

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 CCC HOLDINGS INC. 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 CCC Holdings Inc. (“CCC Holdings”), 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. CCC Holdings 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 Aurora Equity Partners III, L.P. and Mitchell International, Inc. ("Mitchell"), including the products and services sold by Mitchell, relate to an entity other than CCC Holdings, and CCC Holdings is without knowledge or information sufficient to form a belief as to the truth of these allegations. The allegations are therefore

denied. CCC Holdings admits that it is the parent entity of CCC Information Services, Inc. ("CCC"), 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. CCC Holdings admits that the Commission filed an administrative complaint on November 25, 2008 (the "Administrative Complaint"). The Administrative Complaint speaks for itself. CCC Holdings 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. CCC Holdings 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. CCC Holdings 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. CCC Holdings admits the allegations contained in Paragraph 8.

9. CCC Holdings admits the allegations contained in Paragraph 9.

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

### **THE MERGER**

11. CCC Holdings 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. CCC Holdings 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 CCC Holdings, and CCC Holdings 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 CCC Holdings, and CCC Holdings is without knowledge or information sufficient to form a belief as to the truth of these allegations.

### **AFFECTED MARKETS**

15. CCC Holdings 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. CCC Holdings 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. CCC Holdings admits that TLV systems are one method of determining replacement values of vehicles. CCC Holdings 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. CCC Holdings denies the allegations contained in Paragraph 18.

19. CCC Holdings denies the allegations contained in Paragraph 19.

20. CCC Holdings denies the allegations contained in Paragraph 20.

#### **ANTICOMPETITIVE EFFECTS**

21. CCC Holdings denies the allegations contained in Paragraph 21.

22. CCC Holdings denies the allegations contained in Paragraph 22.

23. CCC Holdings denies the allegations contained in Paragraph 23.

24. CCC Holdings denies the allegations contained in Paragraph 24.

#### **ENTRY BARRIERS**

25. CCC Holdings 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. CCC Holdings denies the allegations contained in Paragraph 27.

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

29. CCC Holdings denies the allegations contained in Paragraph 29.

30. CCC Holdings denies the allegations contained in Paragraph 30.

#### **REQUEST FOR RELIEF**

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

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

3. CCC Holdings 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 and the equities favor consummation of the proposed merger.

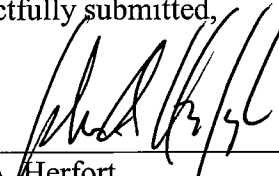
#### **OTHER AFFIRMATIVE DEFENSES**

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

December 19, 2008

Respectfully submitted,

By:



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