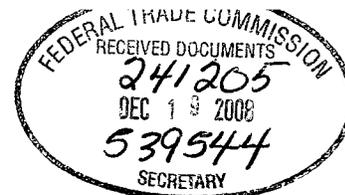


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0810155

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: William E. Kovacic, Chairman
Pamela Jones Harbour
Jon Leibowitz
J. Thomas Rosch

PUBLIC

_____)	
In the matter of)	
)	
CCC Holdings Inc.,)	
a corporation,)	
)	Docket No. 9334
and)	
)	
Aurora Equity Partners III L.P.,)	
a limited partnership.)	
_____)	

**ANSWER OF DEFENDANT AURORA EQUITY PARTNERS III, L.P. TO THE
FEDERAL TRADE COMMISSION'S ADMINISTRATIVE COMPLAINT**

Defendant Aurora Equity Partners III, L.P. ("Aurora"), by counsel, hereby answers the Administrative Complaint ("Complaint") filed by the Federal Trade Commission ("FTC") as follows:

SUMMARY

1. Aurora admits that CCC Information Services Inc. ("CCC"), and Mitchell International, Inc. ("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 1 are denied.

2. Aurora admits that components of estimatics products may be an electronic database of automobile parts prices and repair labor times ("estimating database) and an estimating software application ("estimating tool"). In all other respects, the allegations contained in Paragraph 2 are denied.

3. Aurora admits that insurance companies can use total loss valuation products in conjunction with estimatics and other workflow systems in the claims process. The allegations

regarding the mandates of state regulations and whether certain products are acceptable under insurance regulations are legal conclusions to which no response is required. To the extent that a response is required to the allegations regarding the mandates of state regulations and whether certain products are acceptable under insurance regulations, these allegations are denied. In all other respects, the allegations contained in Paragraph 3 are denied.

4. Aurora admits that CCC, Mitchell, and Audatex North America, Inc. (“Audatex”) provide estimatics and total loss valuation products. In all other respects, the allegations contained in Paragraph 4 are denied.

PARTIES AND JURISDICTION

5. The allegations contained in Paragraph 5 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.

6. The allegations contained in Paragraph 6 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.

7. The allegations contained in Paragraph 7 are legal conclusions to which no response is required. To the extent a response is required, the allegations contained in Paragraph 7 are denied.

8. Aurora admits the allegations contained in Paragraph 8.

9. Aurora admits the allegations contained in Paragraph 9. Aurora is not in the estimatics or total loss valuation systems business.

10. The allegations contained in Paragraph 10 are legal conclusions to which no response is required. To the extent a response is required, the allegations contained in Paragraph 10 are denied.

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.

RELEVANT PRODUCT MARKETS

12. Aurora denies the allegations contained in Paragraph 12.

13. 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 13 are denied.

14. Aurora 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. In all other respects, the allegations contained in Paragraph 14 are denied.

GEOGRAPHIC MARKET

15. Aurora admits the allegations contained in Paragraph 15.

16. Aurora denies the allegations contained in Paragraph 16.

ANTICOMPETITIVE EFFECTS

17. Aurora denies the allegations contained in Paragraph 17 and each of its subparts.

ENTRY

18. Aurora denies the allegations contained in Paragraph 18.

19. Aurora denies the allegations contained in Paragraph 19.

VIOLATIONS

COUNT I - ILLEGAL MERGER

20. Except as where specifically admitted above, the allegations contained in Paragraphs 1-19 of the Complaint are denied.

21. Aurora denies the allegations contained in Paragraph 21.

COUNT II - ILLEGAL MERGER AGREEMENT

22. Except as where specifically admitted above, the allegations contained Paragraphs 1-19 of the Complaint are denied.

23. Aurora denies the allegations contained in Paragraph 23.

NOTICE OF CONTEMPLATED RELIEF

24. Aurora denies that any of the relief set forth in the Complaint's Notice of Contemplated Relief, or the subparts thereto, are 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.

Respectfully submitted,


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Washington, D.C. 20006-4001
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CERTIFICATE OF SERVICE

I hereby certify that on December 19, 2008, I filed an original and two paper copies of the foregoing Notice of Appearance with the Office of the Secretary of the Federal Trade Commission, Room H-135, 600 Pennsylvania Avenue, NW, Washington, DC 20580, emailed a copy of the foregoing to secretary@ftc.gov, and personally served paper copies on the following individuals and/or their offices:

Donald S. Clark
Secretary of the Commission
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Room H-172
Washington, D.C. 20580

The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Room H-106
Washington, D.C. 20580

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Darren S. Tucker