in finance receivables sold and a reduction in finance receivables held for sale, which resulted from the adoption of Accounting Standards Update ( ASU ) 2009-16. The new guidance specifies that the finance receivable transactions on or subsequent to January 1, 2010 under our revolving sale agreement be included in our balance sheet.

Net cash used for investing activities was \$611.7 million for the six months ended June 30, 2010, compared with \$30.3 million for the six months ended June 30, 2009. The increase in net cash used for investing activities was primarily the result of the net increase in finance receivables held for investment which resulted from the adoption of ASU 2009-16 as discussed above. In addition, we spent \$5.4 million less for capital items in the first six months of 2010 compared with the first six months of 2009. For a discussion of the Company's capital expenditures, see Capital Expenditures below.

Net cash provided by financing activities was \$209.4 million for the six months ended June 30, 2010, compared with net cash used by financing activities of \$6.1 million for the six months ended June 30, 2009. The increase in cash provided by financing activities was primarily attributable to the \$473.4 million increase in



**Table of Contents**

obligations collateralized by finance receivables which resulted from the application of ASU 2009-16 as discussed above. The increase in obligations collateralized by finance receivables was partially offset by an increase in payments on long-term debt, including a payment for the early extinguishment of debt and a related prepayment penalty totaling \$271.9 million.

**Capital Expenditures**

Capital expenditures for the six months ended June 30, 2010 and the year ended December 31, 2009 approximated \$22.0 million and \$65.6 million. Capital expenditures were funded primarily from internally generated funds. We continue to invest in our core information technology capabilities and capacity expansion. Capital expenditures are expected to be approximately \$75 million for fiscal year 2010 with approximately \$50 million of this amount related to maintenance capital expenditures and the remainder attributable to growth initiatives. Anticipated expenditures are primarily attributable to ongoing information system projects, upkeep and improvements at existing vehicle auction facilities, improvements in information technology systems and infrastructure and expansion and relocation of existing auction sites that are at capacity. Future capital expenditures could vary substantially based on capital project timing and the initiation of new information systems projects to support our business strategies.

**Off-Balance Sheet Arrangements and Adoption of Accounting Standards Update 2009-16**

AFC sells the majority of its U.S. dollar denominated finance receivables on a revolving basis and without recourse to a wholly owned, bankruptcy remote, consolidated, special purpose subsidiary ( AFC Funding Corporation ), established for the purpose of purchasing AFC s finance receivables. A securitization agreement allows for the revolving sale by AFC Funding Corporation to a bank conduit facility in undivided interests in certain eligible finance receivables subject to committed liquidity. The agreement expires on April 20, 2012. AFC Funding Corporation had committed liquidity of \$450 million for U.S. finance receivables at June 30, 2010.

We completed an agreement for the securitization of Automotive Finance Canada, Inc. s ( AFCI ) receivables in February 2010. This securitization facility provides up to C\$75 million in financing for eligible finance receivables. The initial funding for securitization of Canadian finance receivables resulted in net proceeds of \$56.6 million and the recording of the related obligations. The agreement expires on April 20, 2012.

ASU 2009-16 amended ASC 860, *Transfers and Servicing*, and we adopted the new guidance on January 1, 2010. The new guidance specifies that the finance receivable transactions on or subsequent to January 1, 2010 under our revolving sale agreement be included in our balance sheet. This resulted in an increase in assets and related obligations in 2010. Obligations collateralized by finance receivables were \$473.4 million at June 30, 2010. In addition, the new guidance eliminated securitization income accounting and resulted in the recording of fee and interest income and interest expense for the finance receivable transactions under the revolving sale agreement. The elimination of securitization income accounting resulted in a reduction of pre-tax income of approximately \$2.8 million in the first quarter of 2010.

At June 30, 2010, AFC managed total finance receivables of \$694.6 million. At December 31, 2009, AFC managed total finance receivables of \$613.0 million, of which \$519.1 million had been sold without recourse to AFC Funding Corporation. Undivided interests in finance receivables were sold by AFC Funding Corporation to the bank conduit facility with recourse totaling \$367.0 million at December 31, 2009. Finance receivables include \$24.6 million classified as held for sale, which are recorded at lower of cost or fair value, and \$131.6 million classified as held for investment at December 31, 2009. Finance receivables classified as held for investment include \$25.7 million related to receivables that were sold to the bank conduit facility that were repurchased by AFC at fair value when they became ineligible under the terms of the collateral agreement with the bank conduit facility at December 31, 2009. The face amount of these receivables was \$27.5 million at December 31, 2009.

## **Table of Contents**

AFC's allowance for losses of \$10.5 million and \$5.9 million at June 30, 2010 and December 31, 2009 includes an estimate of losses for finance receivables held for investment as well as an allowance for any further deterioration in the finance receivables after they are repurchased from the bank conduit facility. Additionally, accrued liabilities of \$2.4 million for the estimated losses for loans sold by the special purpose subsidiary were recorded at December 31, 2009. These loans were sold to a bank conduit facility with recourse to the special purpose subsidiary and came back on the balance sheet of the special purpose subsidiary at fair market value when they became ineligible under the terms of the collateral arrangement with the bank conduit facility.

As of December 31, 2009, the outstanding receivables sold, the retained interests in finance receivables sold and a cash reserve of 1 or 3 percent of total sold receivables serve as security for the receivables that have been sold to the bank conduit facility. As of June 30, 2010, \$685.0 million of finance receivables and a cash reserve of 1 or 3 percent of finance receivables securitized serve as security for the \$473.4 million of obligations collateralized by finance receivables. The amount of the cash reserve depends on circumstances which are set forth in the securitization agreements. After the occurrence of a termination event, as defined in the U.S. securitization agreement, the bank conduit facility may, and could, cause the stock of AFC Funding Corporation to be transferred to the bank conduit facility, though as a practical matter the bank conduit facility would look to the liquidation of the receivables under the transaction documents as their primary remedy.

Proceeds from the revolving sale of receivables to the bank conduit facility are used to fund new loans to customers. AFC, AFC Funding Corporation and AFCI must maintain certain financial covenants including, among others, limits on the amount of debt AFC and AFCI can incur, minimum levels of tangible net worth, and other covenants tied to the performance of the finance receivables portfolio. The securitization agreements also incorporate the financial covenants of our credit facility. At June 30, 2010, we were in compliance with the covenants in the securitization agreement.

## **Critical Accounting Estimates**

In preparing the financial statements in accordance with U.S. GAAP, management must often make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the date of the financial statements and during the reporting period. Some of those judgments can be subjective and complex. Consequently, actual results could differ from those estimates. Accounting measurements that management believes are most critical to the reported results of our operations and financial condition include: uncollectible receivables and allowance for credit losses and doubtful accounts, goodwill and long-lived assets, self-insurance programs, legal proceedings and other loss contingencies and income taxes.

In addition to the critical accounting estimates, there are other items used in the preparation of the consolidated financial statements that require estimation, but are not deemed critical. Changes in estimates used in these and other items could have a material impact on our financial statements.

We continually evaluate the accounting policies and estimates used to prepare the consolidated financial statements. In cases where management estimates are used, they are based on historical experience, information from third-party professionals, and various other assumptions believed to be reasonable. Our critical accounting estimates are discussed in the Critical Accounting Estimates section of Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission. In addition, our most significant accounting policies are discussed in Note 2 and elsewhere in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, which includes audited financial statements.

---

**Table of Contents****New Accounting Standards**

In December 2009, the FASB issued new guidance (Accounting Standards Update 2009-16) on the accounting for transfers of financial assets. The new guidance which is now a part of ASC 860, *Transfers and Servicing*, eliminates the concept of a qualifying special-purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria and changes the initial measurement of a transferor's interest in transferred financial assets. The new guidance is effective on a prospective basis for annual periods beginning after November 15, 2009. This new guidance requires inclusion of loans sold to a bank conduit facility as well as the related obligation originated after December 31, 2009, in our financial statements. We adopted the guidance on January 1, 2010. This resulted in an increase in assets and related obligations in 2010. Obligations collateralized by finance receivables were \$473.4 million at June 30, 2010. In addition, the new guidance eliminated securitization income accounting and resulted in the recording of fee and interest income and interest expense for the finance receivable transactions under the revolving sale agreement. The elimination of securitization income accounting resulted in a reduction of pre-tax income of approximately \$2.8 million in the first quarter of 2010.

In February 2010, the FASB issued new guidance (Accounting Standards Update 2010-06) on fair value measurements. The new guidance, which is now a part of ASC 820, *Fair Value Measurements and Disclosures*, requires disclosure of details of significant transfers in and out of Level 1 and Level 2 measurements and reasons for the transfers. In addition, a gross presentation of activity within the Level 3 roll forward, presenting separately information about purchases, sales, issuances and settlements is required. The new guidance is effective for the first interim or annual reporting period beginning after December 15, 2009, with the exception for the gross presentation of the Level 3 roll forward, which is required for annual reporting periods beginning after December 15, 2010 and for interim reporting periods within those years. The adoption of the new guidance did not have a material impact on the consolidated financial statements.

In February 2010, the FASB issued new guidance (Accounting Standards Update 2010-09) on subsequent events. The new guidance, which is now a part of ASC 855, *Subsequent Events*, requires an SEC filer to evaluate subsequent events through the date that the financial statements are issued. An entity that is an SEC filer is not required to disclose the date through which subsequent events have been evaluated. The new guidance was immediately effective upon issuance of the final update. The adoption of the new guidance did not have a material impact on the consolidated financial statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**  
**Foreign Currency**

Our foreign currency exposure is limited and arises from transactions denominated in foreign currencies, particularly intercompany loans, as well as from translation of the results of operations from our Canadian and, to a much lesser extent, Mexican subsidiaries. However, fluctuations between U.S. and non-U.S. currency values may adversely affect our results of operations and financial position. In addition, there may be tax inefficiencies in repatriating cash from non-U.S. subsidiaries. To the extent such repatriation is necessary for us to meet our debt service or other obligations, these tax inefficiencies may adversely affect us. We have not entered into any foreign exchange contracts to hedge changes in the Canadian or Mexican exchange rates. Canadian currency translation positively affected net income by approximately \$0.7 million and \$3.6 million for the three and six months ended June 30, 2010. Currency exposure of our Mexican operations is not material to the results of operations.

**Interest Rates**

We are exposed to interest rate risk on borrowings. Accordingly, interest rate fluctuations affect the amount of interest expense we are obligated to pay. We use interest rate derivative agreements to manage the variability of cash flows to be paid due to interest rate movements on our variable rate debt. We have designated our interest

## **Table of Contents**

rate derivatives as cash flow hedges. The earnings impact of the derivatives designated as cash flow hedges are recorded upon the recognition of the interest related to the hedged debt. Any ineffectiveness in the hedging relationships is recognized in current earnings. There was no significant ineffectiveness in the first six months of 2010 or 2009.

In May 2009, we entered into an interest rate swap agreement with a notional amount of \$650 million to manage our exposure to interest rate movements on our variable rate Term Loan B credit facility. The interest rate swap agreement had an effective date of June 30, 2009, matures on June 30, 2012 and effectively results in a fixed LIBOR interest rate of 2.19% on \$650 million of the Term Loan B credit facility.

In May 2009, we also purchased an interest rate cap for \$1.3 million with a notional amount of \$250 million to manage our exposure to interest rate movements on our variable rate Term Loan B credit facility when one-month LIBOR exceeds 2.5%. The interest rate cap relates to a portion of the variable rate debt that is not covered by an interest rate swap agreement. The interest rate cap agreement had an effective date of June 30, 2009 and matures on June 30, 2011.

The fair values of the interest rate derivatives are based on quoted market prices for similar instruments from a commercial bank and represent the estimated amounts we would receive or pay to terminate the agreements at the reporting date. At June 30, 2010 and December 31, 2009, respectively, the fair value of the interest rate swap was a \$17.9 million unrealized loss and an \$8.7 million unrealized loss recorded in Other accrued expenses on the consolidated balance sheet. In addition, at June 30, 2010 and December 31, 2009, respectively, the fair value of the interest rate cap was a less than \$0.1 million asset and a \$0.6 million asset recorded in Other assets on the consolidated balance sheet. Unrealized gains or losses on the interest rate derivatives are included as a component of Accumulated other comprehensive income. At June 30, 2010, there was a net unrealized loss totaling \$11.5 million, net of tax benefits of \$7.0 million. At December 31, 2009, there was a net unrealized loss totaling \$5.7 million, net of tax benefits of \$3.5 million. We are exposed to credit loss in the event of non-performance by the counterparties; however, non-performance is not anticipated. We have only partially hedged our exposure to interest rate fluctuations on our variable rate debt. A sensitivity analysis of the impact on our variable rate debt instruments to a hypothetical 100 basis point increase in short-term rates for the three and six months ended June 30, 2010 would have resulted in an increase in interest expense of approximately \$1.8 million and \$3.6 million, respectively.

## **Item 4. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective.

### **Changes in Internal Control over Financial Reporting**

There has been no change in our internal control over financial reporting during the quarter ended June 30, 2010, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

---

**Table of Contents**

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are involved in litigation and disputes arising in the ordinary course of business, such as actions related to injuries; property damage; handling, storage or disposal of vehicles; environmental laws and regulations; and other litigation incidental to the business such as employment matters and dealer disputes. Such litigation is generally not, in the opinion of management, likely to have a material adverse effect on our financial condition, results of operations or cash flows. Legal and regulatory proceedings which could be material are discussed below.

Certain legal proceedings in which the Company is involved are discussed in Note 20 to the consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2009 and Part I, Item 3 of the same Annual Report. The following discussion is limited to certain recent developments concerning our legal and regulatory proceedings and should be read in conjunction with the earlier Report. Unless otherwise indicated, all proceedings discussed in the earlier Report remain outstanding.

***IAAI Lower Duwamish Waterway***

On March 25, 2008, the United States Environmental Protection Agency, or EPA, issued a General Notice of Potential Liability pursuant to Section 107(a), and a Request for Information pursuant to Section 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA to IAAI for a Superfund site known as the Lower Duwamish Waterway Superfund Site in Seattle, Washington, or LDW. At this time, the EPA has not demanded that IAAI pay any funds or take any action apart from responding to the Section 104(e) Information Request. The EPA has advised IAAI that, to date, it has sent out approximately 60 general notice letters to other parties, and has sent Section 104(e) Requests to more than 250 other parties. A remedial investigation has been conducted for this site by some of the potentially responsible parties, who have also commenced a feasibility study pursuant to CERCLA. IAAI is aware that certain authorities plan to bring Natural Resource Damage claims against potentially responsible parties. In addition, the Washington State Department of Ecology, or Ecology is working with the EPA in relation to LDW, primarily to investigate and address sources of potential contamination contributing to LDW. IAAI and the owner and predecessor at their Tukwila location, which is adjacent to the LDW, are currently in discussion with Ecology concerning possible source control obligations, including an investigation of the water and soils entering the stormwater system, an analysis of the source of any contamination identified within the system and possible repairs and upgrades to the stormwater capture and filtration system. In 2010, IAAI began implementing a stormwater sampling plan to comply with Ecology source control requirements.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, readers should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

**Item 6. Exhibits**

(a) Exhibits. The Exhibit Index is incorporated herein by reference.

**Table of Contents**

**SIGNATURES**

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

Date: August 4, 2010

**KAR Auction Services, Inc.**  
(Registrant)

/s/ ERIC M. LOUGHMILLER  
**Eric M. Loughmiller**

*Executive Vice President and Chief Financial Officer*

*(Duly Authorized Officer and*

*Principal Financial and Accounting Officer)*



**Table of Contents****EXHIBIT INDEX**

| Exhibit No.       | Exhibit Description  | Incorporated by Reference |            |                | Filed<br>Herewith |
|-------------------|--|---------------------------|------------|----------------|-------------------|
|                   |  | Form                      | File No.   | Filing<br>Date |                   |
| 3.1               | Amended and Restated Certificate of Incorporation of KAR Auction Services, Inc.  | S-1/A                     | 333-161907 | 3.1            | 12/10/2009        |
| 3.2               | Amended and Restated By-Laws of KAR Auction Services, Inc.   | S-1/A                     | 333-161907 | 3.2            | 12/10/2009        |
| 4.1               | Indenture, dated April 20, 2007 (the Floating Rate Senior Notes Indenture ), among KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), the Guarantors from time to time parties thereto and Wells Fargo Bank, National Association, as Trustee, for \$150,000,000 Floating Rate Senior Notes due 2014                      | S-4                       | 333-148847 | 4.1            | 1/25/2008         |
| 4.2               | Indenture, dated April 20, 2007 (the Fixed Rate Senior Notes Indenture ), among KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), the Guarantors from time to time parties thereto and Wells Fargo Bank, National Association, as Trustee, for \$450,000,000 8 <sup>3</sup> / <sub>4</sub> % Senior Notes due 2014       | S-4                       | 333-148847 | 4.2            | 1/25/2008         |
| 4.3               | Indenture, dated April 20, 2007 (the Senior Subordinated Notes Indenture ), among KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), the Guarantors from time to time parties thereto and Wells Fargo Bank, National Association, as Trustee, for \$425,000,000 10% Senior Subordinated Notes due 2015                    | S-4                       | 333-148847 | 4.3            | 1/25/2008         |
| 4.4               | Form of Common Stock Certificate   | S-1/A                     | 333-161907 | 4.15           | 12/10/2009        |
| 10.1 <sup>^</sup> | Guarantee and Collateral Agreement, dated April 20, 2007, made by KAR Holdings II, LLC, KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and the subsidiary guarantors party thereto and certain of its subsidiaries in favor of Bear Stearns Corporate Lending Inc., as administrative agent under the Credit Agreement | S-1/A                     | 333-158666 | 10.1           | 7/2/2009          |
| 10.2 <sup>^</sup> | Credit Agreement, dated April 20, 2007 (the Credit Agreement ), among KAR Holdings II, LLC, as guarantor, KAR Auction Services, Inc. (formerly KAR   | S-1/A                     | 333-158666 | 10.2           | 7/2/2009          |

**Table of Contents**

| Exhibit No. | Exhibit Description   | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|-------------|---|---------------------------|------------|---------|-------------|----------------|
|             |   | Form                      | File No.   | Exhibit |             |                |
|             | Holdings, Inc.), as borrower, the several lenders from time to time parties thereto, Bear, Stearns & Co. Inc. and UBS Securities LLC, as joint lead arrangers, UBS Securities LLC, as syndication agent, Goldman Sachs Credit Partners L.P. and Deutsche Bank Securities Inc., as codocumentation agents, Bear, Stearns & Co. Inc., UBS Securities LLC and Goldman Sachs Credit Partners L.P., as joint bookrunners, and Bear Stearns Corporate Lending Inc., as administrative agent |                           |            |         |             |                |
| 10.3        | Assumption Agreement, dated December 26, 2007, among ADESA Dealer Services, LLC, Automotive Finance Consumer Division, LLC, ADESA Pennsylvania, LLC, Dent Demon, LLC, Zabel & Associates, Inc., Sioux Falls Auto Auction, Inc., and Tri-State Auction Co., Inc. in favor of Bear Stearns Corporate Lending, Inc., as administrative agent   | S-4                       | 333-148847 | 10.3    | 1/25/2008   |                |
| 10.4        | Intellectual Property Security Agreement, dated April 20, 2007, made by KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and each of the grantors listed on Schedule I thereto in favor of Bear Stearns Corporate Lending Inc. as administrative agent for the secured parties (as defined in the Credit Agreement)   | S-4                       | 333-148847 | 10.4    | 1/25/2008   |                |
| 10.5        | Letter Agreement, dated February 24, 2010,<br><br>between KAR LLC and Thomas C. O Brien, David R. Montgomery, Donald J. Hermanek, Scott P. Pettit, John Kett, John Nordin and Sidney Kerley   | 10-K                      | 001-34568  | 10.5    | 2/25/2010   |                |
| 10.6*       | Conversion Option Plan of KAR Auction Services, Inc. (formerly KAR Holdings, Inc.)  | S-1/A                     | 333-158666 | 10.9    | 7/2/2009    |                |
| 10.7*       | Form of Conversion Stock Option Agreement, dated April 20, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and each of Thomas C. O Brien, David R. Montgomery, Donald J. Hermanek, Scott P. Pettit, John Kett, John Nordin and Sidney Kerley   | S-4                       | 333-148847 | 10.10   | 1/25/2008   |                |

**Table of Contents**

| Exhibit No. | Exhibit Description   | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|-------------|---|---------------------------|------------|---------|-------------|----------------|
|             |   | Form                      | File No.   | Exhibit |             |                |
| 10.8*       | Form of Amendment to Conversion Stock Option Agreement, dated October 30, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and each of Thomas C. O Brien, David R. Montgomery, Donald J. Hermanek and Scott P. Pettit | S-4                       | 333-148847 | 10.11   | 1/25/2008   |                |
| 10.9*       | Form of Rollover Stock Option Agreement, dated April 20, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and certain executive officers and employees of IAAI  | S-4                       | 333-148847 | 10.12   | 1/25/2008   |                |
| 10.10*      | Form of Conversion Agreement, dated April 20, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and certain executive officers and employees of IAAI   | S-1/A                     | 333-158666 | 10.13   | 7/2/2009    |                |
| 10.11*      | KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) Stock Incentive Plan   | S-8                       | 333-164032 | 10.1    | 12/24/2009  |                |
| 10.12*      | Form of Nonqualified Stock Option Agreement of KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) pursuant to the Stock Incentive Plan  | S-4                       | 333-148847 | 10.15   | 1/25/2008   |                |
| 10.13*      | Employment Agreement, dated July 13, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and John Nordin   | S-4                       | 333-148847 | 10.16   | 1/25/2008   |                |
| 10.14*      | Amendment to Employment Agreement, dated August 14, 2007, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and John Nordin  | S-4                       | 333-148847 | 10.17   | 1/25/2008   |                |
| 10.15*      | Letter Agreement dated as of December 3, 2008, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), AFC and Donald S. Gottwald   | 10-K                      | 001-34568  | 10.15   | 2/25/2010   |                |
| 10.16*      | 2007 Incentive Plan Executive Management of Insurance Auto Auctions, Inc.   | S-4                       | 333-148847 | 10.21   | 1/25/2008   |                |
| 10.17*      | Amended and Restated Employment Agreement, dated April 2, 2001, between Thomas C. O Brien and Insurance Auto Auctions, Inc.   | S-4                       | 333-148847 | 10.22   | 1/25/2008   |                |

**Table of Contents**

| Exhibit No. | Exhibit Description   | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|-------------|---|---------------------------|------------|---------|-------------|----------------|
|             |   | Form                      | File No.   | Exhibit |             |                |
| 10.18^      | Second Amended and Restated Limited Liability Company Agreement of KAR Holdings II, LLC, dated April 20, 2007   | S-1/A                     | 333-158666 | 10.23   | 7/2/2009    |                |
| 10.19       | Amendment to Second Amended and Restated Limited Liability Company Agreement of KAR Holdings II, LLC  | S-1/A                     | 333-161907 | 10.23a  | 12/4/2009   |                |
| 10.20       | Amended and Restated Limited Liability Company Agreement of Axle Holdings II, LLC, dated May 25, 2005   | S-1/A                     | 333-158666 | 10.24   | 7/2/2009    |                |
| 10.21       | Amendment to the Amended and Restated Limited Liability Company Agreement of Axle Holdings II, LLC, dated November 2, 2006  | S-4                       | 333-148847 | 10.25   | 1/25/2008   |                |
| 10.22       | First Amendment to the Amended and Restated Limited Liability Company Agreement of Axle Holdings II, LLC, dated April 20, 2007.   | S-4                       | 333-148847 | 10.26   | 1/25/2008   |                |
| 10.23*      | 2007 Annual Incentive Program for KAR Auction Services, Inc. (formerly KAR Holdings, Inc.)  | S-4                       | 333-148847 | 10.27   | 1/25/2008   |                |
| 10.24       | Tax Sharing Agreement between ALLETE, Inc. and ADESA, Inc., dated June 4, 2004  | S-4                       | 333-148847 | 10.28   | 1/25/2008   |                |
| 10.25*      | KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) Annual Incentive Program   | 10-K                      | 333-148847 | 10.29   | 3/11/2009   |                |
| 10.26*      | Amendment to Thomas C. O Brien Amended and Restated Employment Agreement, dated December 1, 2008, between Thomas C. O Brien and Insurance Auto Auctions, Inc.   | 10-K                      | 333-148847 | 10.31   | 3/11/2009   |                |
| 10.27*      | Form of Amendment to Conversion Stock Option Agreements, dated February 19, 2009, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and each of Thomas C. O Brien, David R. Montgomery, Donald J. Hermanek and Scott P. Pettit | 10-K                      | 333-148847 | 10.10   | 3/11/2009   |                |
| 10.28^      | Amended and Restated Purchase and Sale Agreement, dated May 31, 2002, between AFC Funding Corporation and Automotive Finance Corporation  | S-4                       | 333-148847 | 10.32   | 1/25/2008   |                |

**Table of Contents**

| Exhibit No.        | Exhibit Description   | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|--------------------|---|---------------------------|------------|---------|-------------|----------------|
|                    |   | Form                      | File No.   | Exhibit |             |                |
| 10.29              | Amendment No. 1 to Amended and Restated Purchase and Sale Agreement, dated June 15, 2004, between AFC Funding Corporation and Automotive Finance Corporation  | S-4                       | 333-148847 | 10.33   | 1/25/2008   |                |
| 10.30              | Amendment No. 2 to Amended and Restated Purchase and Sale Agreement, dated January 18, 2007, between AFC Funding Corporation and Automotive Finance Corporation   | S-4                       | 333-148847 | 10.34   | 1/25/2008   |                |
| 10.31 <sup>^</sup> | Amendment No. 3 to Amended and Restated Purchase and Sale Agreement, dated April 20, 2007, between AFC Funding Corporation and<br><br>Automotive Finance Corporation  | S-4                       | 333-148847 | 10.35   | 1/25/2008   |                |
| 10.32 <sup>^</sup> | Third Amended and Restated Receivables Purchase Agreement, dated April 20, 2007, among AFC Funding Corporation, Automotive Finance Corporation, Fairway Finance Company, LLC, Monterey Funding LLC, Deutsche Bank AG, New York Branch and BMO Capital Markets Corp. | S-1/A                     | 333-158666 | 10.36   | 7/2/2009    |                |
| 10.33*             | 2008 Annual Incentive Program for KAR Auction Services, Inc.  | POS AM                    | 333-149137 | 10.37   | 8/1/2008    |                |
| 10.34*             | 2008 Incentive Plan Corporate Management of Insurance Auto Auctions, Inc.   | POS AM                    | 333-149137 | 10.38   | 8/1/2008    |                |
| 10.35 <sup>^</sup> | Receivables Purchase Agreement, dated February 8, 2010, among KAR Auction Services, Inc., Automotive Finance Canada Inc. and BNY Trust Company of Canada  | 10-K                      | 001-34568  | 10.35   | 2/25/2010   |                |
| 10.36              | First Amendment to Credit Agreement, dated as of June 10, 2009, between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), as borrower, and the lenders and other parties<br><br>signatory thereto   | 8-K                       | 333-148847 | 10.1    | 6/11/2009   |                |
| 10.37              | Ground Lease, dated as of September 4, 2008, by and between ADESA San Diego, LLC and First Industrial L.P. (East 39 Acres at Otay Mesa, California)   | 8-K                       | 333-148847 | 10.3    | 9/9/2008    |                |

**Table of Contents**

| Exhibit No. | Exhibit Description  | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|-------------|--|---------------------------|------------|---------|-------------|----------------|
|             |  | Form                      | File No.   | Exhibit |             |                |
| 10.38       | Ground Lease, dated as of September 4, 2008, by and between ADESA San Diego, LLC and First Industrial L.P. (West 39 Acres at Otay Mesa, California)  | 8-K                       | 333-148847 | 10.4    | 9/9/2008    |                |
| 10.39       | Ground Lease, dated as of September 4, 2008, by and between ADESA California, LLC and ADESA San Diego, LLC and First Industrial Pennsylvania, L.P. (Sacramento, California)                  | 8-K                       | 333-148847 | 10.5    | 9/9/2008    |                |
| 10.40       | Ground Lease, dated as of September 4, 2008, by and between ADESA California, LLC and First Industrial Pennsylvania, L.P. (Tracy, California)  | 8-K                       | 333-148847 | 10.6    | 9/9/2008    |                |
| 10.41       | Ground Lease, dated as of September 4, 2008, by and between ADESA Washington, LLC and First Industrial, L.P. (Auburn, Washington)  | 8-K                       | 333-148847 | 10.7    | 9/9/2008    |                |
| 10.42       | Ground Lease, dated as of September 4, 2008, by and between ADESA Texas, Inc. and First Industrial, L.P. (Houston, Texas)  | 8-K                       | 333-148847 | 10.8    | 9/9/2008    |                |
| 10.43       | Ground Lease, dated as of September 4, 2008, by and between ADESA California, LLC and First Industrial, L.P. (Mira Loma, California)   | 8-K                       | 333-148847 | 10.9    | 9/9/2008    |                |
| 10.44       | Ground Lease, dated as of September 4, 2008, by and between ADESA Florida, LLC and First Industrial Financing Partnership, L.P. (Bradenton, Florida)   | 8-K                       | 333-148847 | 10.10   | 9/9/2008    |                |
| 10.45       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial L.P. (East 39 Acres at Otay Mesa, California) | 8-K                       | 333-148847 | 10.11   | 9/9/2008    |                |
| 10.46       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial L.P. (West 39 Acres at Otay Mesa, California) | 8-K                       | 333-148847 | 10.12   | 9/9/2008    |                |
| 10.47       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial Pennsylvania, L.P. (Sacramento, California)   | 8-K                       | 333-148847 | 10.13   | 9/9/2008    |                |
| 10.48       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial Pennsylvania, L.P. (Tracy, California)        | 8-K                       | 333-148847 | 10.14   | 9/9/2008    |                |

**Table of Contents**

| Exhibit No. | Exhibit Description   | Incorporated by Reference |            |         | Filing Date | Filed Herewith |
|-------------|---|---------------------------|------------|---------|-------------|----------------|
|             |   | Form                      | File No.   | Exhibit |             |                |
| 10.49       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial, L.P. (Auburn, Washington)   | 8-K                       | 333-148847 | 10.15   | 9/9/2008    |                |
| 10.50       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial, L.P. (Houston, Texas)   | 8-K                       | 333-148847 | 10.16   | 9/9/2008    |                |
| 10.51       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial, L.P. (Mira Loma, California)  | 8-K                       | 333-148847 | 10.17   | 9/9/2008    |                |
| 10.52       | Guaranty of Lease, dated as of September 4, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial Financing Partnership, L.P. (Bradenton, Florida)   | 8-K                       | 333-148847 | 10.18   | 9/9/2008    |                |
| 10.53       | Ground Sublease, dated as of October 3, 2008, by and between ADESA Atlanta, LLC and First Industrial, L.P. (Fairburn, Georgia)  | 10-Q                      | 333-148847 | 10.21   | 11/13/2008  |                |
| 10.54       | Guaranty of Lease, dated as of October 3, 2008, by and between KAR Auction Services, Inc. (formerly KAR Holdings, Inc.) and First Industrial, L.P. (Fairburn, Georgia)  | 10-Q                      | 333-148847 | 10.22   | 11/13/2008  |                |
| 10.55^      | Amendment No. 3 to the Third Amended and Restated Receivables Purchase Agreement, dated as of January 30, 2009, by and among Automotive Finance Corporation, AFC Funding Corporation, Fairway Finance Company, LLC, Monterey Funding LLC, Deutsche Bank AG, New York Branch and BMO Capital Markets Corp. | 10-K                      | 333-148847 | 10.59   | 3/11/2009   |                |
| 10.56       | Second Amendment, dated October 23, 2009, to Credit Agreement, dated April 20, 2007, among KAR Auction Services, Inc. (formerly KAR Holdings, Inc.), as borrower, KAR Holdings II, LLC, as guarantor, the several lenders from time to time parties thereto, and the other parties named therein          | 8-K                       | 333-148847 | 10.1    | 10/28/2009  |                |

**Table of Contents**

| Exhibit No. | Exhibit Description   | Incorporated by Reference |            |         |             | Filed Herewith |
|-------------|---|---------------------------|------------|---------|-------------|----------------|
|             |   | Form                      | File No.   | Exhibit | Filing Date |                |
| 10.57       | Form of Director Designation Agreement  | S-1/A                     | 333-161907 | 10.61   | 11/30/2009  |                |
| 10.58*      | Form of KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan                              | S-8                       | 333-164032 | 10.2    | 12/24/2009  |                |
| 10.59*      | Form of KAR Auction Services, Inc. Employee Stock Purchase Plan                                       | S-8                       | 333-164032 | 10.3    | 12/24/2009  |                |
| 10.60*      | Amendment No. 1 to KAR Auction Services, Inc. Employee Stock Purchase Plan dated as of March 31, 2010 |                           |            |         |             | X              |
| 10.61*      | Amendment No. 2 to KAR Auction Services, Inc. Employee Stock Purchase Plan dated as of April 1, 2010  |                           |            |         |             | X              |
| 10.62*      | KAR Auction Services, Inc. Directors Deferred Compensation Plan, effective December 10, 2009          |                           |            |         |             | X              |
| 10.63*      | Form of Director Restricted Share Agreement   |                           |            |         |             | X              |
| 10.64*      | Form of Nonqualified Stock Option Agreement   | S-1/A                     | 333-161907 | 10.65   | 12/4/2009   |                |
| 10.65*      | Form of Restricted Share Agreement  | S-1/A                     | 333-161907 | 10.66   | 12/4/2009   |                |
| 31.1        | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002    |                           |            |         |             | X              |
| 31.2        | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002    |                           |            |         |             | X              |
| 32.1        | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002    |                           |            |         |             | X              |
| 32.2        | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002    |                           |            |         |             | X              |

^ Portions of this exhibit have been redacted pursuant to a request for confidential treatment filed separately with the Secretary of the Securities and Exchange Commission pursuant to Rule 406 under the Securities Act of 1933, as amended.

\* Denotes management contract or compensation plan, contract or arrangement.



**Table of Contents**

**EXHIBIT 10.60**

**AMENDMENT NO. 1**

**TO THE**

**KAR AUCTION SERVICES, INC. EMPLOYEE STOCK PURCHASE PLAN**

THIS AMENDMENT TO THE KAR AUCTION SERVICES, INC. EMPLOYEE STOCK PURCHASE PLAN (this Amendment ) is made as of March 31, 2010.

WHEREAS, KAR Auction Services, Inc. (the Company ) maintains the KAR Auction Services, Inc. Employee Stock Purchase Plan (the Plan );

WHEREAS, the Company desires to amend the Plan as set forth below;

NOW, THEREFORE, the Plan is hereby amended as follows:

1. The paragraph of Section 1.2 of the Plan beginning with the words *Exercise Date* is hereby amended by deleting the period following the words the Committee, and adding the following clause at the end thereof:

, provided, however, that no Exercise Date with respect to a right to purchase shares of Common Stock under the Plan shall be later than 5 years from the date such right was granted.

2. Section 2.1 of the Plan is hereby amended by deleting the phrase hours of service (as that term is defined in the KAR Auction Services, Inc. 401(k) Plan) and replacing it with the phrase hours of service.

3. Section 3.3 of the Plan is hereby deleted in its entirety and replaced with the following:

Notwithstanding any provisions of the Plan to the contrary, no Employee shall be granted an option under the Plan if, immediately after the grant, such Employee's right to purchase Common Stock under all employee stock purchase plans (as defined in Section 423 of the Code) of the Company and any related company would accrue at a rate which exceeds the lesser of (i) \$25,000 in Fair Market Value of such Common Stock (determined at the time such purchase right is granted) for each calendar year in which such purchase right would be outstanding at any time or (ii) 7,500 shares of Common Stock per Option Period.

4. Section 4.2 of the Plan is hereby amended by adding the following as the third sentence thereof:

Notwithstanding anything to the contrary in this Plan, in any event, (i) the number of shares of Common Stock that may be reserved for purchase or purchased hereunder shall not exceed 1,000,000 shares, and (ii) the Option Price per share shall not be less than eighty-five percent (85%) of the Fair Market Value of such share on the Exercise Date of an Option Period.

**Table of Contents**

5. This Amendment shall be governed by, interpreted under and construed in accordance with the laws of the State of Delaware without regard to its conflicts of laws rules.

6. Except as modified by this Amendment, the Plan is hereby confirmed in all respects.

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered as of the date and the year first written above.

KAR AUCTION SERVICES, INC.

By: /s/ JAMES P. HALLETT  
Title: **James P. Hallett**  
**Chief Executive Officer**

Table of Contents

**EXHIBIT 10.61**

**AMENDMENT NO. 2**

**TO THE**

**KAR AUCTION SERVICES, INC. EMPLOYEE STOCK PURCHASE PLAN**

WHEREAS, KAR Auction Services, Inc. (the Company ) maintains the KAR Auction Services, Inc. Employee Stock Purchase Plan (the Plan );

WHEREAS, the Company desires to amend the Plan as set forth below;

NOW, THEREFORE, the Plan is hereby amended, effective April 1, 2010, as follows:

1. The paragraph of Section 1.2 beginning the words Exercise Date is amended by adding to the end thereof the following sentence: The Exercise Date constitutes the date of grant of the option for purposes of Section 423 of the Code.

2. Section 3.3 is replaced in its entirety by the following:

Notwithstanding any provisions of the Plan to the contrary, no Employee shall be granted an option under the Plan if, immediately after the grant, such Employee's right to purchase Common Stock under all employee stock purchase plans (as defined in Section 423 of the Code) of the Company and any related company would accrue at a rate which exceeds \$25,000 in Fair Market Value of such Common Stock (determined at the time such purchase right is granted) for each calendar year in which such purchase right would be outstanding at any time.

**IN WITNESS WHEREOF**, this Amendment has been duly executed and delivered as of the date and the year first written above.

**KAR AUCTION SERVICES, INC.**

By: */s/* JAMES P. HALLETT  
Title: **James P. Hallett**  
**Chief Executive Officer**

Table of Contents

**EXHIBIT 10.62**

**KAR AUCTION SERVICES, INC.**  
**DIRECTORS DEFERRED COMPENSATION PLAN**  
(Effective December 10, 2009)

**Table of Contents**

**KAR AUCTION SERVICES, INC.**

**DIRECTORS DEFERRED COMPENSATION PLAN**

|  | <b>Page</b> |
|--|-------------|
| ARTICLE I INTRODUCTION   | 1           |
| 1.1. Purpose   | 1           |
| 1.2. Effective Date  | 1           |
| 1.3. Type of Plan  | 1           |
| ARTICLE II DEFINITIONS   | 1           |
| 2.1. Account   | 1           |
| 2.2. Administrator   | 1           |
| 2.3. Affiliate   | 1           |
| 2.4. Beneficiary   | 1           |
| 2.5. Board   | 1           |
| 2.6. Change in Control   | 1           |
| 2.7. Code  | 2           |
| 2.8. Committee   | 2           |
| 2.9. Company   | 2           |
| 2.10. Company Stock  | 2           |
| 2.11. Deferrable Compensation                                  | 2           |
| 2.12. Director   | 3           |
| 2.13. Election Form  | 3           |
| 2.14. Employee   | 3           |
| 2.15. ERISA  | 3           |
| 2.16. Fair Market Value  | 3           |
| 2.17. Fees   | 3           |
| 2.18. Installment Payment                                      | 3           |
| 2.19. Lump Sum Payment   | 3           |
| 2.20. Participant  | 3           |
| 2.21. Plan   | 3           |
| 2.22. Plan Year  | 4           |
| 2.23. Specified Employee                                       | 4           |
| 2.24. Termination from Service                                 | 4           |
| 2.25. Unforeseeable Emergency                                  | 4           |
| ARTICLE III PARTICIPATION BY DIRECTORS                         | 4           |
| 3.1. Participation   | 4           |
| 3.2. Cessation of Participation                                | 4           |
| 3.3. Ineligible Status   | 4           |
| ARTICLE IV PARTICIPANT DEFERRALS                               | 5           |
| 4.1. Deferral Elections General                                | 5           |
| 4.2. First Year of Eligibility                                 | 5           |
| 4.3. Cessation of Deferral of Cash Fees and Stock Payment Fees | 5           |
| 4.4. Unforeseeable Emergency Cessation of Deferral Elections   | 5           |
| 4.5. Changes to Form of Payment                                | 5           |

**Table of Contents**

|   |    |
|---|----|
| ARTICLE V DISTRIBUTIONS                               | 6  |
| 5.1. Time of Payment                                  | 6  |
| 5.2. Form of Payment                                  | 6  |
| 5.3. Permissible Distributions                        | 6  |
| 5.4. Permissible Acceleration of Payments             | 7  |
| 5.5. Permissible Delay of Payment                     | 8  |
| 5.6. Payment Deemed Timely                            | 8  |
| 5.7. Valuation of Distributions                       | 8  |
| ARTICLE VI ACCOUNTS                                   | 9  |
| 6.1. Account  | 9  |
| 6.2. Crediting of Earnings on Non-Stock Compensation  | 9  |
| 6.3. Crediting of Earnings on Deferred Stock Payments | 9  |
| 6.4. Statement of Account                             | 9  |
| 6.5. Vesting  | 10 |
| ARTICLE VII FUNDING AND PARTICIPANTS INTEREST         | 10 |
| 7.1. Plan Unfunded                                    | 10 |
| 7.2. Establishment of Grantor Trust                   | 10 |
| 7.3. Participants Interest in Plan                    | 10 |
| ARTICLE VIII ADMINISTRATION AND INTERPRETATION        | 10 |
| 8.1. Administration                                   | 10 |
| 8.2. Interpretation                                   | 10 |
| 8.3. Records and Reports                              | 11 |
| 8.4. Payment of Expenses                              | 11 |
| 8.5. Indemnification for Liability                    | 11 |
| 8.6. Claims Procedure                                 | 11 |
| 8.7. Review Procedure                                 | 11 |
| 8.8. Legal Claims                                     | 12 |
| 8.9. Participant and Beneficiary Information          | 12 |
| ARTICLE IX AMENDMENT AND TERMINATION                  | 12 |
| 9.1. Amendment  | 12 |
| 9.2. Termination of Plan                              | 12 |
| ARTICLE X MISCELLANEOUS PROVISIONS                    | 13 |
| 10.1. Right of Company to Take Actions                | 13 |
| 10.2. Alienation or Assignment of Benefits            | 14 |
| 10.3. Company s Protection                            | 14 |
| 10.4. Construction                                    | 14 |
| 10.5. Headings  | 14 |
| 10.6. Number and Gender                               | 14 |
| 10.7. Right to Withhold                               | 14 |

**Table of Contents**

**KAR AUCTION SERVICES, INC.**

**DIRECTORS DEFERRED COMPENSATION PLAN**

(Effective December 10, 2009)

**ARTICLE I**

**INTRODUCTION**

1.1. **Purpose**. The purpose of the Plan is to promote the interests of the Company and the stockholders of the Company by providing non-employee Directors the opportunity to defer retainer fees and stock payments.

1.2. **Effective Date**. The effective date of the Plan is December 10, 2009.

1.3. **Type of Plan**. The Plan is intended to be an unfunded plan of non-qualified deferred compensation that meets the requirements of Code Section 409A. In the event that any provision of the Plan is inconsistent with Code Section 409A, the applicable provisions of Code Section 409A shall be deemed to automatically supersede such inconsistent provision and the Plan shall be administered to comply with Code Section 409A.

**ARTICLE II**

**DEFINITIONS**

Where used in the Plan, the following initially capitalized words and terms shall have the meanings specified below, unless the context clearly indicates to the contrary:

2.1. **Account** means the recordkeeping account established by the Administrator for each Participant to which Deferrable Compensation, and earnings thereon, are credited in accordance with Article VI of the Plan. An Account may consist of one or more sub-accounts established by the Administrator, as deemed necessary for efficient operation of the Plan.

2.2. **Administrator** means the Committee or such individuals or entity designated by the Committee to administer the Plan.

2.3. **Affiliate** means an entity, more than fifty percent (50%) of the total voting power of which is owned, directly or indirectly, by the Company.

2.4. **Beneficiary** means such person(s) or legal entity that is designated by a Participant under Section 8.9 to receive benefits hereunder after such Participant's death.

2.5. **Board** means the board of directors of the Company.

2.6. **Change in Control** means and shall be deemed to occur upon a Change in Ownership, a Change in Effective Control, or a Change in Ownership of Substantial Assets. For this purpose:

---

**Table of Contents**

(i) A **Change in Ownership** means that a person or group (other than KAR Holdings II, LLC or its affiliates) acquires more than fifty percent (50%) of the aggregate fair market value or voting power of the capital stock of the Company, including for this purpose capital stock previously acquired by such person or group; provided, however, that a Change in Ownership shall not be deemed to occur hereunder if, at the time of any such acquisition, such person or group owns more than fifty percent (50%) of the aggregate fair market value or voting power of the Company's capital stock.

(ii) A **Change in Effective Control** means that (a) a person or group (other than KAR Holdings II, LLC or its affiliates) acquires (or has acquired during the immediately preceding twelve (12) month period ending on the date of the most recent acquisition by such person or group) ownership of the capital stock of the Company possessing thirty percent (30%) or more of the total voting power of the Company, or (b) a majority of the members of the Board of the Company is replaced during any twelve (12) month period, whether by appointment or election, without endorsement by a majority of the members of the Board prior to the date of such appointment or election.

(iii) A **Change in Ownership of Substantial Assets** means that any person or group (other than KAR Holdings II, LLC or its affiliates) acquires (or has acquired during the immediately preceding twelve (12) month period ending on the date of the most recent acquisition) assets of the Company with an aggregate gross fair market value of not less than forty percent (40%) of the aggregate gross fair market value of the assets of the Company immediately prior to such acquisition. For this purpose, gross fair market value shall mean the fair value of the affected assets determined without regard to any liabilities associated with such assets.

The Board shall determine whether a Change in Control has occurred hereunder in a manner consistent with the provisions of Code Section 409A and the regulations and applicable guidance promulgated thereunder.

2.7. **Code** means the Internal Revenue Code of 1986, as amended from time to time, and any regulations and applicable guidance promulgated thereunder. References in the Plan to specific sections of the Code shall be deemed to include any successor provisions thereto.

2.8. **Committee** means any committee or subcommittee the Board may appoint to administer the Plan, which, in the discretion of the Board, may consist of two or more persons, each of whom is an outside director within the meaning of Code Section 162(m) and a non-employee director within the meaning of Rule 16b-3.

2.9. **Company** means KAR Auction Services, Inc., a Delaware corporation.

2.10. **Company Stock** means the common stock of the Company, par value \$.01 per share.

2.11. **Deferrable Compensation** means one hundred percent (100%) of Fees that would be payable to a Director during a Plan Year but for the Director's election to defer such Deferrable Compensation on his or her Election Form in accordance with Article IV of this Plan.



**Table of Contents**

- 2.12. Director means a director on the Board who is not an Employee.
- 2.13. Election Form means such document(s) or form(s), which may be electronic, as prescribed and made available from time to time by the Administrator, whereby a Director enrolls in the Plan as a Participant, elects to defer Deferrable Compensation pursuant to Article IV of this Plan, and/or makes investment elections pursuant to Section 6.2 of the Plan.
- 2.14. Employee means a common law employee of the Company or an Affiliate.
- 2.15. ERISA means the Employee Retirement Income Security Act of 1974, as amended.
- 2.16. Fair Market Value as of a particular date shall mean the fair market value of a share of Company Stock as determined by the Administrator in its sole discretion; provided, however, that (i) if the Company Stock is admitted to trading on a national securities exchange, the fair market value of a share of Company Stock on any date shall be the closing sale price reported for such share on such exchange on such date or, if no sale was reported on such date, on the last day preceding such date on which a sale was reported, or (ii) if the shares of Company Stock are not then listed on the New York Stock Exchange, the average of the highest reported bid and lowest reported asked prices for the shares of Company Stock as reported by the National Association of Securities Dealers, Inc. Automated Quotations System for the last preceding date on which there was a sale of such stock in such market, or (iii) if the shares of Company Stock are not then listed on a national securities exchange or traded in an over-the-counter market or the value of such shares is not otherwise determinable, such value as determined by the Committee in good faith and in accordance with Code Section 409A.
- 2.17. Fees means the retainer fees payable by the Company to the Director with respect to his or her service on the Board, including both fees payable in cash and fees payable in shares of Company Stock (Stock Payments ).
- 2.18. Installment Payment means a series of substantially equal annual payments of the Participant's Account paid over a period ranging from two (2) whole years to ten (10) whole years, as elected by the Participant, commencing as of the applicable payment date under the plan. For purposes of Section 4.5, an Installment Payment is treated as a single payment.
- 2.19. Lump Sum Payment means a single sum distribution of the entire value of a Participant's Account.
- 2.20. Participant means any eligible Director who defers Deferrable Compensation to this Plan by filing an Election Form and for whom an Account is maintained under the Plan.
- 2.21. Plan means the KAR Auction Services, Inc. Directors Deferred Compensation Plan.

---

**Table of Contents**

2.22. Plan Year means the calendar year.

2.23. Specified Employee means a Participant who is determined to be a specified employee within the meaning of Code Section 409A with respect to a Termination from Service occurring in any twelve (12) month period commencing on April 1 based on the Participant's compensation with the Employer, as defined in Code Section 416(i)(1)(D), and his or her status at the end of the immediately preceding Plan Year. For purposes of determining whether a Participant is classified as a Specified Employee, compensation from a nonresident alien's gross income under Section 1.415(c)-2(g)(5)(ii) on account of the location of the services or the identify of an Employer that is not effectively connected with the conduct of a trade or business within the United States shall be excluded.

2.24. Termination from Service means the date the Participant ceases to be a Director on account of a voluntary or involuntary separation from service, within the meaning of Code Section 409A, with the Board for any reason.

2.25. Unforeseeable Emergency means with respect to a Participant, his or her spouse, dependents (as defined in Code Section 152, without regard to Sections 152(b)(1), (b)(2), and (d)(1)(B)) or Beneficiary, a non-reimbursable severe financial hardship attributable to (i) a sudden and unexpected illness or accident or (ii) funeral expenses, and also means with respect to the Participant (A) a property loss due to casualty that is not otherwise covered by insurance, (B) imminent foreclosure or eviction from the Participant's primary residence, or (C) a similar extraordinary and unforeseeable circumstance beyond the control of the Participant, as determined by the Administrator. For purposes of this Plan, the purchase of a home and the payment of college tuition are not Unforeseeable Emergencies.

**ARTICLE III**

**PARTICIPATION BY DIRECTORS**

3.1. Participation. Participation in this Plan is voluntary and is limited to eligible Directors who file Election Forms in accordance with Article IV.

3.2. Cessation of Participation. A Director shall remain eligible to file deferral elections under the Plan until the earlier of (i) the date the Administrator informs the Director that he or she is no longer eligible to participate in the Plan, i.e., Ineligible Status, or (ii) the date such Director incurs a Termination from Service.

3.3. Ineligible Status. If the Administrator determines that a Director has Ineligible Status, effective as of the date of such determination, said ineligible Director shall no longer be eligible to file deferral elections under the Plan. The Account of an ineligible Director shall be paid in accordance with Sections 5.1 and 5.2 of the Plan, except to the extent all or part of such Account is eligible for distribution of accelerated payment as permitted in Sections 5.3 and 5.4.

---

**Table of Contents**

**ARTICLE IV**

**PARTICIPANT DEFERRALS**

4.1. Deferral Elections – General. A Participant's deferral election for a Plan Year is irrevocable for such Plan Year except to the extent a cessation of deferrals hereunder is required under Section 4.4. Amounts deferred under the Plan shall not be distributed to a Participant except as expressly provided in Article V or as otherwise permitted under Code Section 409A. A deferral election hereunder shall be made on an Election Form and comply with the applicable requirements of this Article IV. A Participant's initial deferral election under the Plan shall designate the amount of Deferrable Compensation that is being deferred and the form of distribution (as permitted in Section 5.2(a)). A Participant's deferral election shall remain in effect under the Plan until it is terminated by operation of the Plan or changed by the Participant in accordance with Section 4.3 herein. The Administrator may establish procedures for deferral elections as it deems necessary to comply with the requirements of this Article IV and Code Section 409A.

4.2. First Year of Eligibility. Notwithstanding the timing requirements of Sections 4.3 and 4.4, a Director may elect to defer Deferrable Compensation by completing and executing an Election Form that specifies the amount or percentage of compensation to be deferred within the thirty (30) day period immediately following the date he or she first becomes a Director; provided that the compensation being deferred relates to services performed after the date of such election.

4.3. Cessation of Deferral of Cash Fees and Stock Payment Fees. A Director may elect to suspend or revoke a prior deferral of Fees payable for services performed during a subsequent Plan Year by completing and executing an Election Form that specifies the amount or percentage of Fees to be deferred and filing it with the Administrator before expiration of the election period established by the Administrator, which period shall end no later than December 31 of the calendar year immediately preceding such Plan Year.

4.4. Unforeseeable Emergency – Cessation of Deferral Elections. To the extent provided for under Code Section 409A, a Participant's deferral election(s) in effect under the Plan for a Plan Year in which a Participant is granted an Unforeseeable Emergency distribution in accordance with Section 5.3(b) hereof may be terminated by the Administrator, effective as soon as practicable following the grant of such emergency distribution. If a Participant's deferral elections under the Plan are terminated in accordance with the foregoing sentence, such Participant shall be ineligible to make deferrals of compensation to the Plan for the six (6) month period following his or her receipt of the emergency distribution. Subject to the foregoing six (6) month limitation, the Participant may make new deferral elections for Deferrable Compensation payable in subsequent Plan Years in accordance with this Article IV.

4.5. Changes to Form of Payment. A Participant shall be permitted a one-time election to change the form of payment relating to the distribution of his or her Account to the extent permitted by the Administrator and in accordance with the requirements of Code Section 409A(a)(4)(C), including the requirements that such redeferral election (a) may not take effect until at least twelve (12) months after such redeferral election is filed with the Administrator; (b) must result in the first distribution subject to the redeferral election being made at least five (5) years after the Termination from Service; and (c) must be filed with the Administrator at least twelve (12) months before such Termination from Service.

**Table of Contents**

**ARTICLE V**

**DISTRIBUTIONS**

5.1. Time of Payment.

(a) A Participant's Account shall be distributed as soon as administratively possible following the Participant's Termination from Service, but no later than thirty (30) days after the last day of the calendar month in which the Participant's Termination from Service occurs.

(b) Notwithstanding the foregoing, with respect to a Specified Employee, a payment upon Termination from Service shall not be made earlier than the date that is at least six (6) months after the date of such Specified Employee's Termination from Service.

5.2. Form of Payment.

(a) Except as otherwise provided under the Plan, a Participant's Account shall be paid as a Lump Sum Payment or an Installment Payment, as elected by the Participant on his or her Election Form.

(b) In the absence of Participant's election as to the form of payment, as permitted under subsection (a) above, a Participant's Account shall be distributed in the form of a Lump Sum Payment.

(c) Deferral of Stock Payments shall be paid only in shares of Company Stock.

5.3. Permissible Distributions. No distribution under the Plan shall be permitted except as set forth in this Section 5.3 or as otherwise permitted under the Plan and Code Section 409A(a)(2).

(a) Change in Control. Notwithstanding any provision of the Plan or Participant Election Form to the contrary, a Participant who incurs a Termination from Service within the two (2) year period immediately following a Change in Control shall receive a Lump Sum Payment of his or her Account within thirty (30) days following the date of such Termination from Service.

(b) Unforeseeable Emergency. If a Participant experiences an Unforeseeable Emergency, such Participant shall be permitted to withdraw all or a portion of his or her Account in the form of an immediate single-sum payment, subject to the limitations set forth below:

(i) A request for withdrawal shall be made to the Administrator in writing and shall set forth the circumstances surrounding the Unforeseeable Emergency. As a condition of and part of such request, the Participant

**Table of Contents**

shall provide to the Administrator his or her written representation that (A) the emergency cannot be relieved by insurance or other reimbursement reasonably available to the Participant, (B) the emergency can only be relieved by liquidation of the Participant's assets and any such liquidation would itself result in severe damage or injury to the Participant, (C) the Participant has no reasonable borrowing capacity to relieve the emergency, and (D) the emergency cannot be relieved by cessation of the Participant's deferrals under the Plan. The Administrator shall be entitled to request such additional information as may be reasonably required to determine whether an Unforeseeable Emergency exists or the amount of the emergency, and may establish additional conditions precedent to the review or granting of a request for a withdrawal on account of an Unforeseeable Emergency.

(ii) If the Administrator determines that an Unforeseeable Emergency exists, the Administrator shall authorize the immediate distribution of the amount required to meet the financial need created by such Unforeseeable Emergency, including any taxes payable on such amount, and, if required, the cessation of the Participant's deferrals to the Plan as permitted in Section 4.5.

(c) Death Distribution. Notwithstanding any provision of the Plan or Participant Election Form to the contrary, in the event of a Participant's death before the complete distribution of his or her Account, the distribution of such Participant's Account shall be made in a Lump Sum Payment to the Participant's Beneficiary within sixty (60) days after the date of death.

5.4. Permissible Acceleration of Payments. No acceleration of time or schedule of payments under the Plan shall be permitted except as set forth in this Section 5.4 or as otherwise permitted under the Plan and Code Section 409A(a)(3).

(a) Distribution for Taxes. The Plan may accelerate payment of all or part of a Participant's Account to pay or withhold state, local, or foreign tax obligations; taxes imposed under the Federal Insurance Contributions Act or the Railroad Retirement Act; and any related federal income tax thereon, arising from a Participant's participation in the Plan. Such payment of withholding must be limited to the amount necessary to fulfill such tax obligation.

(b) Small Payment. Notwithstanding any provision of the Plan to the contrary, if the total value of a Participant's Account or death benefit payable hereunder is not greater than the applicable dollar amount under Code Section 402(g)(1)(B), and the Participant is not entitled to a benefit from any other plan that is required to be aggregated with this Plan pursuant to Treasury Regulation Section 1.409A-1(c)(2), the Administrator may distribute such amount to the Participant or Beneficiary in the form of a Lump Sum Payment.

(c) Income Inclusion under 409A. Notwithstanding any provision of the Plan to the contrary, in the event that the plan fails to meet the requirements of Code Section 409A, the Administrator may distribute to Participants the portion of their Accounts that is required to be included in income as a result of such failure.

**Table of Contents**

5.5. Permissible Delay of Payment. The Administrator may delay payment to a date after the designated payment date pursuant to any of the following circumstances; provided that payments to similarly situated Participants are made on a reasonably consistent basis.

(a) Payments That Would Violate Federal Securities Laws or Other Applicable Law. A payment may be delayed where the Administrator reasonably anticipates that the making of the payment will violate federal securities laws or other applicable law; provided that the payment is made at the earliest date at which the Administrator reasonably anticipates that the making of the payment will not cause such violation. For purposes of this Section 5.5(a), the making of a payment that would cause inclusion in gross income or the application of any penalty provision or other provision of the Code is not treated as a violation of applicable law.

5.6. Payment Deemed Timely. A payment shall be treated as made upon the date specified under the Plan under the following circumstances:

(a) If the payment is made at such date or a later date within the same calendar year or, if later, by the fifteenth (15th) day of the third calendar month following the date specified under the Plan.

(b) If calculation of the amount of the payment is not administratively practicable due to events beyond the control of the Participant, or the Participant's Beneficiary (as such phrase is defined under Code Section 409A), the payment will be treated as made upon the date specified under the Plan if the payment is made during the first calendar year in which the calculation of the amount of the payment is administratively practicable.

(c) If the Company fails to make a payment, in whole or in part, as of the date specified under the Plan, either intentionally or unintentionally, the payment will be treated as made upon the date specified under the Plan if (i) the Participant accepts the portion (if any) of the payment that the Company is willing to make (unless such acceptance will result in a relinquishment of the claim to all or part of the remaining amount), (ii) the Participant files claims pursuant to Sections 8.6 and 8.7 herein to collect the unpaid portion of the payment, and (iii) any further payment (including payment of a lesser amount that satisfies the Company's obligation to make the entire payment) is made no later than the end of the first calendar year in which the Company and the Participant enter into a legally binding settlement of such dispute, the Company concedes that the amount is payable, or the Company is required to make such payment pursuant to a final and nonappealable judgment or other binding decision.

5.7. Valuation of Distributions. All distributions under this Plan shall be based upon a daily valuation of the Participant's Account or, where applicable, the Fair Market Value of the shares of Company Stock that relate to the Stock Payments deferred under the Participant's Account, as determined by the Administrator.

---

**Table of Contents**

**ARTICLE VI**

**ACCOUNTS**

6.1. Account. The Administrator shall establish and maintain, or cause to be established and maintained, a separate Account for each Participant hereunder who executes an election pursuant to Article IV. Each such Participant's Deferrable Compensation deferred pursuant to an Election Form under Article IV shall be separately accounted for and credited with earnings or dividends, as applicable, for recordkeeping purposes only, to his or her Account. A Participant's Account shall be solely for the purposes of measuring the amounts to be paid under the Plan. Except as provided in Article VII, the Company shall not be required to fund or secure a Participant's Account in any way, the Company's obligation to Participants hereunder being purely contractual.

6.2. Crediting of Earnings on Non-Stock Compensation. Except as provided in Section 6.3, a Participant may hypothetically invest his Account in one or more investment alternatives made available by the Administrator, and earnings or losses thereon shall be credited to the Participant's Account in accordance with the valuation procedures under such investment alternatives. The Participant shall make his or her investment elections, and changes thereto, on an Election Form in accordance with procedures established by the Administrator. Unless the Administrator determines otherwise, the investment alternatives available under the Plan shall mirror the alternatives that are made available under the Code Section 401(k) plan sponsored by the Company.

6.3. Crediting of Earnings on Deferred Stock Payments. The portion of a Participant's Account attributable to deferral of Stock Payments shall be deemed invested solely in stock equivalent units of Company Stock, shall be denominated in numbers of stock units, and shall be valued at any time as the stock equivalent units are credited to such Account multiplied by the then-Fair Market Value of the Company Stock. Whenever a dividend is declared and payable on Company Stock, the number of such stock equivalent units in the Participant's Account shall be increased by the following calculations:

- (i) the number of units in the Participant's Account multiplied by any cash dividend declared by the Company on a share of Company Stock, divided by the Fair Market Value determined as of the related dividend payment date; and/or
- (ii) the number of units in the Participant's Account on the related dividend payment date multiplied by any stock dividend declared by the Company on a share of Company Stock.

In the event of any change in the number or kind of outstanding shares of Company Stock, including a stock split or splits (other than a stock dividend as provided above), an appropriate adjustment shall be made in the number of units credited to the Participant's Account.

6.4. Statement of Account. As soon as practicable after the end of each Plan Year (and at such additional times as the Administrator may determine), the Administrator shall furnish each Participant with a statement of the balance credited to the Participant's Account.

6.5. Vesting. A Participant is always one hundred percent (100%) vested in his or her Account.

**Table of Contents**

**ARTICLE VII**

**FUNDING AND PARTICIPANTS' INTEREST**

7.1. Plan Unfunded. This Plan shall at all times be considered entirely unfunded for both federal and state income tax purposes and for purposes of Title I of ERISA, and no trust shall be created by or for the Plan. The crediting to each Participant's Account shall be made through recordkeeping entries. No actual funds shall be set aside; provided, however, that nothing herein shall prevent the Company from establishing one or more grantor trusts that meet the requirements of IRS Revenue Procedure 92-64 from which benefits due under this Plan may be paid in certain instances.

7.2. Establishment of Grantor Trust. Within fifteen (15) days following a Change in Control, the Company shall establish, if not already established, under the Plan a grantor trust that meets the requirements of IRS Revenue Procedure 92-64, and shall transfer assets to such trust in amounts sufficient to fully fund the Plan's aggregate liability with respect to the Accounts under the Plan on and after the date of the Change in Control.

7.3. Participants' Interest in Plan. Notwithstanding Section 7.2 or any other provision of the Plan, a Participant has an interest only in the value of the amount credited to his or her Account and has no rights or interests in the specific investment funds, stock, or securities in which his or her Account is hypothetically invested under the Plan. All distributions shall be paid by the Company from its general assets and a Participant (or his or her Beneficiary) shall have the rights of a general, unsecured creditor against the Company for any distributions due hereunder. The Plan constitutes a mere promise by the Company to make benefit payments in the future.

**ARTICLE VIII**

**ADMINISTRATION AND INTERPRETATION**

8.1. Administration. The Administrator shall be in charge of the overall operation and administration of this Plan. The Administrator has, to the extent appropriate and in addition to the powers described elsewhere in this Plan, full discretionary authority to construe and interpret the terms and provisions of the Plan; to adopt, alter and repeal administrative rules, guidelines and practices governing the Plan; to perform all acts, including the delegation of its administrative responsibilities to advisors or other persons who may or may not be Employees; and to rely upon the information or opinions of legal counsel or experts selected to render advice with respect to the Plan, as it shall deem advisable, with respect to the administration of the Plan.

8.2. Interpretation. The Administrator may take any action, correct any defect, supply any omission or reconcile any inconsistency in the Plan, or in any election hereunder, in the manner and to the extent it shall deem necessary to carry the Plan into effect or to carry out the Company's purposes in adopting the Plan. Any decision, interpretation or other action made or taken in good faith by or at the direction of the Company or the Administrator arising out of or in connection with the Plan, shall be within the absolute discretion of each of them, and shall be



**Table of Contents**

final, binding and conclusive on the Company, and all Participants and Beneficiaries and their respective heirs, executors, administrators, successors and assigns. The Administrator's determinations hereunder need not be uniform, and may be made selectively among Directors, whether or not they are similarly situated.

8.3. Records and Reports. The Administrator shall keep a record of proceedings and actions and shall maintain or cause to be maintained all such books of account, records, and other data as shall be necessary for the proper administration of the Plan. Such records shall contain all relevant data pertaining to individual Participants and their rights under this Plan. The Administrator shall have the duty to carry into effect all rights or benefits provided hereunder to the extent assets of the Company are properly available.

8.4. Payment of Expenses. The Company shall bear all expenses incurred by the Administrator in administering this Plan.

8.5. Indemnification for Liability. The Company shall indemnify the Committee, the Administrator and the Employees to whom administrative duties have been delegated under this Plan, against any and all claims, losses, damages, expenses and liabilities arising from their responsibilities in connection with this Plan, unless the same is determined to be due to gross negligence or willful misconduct.

8.6. Claims Procedure. Within ninety (90) days following the date payment was due in accordance with the terms of the Plan, the Participant or the Participant's duly authorized representative (hereinafter, the claimant ) may file a written request for payment with the Administrator. If a claim for benefits under the Plan is denied in whole or in part, the claimant will receive written notification within forty-five (45) days following the date of such written request. The notification will include specific reasons for the denial, specific reference to pertinent provisions of this Plan, a description of any additional material or information necessary to process the claim and why such material or information is necessary, and an explanation of the claims review procedure. To the extent a Participant hereunder is a claimant and serves as an Administrator, he or she shall not participate in any determination relating to his or her claim, and the Administrator or the Company may appoint an independent individual to take the place of such Participant for purposes of making such determination.

8.7. Review Procedure. No later than one hundred and eighty (180) days following the date payment was due under the Plan, the claimant may file a written request with the Administrator for a review of his denied claim. The claimant may review pertinent documents that were used in processing his claim, submit pertinent documents, and address issues and comments in writing to the Administrator. The Administrator will notify the claimant of his or her final decision in writing. In his or her response, the Administrator will explain the reason for the decision, with specific references to pertinent Plan provisions on which the decision was based. To the extent a Participant hereunder is a claimant requesting a review and serves as an Administrator, he or she shall not participate in any determination relating to the review, and the Administrator or the Company may appoint an independent individual to take the place of such Participant for purposes of making such determination.

**Table of Contents**

8.8. Legal Claims. In no event may a claimant commence legal action for benefits the claimant believes are due the claimant until the claimant has exhausted all of the remedies and procedures afforded the claimant by this Article VIII. No such legal action may be commenced more than two (2) years after the date of the Administrator's final review decision, described in Section 8.7 above.

8.9. Participant and Beneficiary Information. Each Participant shall keep the Administrator informed of his or her current address and the current address of his or her designated beneficiary or beneficiaries. A Participant may from time to time change his designated Beneficiary without the consent of such Beneficiary by filing a new designation in writing with the Administrator. If no Beneficiary designation is in effect at the time of the Participant's death, or if the designated Beneficiary is missing or has predeceased the Participant, distribution shall be made to the Participant's surviving spouse, or if none, to his surviving children per stirpes, and if none, to his estate. The Administrator shall not be obligated to search for any person. If such person is not located within one (1) year after the date on which payment of the Participant's death benefit is payable under the Plan, payment shall be made to the Participant's estate.

**ARTICLE IX**

**AMENDMENT AND TERMINATION**

9.1. Amendment. The Board shall have the right, at any time, to amend the Plan or discontinue deferrals under the Plan in whole or in part; provided that such amendment or termination complies with Code Section 409A and does not adversely affect the right of any Participant or Beneficiary to a benefit or payment due under the Plan. The Administrator has the authority, without Board approval, to amend the Plan to comply with the requirements of Code Section 409A, modify the amount or type of compensation that qualifies as Deferrable Compensation, modify the classes of individuals eligible to participate in the Plan, and to change the investment alternatives offered under the Plan. In addition, the Administrator may make such changes to the Plan's operation and administration as it deems to be in the best interest of the Plan.

9.2. Termination of Plan. The Board may take action to provide for the acceleration of the time and form of a payment, or a payment hereunder, where the acceleration of the payment is made pursuant to a termination and liquidation of the Plan in accordance with one of the following:

(a) The termination and liquidation of the Plan pursuant to an irrevocable action taken within the thirty (30) days preceding or the twelve (12) months following a Change in Control; provided that all agreements, methods, programs, and other arrangements sponsored by the Company or a participating Affiliate immediately after the Change in Control event with respect to which deferrals of compensation that, together with the Plan, are treated as a single plan for purposes of Treasury Regulation Section 1.409A-1(c)(2) (the Aggregated Plans) are terminated and liquidated with respect to each Participant that experienced the Change in Control event, so that under the terms of the termination and liquidation, all such Participants are required to receive all amounts of compensation deferred under the terminated Aggregated Plans within twelve (12) months of the date of the irrevocable action taken to terminate and liquidate such Aggregated Plans.

**Table of Contents**

(b) The termination and liquidation of the Plan within twelve (12) months of a corporate dissolution of the Company that is taxed under Code Section 331, or approved by a bankruptcy court pursuant to 11 U.S.C. Section 503(b)(1)(A); provided that the amounts deferred under the Plan are included in the Participants' gross incomes in the latest of the following years (or, if earlier, the taxable year in which the amount is actually or constructively received):

(i) The calendar year in which Plan termination and liquidation occurs;

(ii) The first calendar year in which the amount is no longer subject to a substantial risk of forfeiture; or

(iii) The first calendar year in which the payment is administratively practicable.

(c) The termination and liquidation of the Plan, where:

(i) Such termination and liquidation does not occur proximate to a downturn in the financial health of the Company or the Affiliate, as applicable;

(ii) To the extent the same Participant had deferrals of compensation thereunder, all Aggregated Plans are likewise terminated and liquidated;

(iii) No payments in liquidation of the Plan are made within twelve (12) months of the date the irrevocable action is taken to terminate and liquidate the Plan, other than payments that would be payable under the terms of the Plan if the action to terminate and liquidate the Plan had not occurred;

(iv) All payments are made within twenty-four (24) months of the date the irrevocable action is taken to terminate and liquidate the Plan; and

(v) The Company and Affiliate, as applicable, does not adopt a new plan that would be aggregated with the Plan if the Participant participated in both plans, at any time within three (3) years following the date the irrevocable action is taken to terminate and liquidate the Plan.

(d) Any other termination and liquidation event that is permissible under Code Section 409A.

**ARTICLE X**

**MISCELLANEOUS PROVISIONS**

10.1. Right of Company to Take Actions. The adoption and maintenance of this Plan shall not be deemed to constitute a contract between the Company and a Director, or to be a

**Table of Contents**

consideration for, nor an inducement or condition of, the employment of any person. Nothing herein contained, or any action taken hereunder, shall be deemed to give a Director the right to be retained in the service of the Board or to interfere with the right of the Board to discharge the Director at any time, nor shall it be deemed to give to the Board the right to require the Director to remain in its employ, nor shall it interfere with the Director's right to terminate his or her service at any time. Nothing in this Plan shall prevent the Company from amending, modifying, or terminating any other benefit plan.

10.2. Alienation or Assignment of Benefits. Except as otherwise provided under the Plan, a Participant's rights and interest under the Plan shall not be assigned or transferred except as otherwise provided herein, and the Participant's rights to benefit payments under the Plan shall not be subject to alienation, pledge or garnishment by or on behalf of creditors (including heirs, beneficiaries, or dependents) of the Participant or of a Beneficiary.

10.3. Company's Protection. By execution of an Election Form, each Participant shall be deemed to have agreed to cooperate with the Company by furnishing any and all information reasonably requested by the Administrator in order to facilitate the payment of benefits hereunder.

10.4. Construction. All legal questions pertaining to the Plan shall be determined in accordance with the laws of the State of Delaware, to the extent such laws are not superseded by ERISA or any other federal law.

10.5. Headings. The headings of the Articles and Sections of this Plan are for reference only. In the event of a conflict between a heading and the contents of an Article or Section, the contents of the Article or Section shall control.

10.6. Number and Gender. Whenever any words used herein are in the singular form, they shall be construed as though they were also used in the plural form in all cases where they would so apply, and references to the male gender shall be construed as applicable to the female gender where applicable, and vice versa.

10.7. Right to Withhold. To the extent required by law in effect at the time a distribution is made from the Plan, the Company or its agents shall have the right to withhold or deduct from any distributions or payments any taxes required to be withheld by federal, state or local governments.

**Table of Contents**

**EXHIBIT 10.63**

**KAR AUCTION SERVICES, INC.**

**FORM OF DIRECTOR RESTRICTED SHARE AGREEMENT**

This Agreement (this **Agreement** ) is entered into as of \_\_\_\_\_, by and between KAR Auction Services, Inc., a Delaware corporation (the **Company** ), and \_\_\_\_\_ (the **Participant** ), pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan, as in effect and as amended from time to time (the **Plan** ). Capitalized terms that are not defined herein shall have the meanings given to such terms in the Plan.

1. **Grant of Restricted Shares.** The Company hereby grants to the Participant \_\_\_\_\_ Shares (such shares, the **Restricted Shares** ), subject to all of the terms and conditions of this Agreement and the Plan.

2. **Lapse of Restrictions.**

(a) **General.** Subject to the provisions set forth below, the restrictions on Transfer set forth in Section 8 hereof shall lapse with respect to the number of Restricted Shares specified for each date set forth below under the column captioned **Vesting Date** (each such date, a **Vesting Date** ) as follows:

**Portion of**

**Vesting Date**

**Restricted Shares Vesting**

subject in each case to the continued service of the Participant with the Company or a Subsidiary (either as a member of its board of directors or as an employee) from the date hereof through the relevant Vesting Date.

(b) **Following Certain Terminations of Service.** Upon termination of the Participant's service with the Company or a Subsidiary for any reason (including the death or Disability of the Participant), any Restricted Shares in respect of which the restrictions described in this Section 2 shall not already have lapsed shall be immediately forfeited by the Participant and transferred to, and reacquired by, the Company without consideration of any kind and neither the Participant nor any of the Participant's successors, heirs, assigns, or personal representatives shall thereafter have any further rights or interests in such Restricted Shares

3. **Adjustments.** Pursuant to Section 5 of the Plan, in the event of a Change in Capitalization, the Administrator shall make such equitable changes or adjustments as it deems necessary or appropriate to the number and kind of securities or other property (including cash) issued or issuable in respect of outstanding Restricted Shares.

4. **Legend on Certificates.** The Participant agrees that any certificate issued for Restricted Shares (or, if applicable, any book entry statement issued for Restricted

**Table of Contents**

Shares) prior to the lapse of any outstanding restrictions relating thereto shall bear the following legend (in addition to any other legend or legends required under applicable federal and state securities laws):

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO CERTAIN RESTRICTIONS UPON TRANSFER AND RIGHTS OF REPURCHASE (THE RESTRICTIONS ) AS SET FORTH IN THE KAR AUCTION SERVICES, INC. 2009 OMNIBUS STOCK AND INCENTIVE PLAN AND THE RESTRICTED SHARE AGREEMENT ENTERED INTO BETWEEN THE REGISTERED OWNER AND KAR AUCTION SERVICES, INC., COPIES OF WHICH ARE ON FILE WITH THE SECRETARY OF KAR AUCTION SERVICES, INC. ANY ATTEMPT TO DISPOSE OF THESE SHARES IN CONTRAVENTION OF SUCH RESTRICTIONS, INCLUDING BY WAY OF SALE, ASSIGNMENT, TRANSFER, PLEDGE, HYPOTHECATION OR OTHERWISE, SHALL BE NULL AND VOID AND WITHOUT EFFECT AND SHALL RESULT IN THE FORFEITURE OF SUCH SHARES AS PROVIDED BY SUCH PLAN AND AGREEMENT.

5. Certain Changes. The Administrator may accelerate the date on which the restrictions on Transfer set forth in Section 8 hereof shall lapse or otherwise adjust any of the terms of the Restricted Shares; provided that, subject to Sections 5 and 12 of the Plan, no action under this Section 5 shall adversely affect the Participant s rights under this Agreement.

6. Notices. All notices or other communications required or permitted under this Agreement shall be made in writing and shall be deemed given if delivered personally or sent by nationally recognized overnight courier service. Any notice or other communication shall be deemed given on the date of delivery, or on the date one (1) business day after it shall have been given to a nationally-recognized overnight courier service. All such notices or communications shall be delivered to the recipient at the addresses indicated below:

To the Company:

KAR Auction Services, Inc.

13085 Hamilton Crossing Boulevard

Carmel, Indiana 46032

Attention: General Counsel

Fax: (317) 249-4518

To the Participant:

at the address as it appears in the Company s books and records or at such other place as the Participant shall have designated by notice as herein provided to the Company.

**Table of Contents**

7. **Securities Laws Requirements.** The Company shall not be obligated to issue Shares to the Participant free of the restrictive legend described in Section 4 hereof or of any other restrictive legend, if such transfer, in the opinion of counsel for the Company, would violate the Securities Act of 1933, as amended, or any other federal or state statutes having similar requirements that may be in effect at the relevant time.

8. **Protections Against Violations of Agreement.** Until such time as the Restricted Shares are fully vested in accordance with Section 2 hereof, no purported sale, assignment, mortgage, hypothecation, transfer, charge, pledge, encumbrance, gift, transfer in trust (voting or other) or other disposition of, or creation of a security interest in or lien on, any of the Restricted Shares or any agreement or commitment to do any of the foregoing (each, a **Transfer** ) by any holder thereof in violation of the provisions of this Agreement will be valid, except with the prior written consent of the Board, which consent may be granted or withheld in the sole discretion of such Board. Any purported Transfer of Restricted Shares or any economic benefit or interest therein in violation of this Agreement shall be null and void *ab initio*, and shall not create any obligation or liability of the Company, and any person purportedly acquiring any Restricted Shares or any economic benefit or interest therein transferred in violation of this Agreement shall not be entitled to be recognized as a holder of such Shares. In addition, unless the Administrator determines otherwise, upon any attempted Transfer of Restricted Shares or any rights in respect of Restricted Shares, before the vesting thereof, such Restricted Shares, and all of the rights related thereto, shall be immediately forfeited by the Participant and transferred to, and reacquired by, the Company without consideration of any kind.

9. **Taxes.** The Participant understands that he (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement. The Participant shall promptly notify the Company of any election made pursuant to Section 83(b) of the Code.

THE PARTICIPANT ACKNOWLEDGES THAT IT IS THE PARTICIPANT'S SOLE RESPONSIBILITY, AND NOT THE COMPANY'S, TO FILE TIMELY THE ELECTION UNDER SECTION 83(b) OF THE CODE, EVEN IF THE PARTICIPANT REQUESTS THE COMPANY OR ITS REPRESENTATIVE TO ASSIST THE PARTICIPANT IN MAKING THIS FILING.

The Participant acknowledges that the tax laws and regulations applicable to the Restricted Shares and the disposition of the Restricted Shares following vesting are complex and subject to change, and it is the sole responsibility of the Participant to obtain the Participant's own advice as to the tax treatment of the terms of this Agreement.

BY SIGNING THIS AGREEMENT, THE PARTICIPANT REPRESENTS THAT THE PARTICIPANT HAS REVIEWED WITH THE PARTICIPANT'S OWN TAX ADVISORS THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE TRANSACTIONS CONTEMPLATED BY THIS AGREEMENT AND THAT THE PARTICIPANT IS RELYING SOLELY ON SUCH ADVISORS, AND NOT ON ANY STATEMENTS OR

**Table of Contents**

REPRESENTATIONS OF THE COMPANY, OR ANY AFFILIATE THEREOF, OR ANY AGENT OF THE COMPANY OR ANY AFFILIATE THEREOF. THE PARTICIPANT UNDERSTANDS AND AGREES THAT THE PARTICIPANT (AND NOT THE COMPANY) SHALL BE RESPONSIBLE FOR ANY TAX LIABILITY THAT MAY ARISE AS A RESULT OF THE TRANSACTIONS CONTEMPLATED BY THIS AGREEMENT.

10. Failure to Enforce Not a Waiver. The failure of the Company to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.

11. Incorporation of Plan. The Plan is hereby incorporated by reference into, and made a part of, this Agreement, and the Restricted Shares and this Agreement shall be subject to all terms and conditions of the Plan.

12. Amendments; Construction. The Administrator may amend the terms of this Agreement prospectively or retroactively at any time, but no such amendment shall impair the rights of the Participant hereunder without the Participant's consent, except as provided in Sections 5 and 12 of the Plan.

13. Survival of Terms. Except as otherwise expressly provided herein, this Agreement shall be binding upon and inure to the benefit of the Company and its Affiliates, and their respective successors and assigns and the Participant and the Participant's heirs, personal representatives, successors and assigns; provided, however, that nothing contained herein shall be construed as granting the Participant the right to Transfer any of the Restricted Shares, except in accordance with this Agreement and any transferee shall hold the Restricted Shares having only those rights, and being subject to the restrictions, provided for in this Agreement.

14. Rights as a Shareholder. Except as otherwise expressly provided in this Agreement, the Participant will have all of the rights of a shareholder with respect to all of the Restricted Shares (until and unless the Restricted Shares are forfeited), including, without limitation, the right to vote such shares and the right to receive all dividends or other distributions with respect to such Shares, both prior to and after the lapse and removal of the vesting restrictions set forth herein, and, if Shares are ultimately forfeited, prior to such forfeiture. In connection with the payment of any dividends, distributions or other type of payment to the Participant in respect of the Restricted Shares, the Company shall be entitled to deduct any taxes or other amounts required by any governmental authority to be withheld and paid over to such authority for the Participant's account.

15. Agreement Not a Contract for Services. Neither the Plan, the granting of the Restricted Shares, this Agreement nor any other action taken pursuant to the Plan shall constitute or be evidence of any agreement or understanding, express or implied, that the Participant has a right to continue to provide services as an officer, director, employee, consultant or advisor of the Company or any Affiliate thereof for any period of time or at any specific rate of compensation.



**Table of Contents**

16. Authority of the Administrator: Disputes. The Administrator shall have full authority to interpret and construe the terms of the Plan and this Agreement. The determination of the Administrator as to any such matter of interpretation or construction shall be final, binding and conclusive.

17. Acceptance. The Participant hereby acknowledges receipt of a copy of the Plan and this Agreement. The Participant has read and understands the terms and provisions of the Plan and this Agreement, and accepts the Restricted Shares subject to all the terms and conditions of the Plan and this Agreement. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under this Agreement.

18. Miscellaneous.

(a) This Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof and may not be modified or amended except by a written agreement signed by the Company and the Participant. As of the date hereof, this Agreement shall supersede any other agreements or representations, oral or otherwise, express or implied, with respect to the subject matter hereof, which have been made by either party or any Affiliate thereof.

(b) In the event any capital stock of the Company or any other corporation shall be distributed on, with respect to, or in exchange for shares of Stock of the Company as a stock (or share) dividend, stock (or share) split, spin-off, reclassification or recapitalization in connection with any merger, amalgamation, continuation into another jurisdiction or reorganization, the restrictions, rights and options set forth in this Agreement shall apply with respect to such other capital stock to the same extent as they are, or would have been applicable, to the Stock acquired hereunder on, or with respect to, which such other capital stock was distributed.

(c) No waiver of any breach or default hereunder shall be considered valid unless in writing, and no such waiver shall be deemed a waiver of any subsequent breach or default of the same or similar nature. Anything in this Agreement to the contrary notwithstanding, any waiver, consent or other instrument under or pursuant to this Agreement signed by, or binding upon, the Participant shall be valid and binding upon any and all persons or entities (other than the Company and its Affiliates) who may, at any time, have or claim any rights under or pursuant to this Agreement in respect of the Restricted Shares.

(d) Any provision hereof which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. To the fullest extent permitted by applicable law, the parties hereby waive any provision of law which may render any provision hereof prohibited or unenforceable in any respect.

**Table of Contents**

- (e) The obligations of the Company and the Participant under this Agreement which by their nature may require either partial or total performance after the Participant's service with the Company and its Subsidiaries is terminated shall survive such termination of service.
- (f) Should any party to this Agreement be required to commence any litigation concerning any provision of this Agreement or the rights and duties of the parties hereunder, the prevailing party in such proceeding shall be entitled, in addition to such other relief as may be granted, to the reasonable attorneys' fees and court costs incurred by reason of such litigation.
- (g) The Section headings contained herein are for the purposes of convenience only and are not intended to define or limit the contents of said Sections.
- (h) Words in the singular shall be read and construed as though in the plural and words in the plural shall be read and construed as though in the singular in all cases where they would so apply. Words herein of any gender are deemed to include each other gender.
- (i) This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement, and all signatures need not appear on any one counterpart.
- (j) This Agreement shall be governed by and construed in accordance with the law of the State of Delaware, regardless of the law that might be applied under principles of conflict of laws.

*[signature page follows]*

**Table of Contents**

IN WITNESS WHEREOF, the Company and the Participant have duly executed this Agreement as of the date first above written.

KAR AUCTION SERVICES, INC.

By:  
Name:  
Title:

PARTICIPANT

Name  
*[Signature Page to Restricted Share Agreement]*

**Table of Contents**

**EXHIBIT 31.1**

**Certification of Chief Executive Officer**

**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, James P. Hallett, certify that:

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

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

/s/ JAMES P. HALLET  
**James P. Hallett**  
*Chief Executive Officer*  
Date: August 4, 2010

**Table of Contents**

**EXHIBIT 31.2**

**Certification of Chief Financial Officer**

**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Eric M. Loughmiller, certify that:

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

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

/s/ ERIC M. LOUGHMILLER

**Eric M. Loughmiller**

*Executive Vice President and Chief Financial Officer*

Date: August 4, 2010

**Table of Contents**

**EXHIBIT 32.1**

**Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350**

**as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of KAR Auction Services, Inc. (the Company ) for the period ended June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the Report ), I, James P. Hallett, as Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JAMES P. HALLETT  
**James P. Hallett**

*Chief Executive Officer*

Date: August 4, 2010



**Table of Contents**

**EXHIBIT 32.2**

**Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350**

**as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of KAR Auction Services, Inc. (the Company) for the period ended June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Eric M. Loughmiller, as Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ERIC M. LOUGHMILLER  
**Eric M. Loughmiller**

*Executive Vice President and Chief Financial Officer*

Date: August 4, 2010