

INSURANCE AUTO AUCTIONS, INC
Form 424B3
May 07, 2010
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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-166047

PROSPECTUS SUPPLEMENT NO. 1

(to Prospectus dated April 22, 2010)

KAR AUCTION SERVICES, INC.

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

\$450,000,000 8³/₄% 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 March 31, 2010, filed with the Securities and Exchange Commission on May 6, 2010. You should read this Prospectus Supplement No. 1 in connection with the prospectus, dated April 22, 2010. This Prospectus Supplement No. 1 is qualified by reference to the prospectus, except to the extent that the information in this Prospectus Supplement No. 1 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.

May 6, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 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)

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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 April 30, 2010, 134,597,071 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

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KAR Auction Services, Inc.

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

	Three Months Ended March 31,	
	2010	2009
Operating revenues		
ADESA Auction Services	\$ 273.6	\$ 288.3
IAAI Salvage Services	158.8	138.0
AFC	26.0	16.2
Total operating revenues	458.4	442.5
Operating expenses		
Cost of services (exclusive of depreciation and amortization)	256.0	268.9
Selling, general and administrative	95.0	85.8
Depreciation and amortization	43.3	46.0
Total operating expenses	394.3	400.7
Operating profit	64.1	41.8
Interest expense	34.9	46.6
Other (income) expense, net	(2.9)	1.7
Loss on extinguishment of debt	25.3	
Income (loss) before income taxes	6.8	(6.5)
Income taxes	(1.3)	(3.0)
Net income (loss)	\$ 8.1	(\$ 3.5)
Net income (loss) per share basic and diluted	\$ 0.06	(\$ 0.03)

See accompanying Notes to Consolidated Financial Statements

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

	March 31, 2010 <i>(unaudited)</i>	December 31, 2009
Assets		
Current assets		
Cash and cash equivalents	\$ 228.0	\$ 363.9
Restricted cash	10.1	9.3
Trade receivables, net of allowances of \$6.5 and \$6.9	382.2	250.4
Finance receivables, net of allowances	111.5	150.3
Finance receivables securitized, net of allowances	526.6	
Retained interests in finance receivables sold		89.8
Deferred income tax assets	39.9	37.3
Other current assets	52.8	40.9
Total current assets	1,351.1	941.9
Other assets		
Goodwill	1,529.2	1,528.1
Customer relationships, net of accumulated amortization of \$201.1 and \$182.7	739.8	753.3
Other intangible assets, net of accumulated amortization of \$70.4 and \$62.9	264.9	266.8
Unamortized debt issuance costs	51.7	61.6
Other assets	13.7	16.4
Total other assets	2,599.3	2,626.2
Property and equipment, net of accumulated depreciation of \$252.6 and \$233.4	679.1	683.2
Total assets	\$ 4,629.5	\$ 4,251.3

See accompanying Notes to Consolidated Financial Statements

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

	March 31, 2010 <i>(unaudited)</i>	December 31, 2009
Liabilities and Stockholders Equity		
<i>Current liabilities</i>		
Accounts payable	\$ 447.2	\$ 262.7
Accrued employee benefits and compensation expenses	44.2	56.4
Accrued interest	25.9	14.8
Other accrued expenses	78.2	80.2
Income taxes payable	1.8	2.7
Obligations collateralized by finance receivables	433.9	
Current maturities of long-term debt		225.6
Total current liabilities	1,031.2	642.4
<i>Non-current liabilities</i>		
Long-term debt	2,019.0	2,047.3
Deferred income tax liabilities	322.2	328.2
Other liabilities	97.5	91.9
Total non-current liabilities	2,438.7	2,467.4
Commitments and contingencies (Note 12)		
<i>Stockholders equity</i>		
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:		
March 31, 2010: 134,549,543		
December 31, 2009: 134,509,710	1.4	1.4
Additional paid-in capital	1,362.2	1,355.2
Retained deficit	(226.4)	(234.5)
Accumulated other comprehensive income (loss)	22.4	19.4
Total stockholders equity	1,159.6	1,141.5
Total liabilities and stockholders equity	\$ 4,629.5	\$ 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 Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2009	134.5	\$ 1.4	\$ 1,355.2	(\$ 234.5)	\$ 19.4	\$ 1,141.5
Comprehensive income:						
Net income				8.1		8.1
Other comprehensive income (loss), net of tax:						
Unrealized loss on interest rate derivatives					(3.4)	(3.4)
Foreign currency translation					6.4	6.4
Comprehensive income				8.1	3.0	11.1
Issuance of common stock under stock plans			0.2			0.2
Stock-based compensation expense			6.8			6.8
Balance at March 31, 2010	134.5	\$ 1.4	\$ 1,362.2	(\$ 226.4)	\$ 22.4	\$ 1,159.6

See accompanying Notes to Consolidated Financial Statements

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

	Three Months Ended March 31,	
	2010	2009
Operating activities		
Net income (loss)	\$ 8.1	(\$ 3.5)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	43.3	46.0
Provision for credit losses	4.1	0.9
Deferred income taxes	(7.6)	(7.1)
Amortization of debt issuance costs	3.5	3.4
Stock-based compensation	6.8	0.4
Loss on disposal of fixed assets	0.3	
Loss on extinguishment of debt	25.3	
Other non-cash, net	3.6	2.2
Changes in operating assets and liabilities, net of acquisitions:		
Finance receivables held for sale	50.2	24.0
Retained interests in finance receivables sold	89.8	(16.4)
Trade receivables and other assets	(145.1)	(71.7)
Accounts payable and accrued expenses	149.9	66.6
Net cash provided by operating activities		