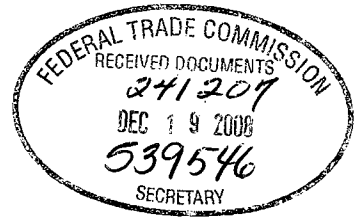


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



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

In the matter of)
)
)
CCC Holdings Inc.,)
a corporation,)
)
)
and)
)
Aurora Equity Partners III L.P.,)
a limited partnership.)
)
)
_____)

Docket No. 9334

ANSWER OF DEFENDANT CCC HOLDINGS INC. TO THE FEDERAL TRADE COMMISSION'S ADMINISTRATIVE COMPLAINT

Defendant CCC Holdings Inc. ("CCC Holdings"), by counsel, hereby answers the Administrative Complaint ("Complaint") filed by the Federal Trade Commission ("FTC") as follows:

SUMMARY

1. CCC Holdings 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. CCC Holdings 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. CCC Holdings 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. CCC Holdings 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. CCC Holdings admits the allegations contained in Paragraph 5.

6. CCC Holdings admits the allegations contained in Paragraph 5.

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. The allegations contained in Paragraph 8 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.

9. The allegations contained 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.

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. 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.

RELEVANT PRODUCT MARKETS

12. CCC Holdings denies the allegations contained in Paragraph 12.

13. 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 13 are denied.

14. CCC Holdings 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. CCC Holdings admits the allegations contained in Paragraph 15.

16. CCC Holdings denies the allegations contained in Paragraph 16.

ANTICOMPETITIVE EFFECTS

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

ENTRY

18. CCC Holdings denies the allegations contained in Paragraph 18.

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

NOTICE OF CONTEMPLATED RELIEF

24. CCC Holdings 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

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

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:

JAV

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Richie Falek

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Attorneys for Defendant
CCC HOLDINGS INC.

CERTIFICATE OF SERVICE

I CERTIFY that on December 19, 2008, I filed an original and two paper copies of the foregoing Answer of Defendant CCC Holdings Inc. to the Federal Trade Commission's Administrative Complaint 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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Assistant Director for Plaintiff Federal Trade Commission

I FURTHER CERTIFY that on such date I served the attached on the following counsel by electronic mail.

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Michael E. Antalics, Esq.
Darren S. Tucker, Esq.

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John A. Herfort, Esq.