

ADESA OHIO, LLC  
Form 424B3  
May 13, 2009  
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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-149137

PROSPECTUS SUPPLEMENT NO. 5

(to Prospectus dated August 29, 2008)

**KAR HOLDINGS, INC.**

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

**\$450,000,000 8<sup>3</sup>/<sub>4</sub>% Senior Notes Due 2014**

**\$425,000,000 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, 2009, filed with the Securities and Exchange Commission on May 13, 2009. You should read this Prospectus Supplement No. 5 in connection with the prospectus, dated August 29, 2008, including the prospectus supplements, dated October 15, 2008, November 13, 2008, February 5, 2009 and March 11, 2009. This Prospectus Supplement No. 5 is qualified by reference to the prospectus, including the prospectus supplements dated October 15, 2008, November 13, 2008, February 5, 2009 and March 11, 2009, except to the extent that the information in this Prospectus Supplement No. 5 supersedes the information contained therein.

SEE RISK FACTORS BEGINNING ON PAGE 16 OF THE PROSPECTUS AND UNDER ITEM 1A IN THE ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2008 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 13, 2009

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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, 2009

OR

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

Commission File Number: 333-148847

**KAR Holdings, 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, 2009, 10,685,366 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

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**KAR Holdings, Inc.**

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**PART I**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements****KAR Holdings, Inc.****Consolidated Statements of Operations***(In millions)**(Unaudited)*

	<b>Three Months Ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
Operating revenues		
ADESA Auction Services	<b>\$ 288.3</b>	\$ 285.1
IAAI Salvage Services	<b>138.0</b>	142.1
AFC	<b>16.2</b>	34.9
<b>Total operating revenues</b>	<b>442.5</b>	462.1
Operating expenses		
Cost of services (exclusive of depreciation and amortization)	<b>268.9</b>	265.6
Selling, general and administrative	<b>85.8</b>	95.9
Depreciation and amortization	<b>46.0</b>	47.3
<b>Total operating expenses</b>	<b>400.7</b>	408.8
<b>Operating profit</b>	<b>41.8</b>	53.3
Interest expense	<b>46.6</b>	57.6
Other expense, net	<b>1.7</b>	2.6
<b>Loss before income taxes</b>	<b>(6.5)</b>	(6.9)
Income taxes	<b>(3.0)</b>	(3.7)
<b>Net loss</b>	<b>(\$3.5)</b>	(\$3.2)

See accompanying Notes to Consolidated Financial Statements

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

	<b>March 31, 2009</b>	<b>December 31, 2008</b>
	<i>(Unaudited)</i>	
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 196.5	\$ 158.4
Restricted cash	12.8	15.9
Trade receivables, net of allowances of \$10.1 and \$10.8	359.4	285.7
Finance receivables, net of allowances of \$6.5 and \$6.3	128.3	158.9
Retained interests in finance receivables sold	59.8	43.4
Deferred income tax assets	40.3	43.2
Other current assets	46.4	47.2
Total current assets	843.5	752.7
<b>Other assets</b>		
Goodwill	1,524.4	1,524.7
Customer relationships, net of accumulated amortization of \$127.7 and \$111.4	785.4	805.8
Other intangible assets, net of accumulated amortization of \$43.4 and \$37.9	264.3	264.7
Unamortized debt issuance costs	66.0	69.4
Other assets	17.6	18.6
Total other assets	2,657.7	2,683.2
Property and equipment, net of accumulated depreciation of \$176.7 and \$153.6	707.3	721.7
Total assets	\$ 4,208.5	\$ 4,157.6

See accompanying Notes to Consolidated Financial Statements

**Table of Contents****KAR Holdings, Inc.****Consolidated Balance Sheets***(In millions, except share and par value data)*

	March 31, 2009 <i>(Unaudited)</i>	December 31, 2008
<b>Liabilities and Stockholders Equity</b>		
<b><i>Current liabilities</i></b>		
Accounts payable	\$ 348.3	\$ 283.4
Accrued employee benefits and compensation expenses	42.6	42.4
Accrued interest	35.2	15.4
Other accrued expenses	81.5	102.7
Current maturities of long-term debt		4.5
Total current liabilities	507.6	448.4
<b><i>Non-current liabilities</i></b>		
Long-term debt	2,522.9	2,522.9
Deferred income tax liabilities	327.5	335.8
Other liabilities	117.6	99.8
Total non-current liabilities	2,968.0	2,958.5
Commitments and contingencies (Note 10)		
<b><i>Stockholders equity</i></b>		
Preferred stock, \$0.01 par value:		
Authorized shares: 5,000,000		
Issued shares: none		
Common stock, \$0.01 par value:		
Authorized shares: 20,000,000		
Issued shares: 10,685,366 (2009 and 2008)	0.1	0.1
Additional paid-in capital	1,018.0	1,029.8
Retained deficit	(261.2)	(257.7)
Accumulated other comprehensive loss	(24.0)	(21.5)
Total stockholders equity	732.9	750.7
Total liabilities and stockholders equity	\$ 4,208.5	\$ 4,157.6

See accompanying Notes to Consolidated Financial Statements

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

	<b>Common Stock Shares</b>	<b>Common Stock Amount</b>	<b>Additional Paid-In Capital</b>	<b>Retained Deficit</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Total</b>
Balance at December 31, 2008	10.7	\$ 0.1	\$ 1,029.8	(\$ 257.7)	(\$ 21.5)	\$ 750.7
Comprehensive loss:						
Net loss				(3.5)		(3.5)
Other comprehensive income (loss), net of tax:						
Unrealized gain on interest rate swap					5.1	5.1
Foreign currency translation					(7.6)	(7.6)
Comprehensive loss				(3.5)	(2.5)	(6.0)
Reclassification of options from equity to liability			(11.8)			(11.8)
<b>Balance at March 31, 2009</b>	<b>10.7</b>	<b>\$ 0.1</b>	<b>\$ 1,018.0</b>	<b>(\$ 261.2)</b>	<b>(\$ 24.0)</b>	<b>\$ 732.9</b>

See accompanying Notes to Consolidated Financial Statements



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

	<b>Three Months Ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Operating activities</b>		
Net loss	(\$3.5)	(\$3.2)
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>		
Depreciation and amortization	46.0	47.3
Provision for credit losses	0.9	2.9
Deferred income taxes	(7.1)	(7.5)
Amortization of debt issuance costs	3.4	3.4
Stock-based compensation	0.4	1.1
Other non-cash, net	2.2	1.8
<b>Changes in operating assets and liabilities, net of acquisitions:</b>		
Finance receivables held for sale	24.0	19.5
Retained interests in finance receivables sold	(16.4)	(5.5)
Trade receivables and other assets	(71.7)	(104.6)
Accounts payable and accrued expenses	66.6	65.3
<b>Net cash provided by operating activities</b>	<b>44.8</b>	<b>20.5</b>
<b>Investing activities</b>		
Net decrease in finance receivables held for investment	4.1	3.1
Acquisition of businesses, net of cash acquired	(3.3)	(122.5)
Purchases of property, equipment and computer software	(12.1)	(20.5)
Proceeds from the sale of property and equipment	0.1	
Decrease (increase) in restricted cash	3.1	(2.7)
<b>Net cash used by investing activities</b>	<b>(8.1)</b>	<b>(142.6)</b>
<b>Financing activities</b>		
Net increase in book overdrafts	7.0	70.5
Net (decrease) increase in borrowings from lines of credit	(4.5)	27.7
Payments for debt issuance costs		(0.5)
Payments on long-term debt		(3.9)
Payments on capital leases	(0.8)	
<b>Net cash provided by financing activities</b>	<b>1.7</b>	<b>93.8</b>
Effect of exchange rate changes on cash	(0.3)	(1.9)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>38.1</b>	<b>(30.2)</b>
Cash and cash equivalents at beginning of period	158.4	