

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

_____)	
FEDERAL TRADE COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Docket No. 1:08-cv-2043-RMC
)	
CCC HOLDINGS INC., and AURORA)	
EQUITY PARTNERS, III L.P.,)	
)	
Defendants.)	
_____)	

**ANSWER OF DEFENDANT AURORA EQUITY PARTNERS III, L.P. TO THE
FEDERAL TRADE COMMISSION’S COMPLAINT FOR TEMPORARY
RESTRAINING ORDER AND PRELIMINARY INJUNCTION PURSUANT TO
SECTION 13(b) OF THE FEDERAL TRADE COMMISSION ACT**

Defendant Aurora Equity Partners III, L.P. (“Aurora”), by counsel, hereby answers the Complaint for Temporary Restraining Order and Preliminary Injunction (“Complaint”) filed by the Federal Trade Commission (“FTC”) as follows:

NATURE OF THE CASE

1. Aurora admits that absent Court action, defendants may merge after December 3, 2008. In all other respects, the allegations contained in Paragraph 1 are denied.
2. The allegations regarding CCC Holdings and CCC Information Services, Inc. (“CCC”), including the products and services sold by CCC, relate to an entity other than Aurora, and Aurora is without knowledge or information sufficient to form a belief as to the truth of these allegations. The allegations are therefore denied. Aurora admits that it is the parent

entity of Mitchell and that it sells, among other things, computer software and data services used by automobile repair shops and similar software and services used by insurance companies to estimate vehicle repair costs and to value “total loss” claims. The remaining allegation regarding the mandates of state insurance laws and whether an insurer must declare a vehicle a total loss are legal conclusions to which no response is required. To the extent a response to this allegation is required, the allegation is denied.

3. Aurora admits that the Commission filed an administrative complaint on November 25, 2008 (the “Administrative Complaint”). The Administrative Complaint speaks for itself. Aurora further admits that an administrative hearing is scheduled to begin on March 31, 2009. In all other respects, the allegations contained in Paragraph 3 are denied.

4. Aurora denies the allegations contained in Paragraph 4.

JURISDICTION AND VENUE

5. The allegations contained in Paragraph 5 are legal conclusions to which no response is required. To the extent a response is required, the allegations contained in Paragraph 5 are denied.

6. The allegations contained in Paragraph 6 are legal conclusions to which no response is required. To the extent a response is required, the allegations contained in Paragraph 6 are denied.

7. Aurora admits that the language quoted is excerpted from part of Section 13(b) of the FTC Act, 15 U.S.C. 53(b) (“Section 13(b)"). Section 13(b) speaks for itself.

THE PARTIES

8. Aurora admits the allegations contained in Paragraph 8.

9. The allegations in Paragraph 9 relate to an entity other than Aurora, and Aurora is without knowledge or information sufficient to form a belief as to the truth of these allegations. The allegations are therefore denied.

10. Aurora admits that it is a limited partnership, existing and doing business at 10877 Wilshire Boulevard, Suite 2100, Los Angeles, California 90025. In all other respects, the allegations contained in Paragraph 10 are denied. Aurora is not in the estimatics or total loss valuation systems business.

THE MERGER

11. Aurora admits that CCC and Mitchell entered into a Restructuring Agreement, dated April 2, 2008. The Restructuring Agreement speaks for itself. In all other respects, the allegations contained in Paragraph 11 are denied.

12. Aurora admits the allegations contained in Paragraph 12.

13. With respect to the allegations in Paragraph 13 regarding Section 7 of the Clayton Act, 15 U.S.C. § 18 and Section 5 of the FTC Act, 15 U.S.C. § 45, these Sections speak for themselves. In all other respects, the allegations in Paragraph 13 relate to the actions of an entity other than Aurora, and Aurora is without knowledge or information sufficient to form a belief as to the truth of these allegations.

14. The allegations in Paragraph 14 relate to the actions of an entity other than Aurora, and Aurora is without knowledge or information sufficient to form a belief as to the truth of these allegations.

AFFECTED MARKETS

15. Aurora admits that estimatics and TLV systems are produced throughout the world. In all other respects, the allegations contained in Paragraph 15 and each of its subparts are denied.

16. Aurora admits that components of estimatics products may be an estimating database and an estimating tool. In all other respects, the allegations contained in Paragraph 16 are denied.

17. Aurora admits that TLV systems are one method of determining replacement values of vehicles. Aurora further admits that components of TLV systems may be a database containing vehicle sales information and application software that accesses the database and calculates the value. The allegation in Paragraph 17 regarding when under state law a vehicle must be declared a total loss for insurance purposes is a legal conclusion to which no response is required. To the extent a response is required, these allegations are denied. In all other respects, the allegations contained in Paragraph 17 are denied.

18. Aurora denies the allegations contained in Paragraph 18.

19. Aurora denies the allegations contained in Paragraph 19.

20. Aurora denies the allegations contained in Paragraph 20.

ANTICOMPETITIVE EFFECTS

21. Aurora denies the allegations contained in Paragraph 21.

22. Aurora denies the allegations contained in Paragraph 22.

23. Aurora denies the allegations contained in Paragraph 23.

24. Aurora denies the allegations contained in Paragraph 24.

ENTRY BARRIERS

25. Aurora denies the allegations contained in Paragraph 25.

**LIKELIHOOD OF SUCCESS ON THE MERITS,
BALANCE OF EQUITIES, AND NEED FOR RELIEF**

26. The allegations contained in Paragraph 26 are legal conclusions to which no response is required. To the extent a response is required, the allegations contained in Paragraph 26 are denied.

27. Aurora denies the allegations contained in Paragraph 27.

28. Aurora denies the allegations contained in Paragraph 28 and each of its subparts.

29. Aurora denies the allegations contained in Paragraph 29.

30. Aurora denies the allegations contained in Paragraph 30.

REQUEST FOR RELIEF

1. Aurora denies that the relief requested in Paragraph 1 on page 8 of the Complaint is justified by fact, law, or in equity.

2. Aurora denies that the relief requested in Paragraph 2 on page 9 of the Complaint is justified by fact, law, or in equity.

3. Aurora denies that the relief requested in Paragraph 3 on page 9 of the Complaint is justified by fact, law, or in equity.

FIRST AFFIRMATIVE DEFENSE

The Complaint fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

The contemplated relief would not be in the public interest.

OTHER AFFIRMATIVE DEFENSES

Aurora reserves the right to assert any other defenses as discovery proceeds.

WHEREFORE, Aurora respectfully requests that the Court (i) deny the FTC's contemplated relief, (ii) dismiss the Complaint in its entirety with prejudice, (iii) award Aurora its costs of suit, including attorneys' fees, and (iv) award such other and further relief as the court may deem proper.

Dated: December 19, 2008

Respectfully submitted,

/s/ Darren S. Tucker
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CERTIFICATE OF SERVICE

I hereby certify that on December 19, 2008, I electronically filed the foregoing Motion for Admission *Pro Hac Vice* with the Court using the CM/ECF system, which will send notification of such filing to the following counsel of record in this matter who are registered on the CM/ECF.

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