ADVANCE STORES CO INC
Form 424B5
January 11, 2012

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Registration No. 333-166291

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, as amended, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED JANUARY 11, 2012

Preliminary Prospectus Supplement

(To Prospectus dated April 26, 2010)

$

Advance Auto Parts, Inc.

% Notes due

We are offering $ aggregate principal amount of notes. The notes will bear interest at the rate of % per year. Interest will be payable semi-annually on and of each year, commencing on . The notes will mature on . We may redeem some or all of the notes at any time or from time to time before maturity at the applicable redemption price discussed under the caption Description of Notes Optional Redemption. If a change of control triggering event, as described herein, occurs, unless we have exercised our option to redeem the notes, holders of the notes may require us to offer to repurchase the notes at the price described in this prospectus supplement under the caption Description of Notes Change of Control.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The notes initially will be guaranteed on a senior unsecured basis by certain of our domestic subsidiaries as described in this prospectus supplement under the caption Description of Notes Subsidiary Guarantees.

We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated dealer quotation system. Currently, there is no public market for the notes.

Investing in our notes involves risk. Please see the section entitled Risk Factors beginning on page 10 of our Annual Report on Form 10-K for the year ended January 1, 2011 and in this prospectus supplement beginning on page S-7 and the accompanying prospectus beginning on page 4.

	Per Note	Total
Public offering price (1)	%	$

Underwriting discount	%	$
Proceeds, before expenses, to us	%	$

(1) Plus accrued interest, if any, from , if settlement occurs after such date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to distribute the notes in book-entry form through the facilities of The Depository Trust Company and its direct and indirect participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about ..

Joint Book-Running Managers

BofA Merrill Lynch **J.P. Morgan**

SunTrust Robinson Humphrey **Wells Fargo Securities**

, 2012

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You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We and the underwriters have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The information in this prospectus supplement, the accompanying prospectus, any free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are each part of an automatic shelf registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 of the Securities Act of 1933, as amended, or the Securities Act. Under the shelf registration process, we may from time to time, offer and sell to the public any or all of the securities described in the registration statement in one or more offerings. This document is in two parts. The first part, which is this prospectus supplement, describes the specific terms of this offering and other matters relating to us and the notes we are offering. The second part, which is the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes offered by this prospectus supplement. Generally when we refer to the prospectus, we are referring to both parts combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference therein, on the other hand, you should rely on the information contained in this prospectus supplement.

We and the underwriters have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy our securities, nor do this prospectus supplement and the accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy our securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus is delivered or the notes offered hereby are sold on a later date.

Information that we file with the SEC subsequent to the date on the cover of this prospectus supplement will automatically update and supersede the information contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference the documents listed in the Incorporation of Certain Documents by Reference section included elsewhere herein and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, other than any portions of the respective filings that were furnished under applicable SEC rules, until we issue all of the securities offered pursuant to this prospectus supplement and the accompanying prospectus.

Unless otherwise indicated, the terms Issuer and Advance refers solely to Advance Auto Parts, Inc. and we, us and our refer to Advance Aut Parts, Inc. and its consolidated subsidiaries. Our fiscal year consists of 52 or 53 weeks ending on the Saturday nearest to December 31. All fiscal years presented are 52 weeks, with the exception of fiscal 2008 which consisted of 53 weeks.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights material information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the prospectus but does not contain all of the information you need to consider in making your decision to invest in the notes. This summary is qualified in its entirety by the more detailed information and consolidated financial statements and notes thereto included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. You should read carefully this entire prospectus supplement and the accompanying prospectus and should consider, among other things, the matters set forth in the section entitled Risk Factors before deciding to invest in the notes.

Our Company

We are a leading specialty retailer of automotive aftermarket parts, accessories, batteries and maintenance items primarily operating within the United States. Our stores carry an extensive product line for cars, vans, sport utility vehicles and light trucks. We serve both do-it-yourself, or DIY, and do-it-for-me, or Commercial, customers. Our Commercial customers consist primarily of delivery customers for whom we deliver product from our store locations to our Commercial customers places of business, including independent garages, service stations and auto dealers. At October 8, 2011, we operated a total of 3,645 stores.

We operate in two reportable segments: Advance Auto Parts, or AAP, and Autopart International, Inc., or AI. The AAP segment is comprised of our store operations within the Northeastern, Southeastern and Midwestern regions of the United States, Puerto Rico and the Virgin Islands which operate under the trade names Advance Auto Parts, Advance Discount Auto Parts and Western Auto. At October 8, 2011, we operated 3,442 stores in the AAP segment. Our AAP stores offer a broad selection of brand name and proprietary automotive replacement parts, batteries, accessories and maintenance items for domestic and imported cars and light trucks. The AAP segment also includes our e-commerce operations. We provide our customers online shopping at www.AdvanceAutoParts.com and access to much of the same product carried in our stores as well as other product offerings and services. Our DIY customers can pick up online orders at a conveniently located store or have their purchases shipped directly to their home or business. Our website provides our Commercial customers an opportunity to conveniently place their orders online.

At October 8, 2011, we operated 203 stores in the AI segment under the Autopart International trade name. AI primarily serves the Commercial market, with an emphasis on parts for imported cars, from its store locations in the Northeastern and Mid-Atlantic regions of the United States and Florida. In addition, its North American Sales Division services warehouse distributors and jobbers throughout North America.

Risks Facing our Company

Our business is subject to numerous risks. You should consider carefully the information set forth in the section entitled Risk Factors beginning on page S-7 of this prospectus supplement and all other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in the notes.

Advance is a Delaware corporation and the address of its principal executive offices is 5008 Airport Road, Roanoke, Virginia 24012. Our telephone number is (540) 362-4911 and our website is *www.AdvanceAutoParts.com*. Please note that any references to *www.AdvanceAutoParts.com* in this prospectus supplement or the accompanying prospectus are inactive textual references only and that the information on our website is neither incorporated by reference into this prospectus supplement or the accompanying prospectus nor intended to be used in connection with this offering.

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The Offering

Issuer	Advance Auto Parts, Inc.
Securities Offered	$ aggregate principal amount of % Notes due .
Maturity	The notes will mature on .
Interest Rate	The notes will bear interest at a rate of % per year.
Interest Payment Dates	Interest on the notes will be payable on and of each year, commencing on . Interest will accrue from the issue date of the notes.
Guarantors	The notes initially will be fully and unconditionally guaranteed, jointly and severally, on an unsubordinated and unsecured basis by certain of our domestic subsidiaries. We will be permitted to release guarantees without the consent of holders of the notes under the circumstances described in Description of Notes Subsidiary Guarantees.
Optional Redemption	The notes may be redeemed in whole at any time or in part from time to time prior to (three months prior to the maturity date of the notes), at our option, at the redemption price described under the heading Description of Notes Optional Redemption in this prospectus supplement, plus any accrued and unpaid interest on the notes being redeemed to the redemption date. The notes may be redeemed in whole at any time or in part from time to time on or after (three months prior to the maturity date of the notes), at our option, at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus any accrued and unpaid interest on the notes being redeemed to the redemption date.
Change of Control Offer	In the event of a Change of Control Triggering Event as described herein, we will be required to offer to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the repurchase date. See Description of Notes Change of Control.
Ranking	The notes will be:
	unsubordinated and unsecured obligations of Advance,
	effectively subordinated to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness,

structurally subordinated to any indebtedness of any of our subsidiaries that do not guarantee the notes,

pari passu with all our existing and future unsubordinated indebtedness, and

senior in right of payment to all our existing and future subordinated indebtedness.

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With respect to each subsidiary guarantor, the subsidiary guarantee will be:

- an unsubordinated and unsecured obligation of such subsidiary guarantor,
- effectively subordinated to any secured indebtedness of such subsidiary guarantor to the extent of the value of the assets securing such indebtedness,
- structurally subordinated to any indebtedness of any subsidiaries of such subsidiary guarantor that do not guarantee the notes,
- pari passu with such subsidiary guarantor s existing and future unsubordinated indebtedness, and
- senior in right of payment to such subsidiary guarantor s existing and future subordinated indebtedness.

As of October 8, 2011, after giving effect to this offering and the application of the net proceeds thereof as described under Use of Proceeds in this prospectus supplement as well as the guarantee by the subsidiary guarantors of our $750 million unsecured five-year revolving credit facility, or revolving credit facility, with our wholly-owned subsidiary, Advance Stores Company, Incorporated, or Stores, serving as the borrower, our total outstanding consolidated debt, including our subsidiaries but excluding unused commitments, was approximately $ million, approximately $ million of which represents the notes and approximately $ million of which represents Advance s other indebtedness.

As of October 8, 2011, after giving effect to this offering and the application of the net proceeds thereof as described under Use of Proceeds in this prospectus supplement as well as the guarantee by the subsidiary guarantors of our revolving credit facility, our subsidiary guarantors had debt outstanding of approximately $ million, excluding the guarantee of the notes and unused commitments.

Covenants

The indenture contains covenants that, among other things, restrict our ability to:

- incur debt secured by liens; and
- enter into sale and leaseback transactions.

These covenants are, however, subject to significant exceptions. See Description of Notes Certain Covenants.

Further Issues of Notes	We may, from time to time, without notice to or the consent of the holders of the notes, issue additional notes and create and issue additional series of debt securities having the same terms as and ranking equally and ratably with the notes in all respects, as described under Description of Notes Further Issuances of Notes.

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Form and Denomination	The notes will be issued only in registered form without coupons in minimum denominations of $2,000 and only integral multiples of $1,000 above that amount.
Book-Entry Form	The notes will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, The Depository Trust Company, or DTC, and registered in the name of Cede & Co., DTC s nominee. Beneficial interests in the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee; and these interests may not be exchanged for certificated notes, except in limited circumstances. See Description of Notes Book-Entry Procedures.
Use of Proceeds	We intend to use the net proceeds from this offering to repay indebtedness, which may include the repayment of amounts outstanding under our revolving credit facility, and for general corporate purposes. For more information, see Use of Proceeds in this prospectus supplement.
Conflicts of Interest	We intend to use the net proceeds of this offering to repay indebtedness owed by us under our revolving credit facility and for general corporate purposes. Affiliates of certain of the underwriters who are lenders under the revolving credit facility may receive 5% or more of the proceeds from this offering. Because the notes are investment grade rated as defined in Rule 5121 of the Financial Industry Regulatory Authority, Inc., or FINRA, a qualified independent underwriter is not required. However, no underwriter having a conflict of interest under FINRA Rule 5121 will confirm sales to any account over which the underwriter exercises discretionary authority without the specific written approval of the accountholder. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121. See Use of Proceeds and Underwriting Conflicts of Interest in this prospectus supplement.
No Listing	We do not intend to list the notes on any securities exchange.
Trustee	Wells Fargo Bank, National Association.
Risk Factors	You should carefully consider all of the information in this prospectus supplement and the accompanying prospectus. See Risk Factors in this prospectus supplement, and Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 1, 2011, which is incorporated herein by reference. See also Special Note Regarding Forward-Looking Statements in this prospectus supplement.

For a complete description of the terms of the notes, see Description of Notes.

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Summary Historical Consolidated Financial and Other Data

The following table sets forth our summary historical consolidated statement of operations, balance sheet and other operating data. Included in this table are key metrics and operating results used to measure our financial progress. The summary historical consolidated financial and other data at January 1, 2011 and January 2, 2010 and for the three years ended January 1, 2011 have been derived from our audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended January 1, 2011 filed with the SEC on March 1, 2011, which is incorporated herein by reference. The summary historical consolidated financial and other data at January 3, 2009, December 29, 2007 and December 30, 2006 and for the years ended December 29, 2007 and December 30, 2006 have been derived from our audited consolidated financial statements and the related notes which are not incorporated herein by reference. The summary historical consolidated financial and other data at October 8, 2011 and October 9, 2010 and for the forty weeks ended October 8, 2011 and October 9, 2010 have been derived from our unaudited consolidated financial statements and the related notes included in our Quarterly Report on Form 10-Q for the quarterly period ended October 8, 2011 filed with the SEC on November 16, 2011, which is incorporated herein by reference. You should read this data along with Management s Discussion and Analysis of Financial Condition and Results of Operations, and our consolidated financial statements which are included in our Annual Report on Form 10-K for the fiscal year ended January 1, 2011 and our Quarterly Report on Form 10-Q for the quarterly period ended October 8, 2011.

	Forty Weeks Ended		Fiscal Year [1]				
	Q3 2011	Q3 2010	2010	2009	2008	2007	2006
	(in thousands, except per share data, store data and ratios)						
Statement of Operations Data:							
Net sales	$ 4,842,890	$ 4,655,073	$ 5,925,203	$ 5,412,623	$ 5,142,255	$ 4,844,404	$ 4,616,503
Cost of sales [2]	2,424,338	2,321,243	2,963,888	2,768,397	2,743,131	2,585,665	2,472,203
Gross profit	2,418,552	2,333,830	2,961,315	2,644,226	2,399,124	2,258,739	2,144,300
Selling, general and administrative expenses	1,865,828	1,832,834	2,376,382	2,189,841	1,984,197	1,842,310	1,740,950
Operating income	552,724	500,996	584,933	454,385	414,927	416,429	403,350
Interest expense	(25,876)	(20,134)	(26,861)	(23,337)	(33,729)	(34,809)	(35,992)
Gain on extinguishment of debt							986
Other income (expense), net	(771)	(1,471)	(1,017)	607	(506)	1,014	1,571
Income before provision for income taxes	526,077	479,391	557,055	431,655	380,692	382,634	369,915
Income tax expense	197,834	181,451	211,002	161,282	142,654	144,317	138,597
Net income	328,243	297,940	346,053	270,373	238,038	238,317	231,318
Per Share Data:							
Net income per basic share	$ 4.27	$ 3.41	$ 4.00	$ 2.85	$ 2.51	$ 2.29	$ 2.18
Net income per diluted share	$ 4.19	$ 3.37	$ 3.95	$ 2.83	$ 2.49	$ 2.28	$ 2.16
Cash dividends declared per basic share	$ 0.18	$ 0.18	$ 0.24	$ 0.24	$ 0.24	$ 0.24	$ 0.24
Weighted average basic shares outstanding	76,595	87,011	86,082	94,459	94,655	103,826	106,129
Weighted average diluted shares outstanding	78,058	87,953	87,155	95,113	95,205	104,637	107,124
Cash flows provided by (used in):							
Operating activities	$ 610,982	$ 596,494	$ 666,159	$ 699,690	$ 478,739	$ 410,542	$ 333,604
Investing activities	(224,561)	(146,961)	(199,350)	(185,539)	(181,609)	(202,143)	(258,642)
Financing activities	(379,701)	(355,049)	(507,618)	(451,491)	(274,426)	(204,873)	(104,617)
Balance Sheet and Other Financial Data:							
Cash and cash equivalents	$ 65,929	$ 194,502	$ 59,209	$ 100,018	$ 37,358	$ 14,654	$ 11,128
Inventory	$ 2,109,721	$ 1,839,498	$ 1,863,870	$ 1,631,867	$ 1,623,088	$ 1,529,469	$ 1,463,340
Inventory turnover [3][12]	1.55	1.67	1.70	1.70	1.74	1.73	1.75
Inventory per store [4]	$ 579	$ 520	$ 523	$ 477	$ 482	$ 469	$ 475
Accounts payable to inventory ratio [5]	75.2%	71.0%	71.0%	61.2%	57.2%	55.1%	53.2%
Net working capital [6]	$ 268,494	$ 373,798	$ 276,222	$ 421,591	$ 442,632	$ 456,897	$ 498,553

Capital expenditures	$ 207,505	$ 147,158	$ 199,585	$ 192,934	$ 184,986	$ 210,600	$ 258,586
Total assets	$ 3,678,068	$ 3,394,325	$ 3,354,217	$ 3,072,963	$ 2,964,065	$ 2,805,566	$ 2,682,681
Total debt	$ 600,387	$ 302,219	$ 301,824	$ 204,271	$ 456,164	$ 505,672	$ 477,240
Total net debt [7]	$ 534,457	$ 102,809	$ 252,171	$ 113,781	$ 439,394	$ 521,018	$ 500,318
Total stockholders equity	$ 777,626	$ 1,142,038	$ 1,039,374	$ 1,282,365	$ 1,075,166	$ 1,023,795	$ 1,030,854

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	Forty Weeks Ended		Fiscal Year (1)				
	Q3 2011	Q3 2010	2010	2009	2008	2007	2006
	(in thousands, except per share data, store data and ratios)						
Selected Store Data and Performance Measures:							
Comparable store sales growth (8)	2.0%	7.8%	8.0%	5.3%	1.5%	0.7%	1.6%
Number of stores at beginning of year	3,563	3,420	3,420	3,368	3,261	3,082	2,872
New stores	85	122	148	107	127	196	215
Closed stores	(3)	(2)	(5)	(55)	(20)	(17)	(5)
Number of stores, end of period	3,645	3,540	3,563	3,420	3,368	3,261	3,082
Relocated stores	6	7	12	10	10	29	47
Stores with commercial delivery program, end of period	3,302	3,099	3,212	3,024	2,880	2,712	2,526
Total commercial sales, as a percentage of total sales *(in 000s)*	36.9%	33.8%	34.2%	32.0%	29.5%	26.6%	25.0%
Average net sales per store *(in 000s)* (9)(12)	$ 1,702	$ 1,667	$ 1,697	$ 1,595	$ 1,551	$ 1,527	$ 1,551
Operating income per store *(in 000s)* (10)(12)	$ 177	$ 160	$ 168	$ 134	$ 125	$ 131	$ 135
Gross margin return on inventory (11)(12)	$ 5.76	$ 4.89	$ 5.05	$ 3.98	$ 3.47	$ 3.29	$ 3.29
Total store square footage, end of period *(in 000s)*	26,533	25,809	25,950	24,973	24,711	23,982	22,753

(1) Our fiscal year consists of 52 or 53 weeks ending on the Saturday nearest to December 31st. All fiscal years presented are 52 weeks, with the exception of Fiscal 2008 which consisted of 53 weeks.
(2) Cost of sales includes a non-cash inventory adjustment of $37,500 recorded in Fiscal 2008 due to a change in our inventory management approach for slow moving inventory.
(3) Inventory turnover is calculated as cost of sales divided by the average of beginning and ending inventories.
(4) Inventory per store is calculated as ending inventory divided by ending store count.
(5) Accounts payable to inventory ratio is calculated as ending accounts payable divided by ending inventory. We aggregate financed vendor accounts payable with accounts payable to calculate our accounts payable to inventory ratio.
(6) Net working capital is calculated by subtracting current liabilities from current assets.
(7) Net debt includes total debt and bank overdrafts, less cash and cash equivalents.
(8) Comparable store sales growth is calculated based on the change in net sales starting once a store has been open for 13 complete accounting periods (each period represents four weeks). Relocations are included in comparable store sales growth from the original date of opening. Beginning in Fiscal 2008, we include in comparable store sales growth the net sales from stores operated Offshore and AI stores. The comparable periods have been adjusted accordingly. Fiscal 2008 comparable store sales growth excludes sales from the 53rd week.
(9) Average net sales per store is calculated as net sales divided by the average of the beginning and the ending number of stores for the respective period. Excluding the net sales impact of the 53rd week of Fiscal 2008 of approximately $88,800, average net sales per store in Fiscal 2008 was $1,524.
(10) Operating income per store is calculated as operating income divided by the average of beginning and ending total store count for the respective period. Operating income per store for Fiscal 2009 was $142 excluding the $26,100 impact of store divestitures. Excluding the operating income impact of the 53rd week of Fiscal 2008 of approximately $15,800 and a $37,500 non-cash inventory adjustment, operating income per store in Fiscal 2008 was $132.
(11) Gross margin return on inventory is calculated as gross profit divided by an average of beginning and ending inventory, net of accounts payable and financed vendor accounts payable. Excluding the gross profit impact of the 53rd week of Fiscal 2008 of approximately $44,000 and a $37,500 non-cash inventory adjustment, gross margin return on inventory in Fiscal 2008 was $3.37.
(12) The financial metrics presented are calculated on an annual basis and accordingly reflect the last four quarters completed.

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RISK FACTORS

We believe the following risk factors, as well as those relating to our business under the heading Risk Factors in our Annual Report on Form 10-K for the year ended January 1, 2011, which are incorporated herein by reference, should be considered prior to purchasing any of the notes offered for sale pursuant to this prospectus supplement. These risk factors may be amended, supplemented or superseded from time to time by risk factors contained in Exchange Act reports that we file with the SEC, which will be incorporated herein by reference, or by a post-effective amendment to the registration statement of which this prospectus supplement forms a part. There may be additional risks that are not presently material or known. If any of the events described below occur, our business, financial condition, results of operations, liquidity or access to the debt or capital markets could be materially adversely affected. The following risks could cause our actual results to differ materially from our historical experience and from any estimates or expectations set forth in forward-looking statements made in or incorporated by reference into this prospectus supplement or the documents incorporated herein by reference.

Risks Related to the Notes

Our level of indebtedness could limit the cash flow available for our operations and could adversely affect our ability to service our debt or obtain additional financing, if necessary.

As of October 8, 2011, after giving effect to this offering and the application of the net proceeds thereof as described under Use of Proceeds in this prospectus supplement as well as the guarantee by the subsidiary guarantors of our revolving credit facility, our total debt outstanding, including that of our subsidiary guarantors, was approximately $ million. We intend to use the net proceeds of this offering to repay indebtedness and for general corporate purposes. Our level of indebtedness could restrict our operations and make it more difficult for us to satisfy our obligations under the notes. For example, our level of indebtedness could, among other things:

- affect our liquidity by limiting our ability to obtain additional financing for working capital, or limit our ability to obtain financing for capital expenditures and acquisitions or make any available financing more costly;
- require us to dedicate all or a substantial portion of our cash flow to service our debt, which would reduce funds available for other business purposes, such as capital expenditures, dividends or acquisitions;
- limit our flexibility in planning for or reacting to changes in the markets in which we compete;
- place us at a competitive disadvantage relative to our competitors who may have less indebtedness;
- render us more vulnerable to general adverse economic and industry conditions; and
- make it more difficult for us to satisfy our financial obligations, including those relating to the notes.

In addition, the indenture governing the notes and our revolving credit facility contain financial and other restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt, including the notes.

Despite current indebtedness levels, we and certain of our subsidiaries may incur substantially more debt. This could further exacerbate the risks associated with our leverage.

The terms of the indenture governing the notes do not prohibit us or our subsidiaries from incurring additional indebtedness. If new debt is added to our and our subsidiaries current debt levels, the related risks (described in Our level of indebtedness could limit the cash flow available for our operations and could adversely affect our ability to service our debt or obtain additional financing, if necessary) that we and they now face could intensify.

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The notes and guarantees will be unsecured and rank behind any secured creditors to the extent of the value of the collateral securing their claims.

The notes will be senior unsecured indebtedness of Advance. The notes initially will be guaranteed on an unsecured basis by certain of our subsidiaries. As of October 8, 2011, we had $2.3 million of secured indebtedness. To the extent that we or any of the guarantors have secured indebtedness in the future, holders of any secured indebtedness will have claims that are prior to your claims as holders of the notes to the extent of the value of the assets securing such indebtedness. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, holders of our secured indebtedness will have prior claim to our assets that constitute their collateral. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the notes. In that event, because the notes will not be secured by any of our assets, it is possible that our remaining assets might be insufficient to satisfy your claims in full.

We can release guarantees from time to time without the consent of holders.

Under the terms of the indenture, holders of the notes will be deemed to have consented to the release of the guarantee of the notes provided by a subsidiary guarantor, without any action required on the part of the trustee or any holder of the notes, upon such subsidiary guarantor ceasing to guarantee or be an obligor with respect to the revolving credit facility and any other Credit Facility Debt and Capital Markets Debt (each as defined under Description of Notes Subsidiary Guarantees). Accordingly, if the lenders under the revolving credit facility release a subsidiary guarantor from its guarantee of, or obligations as a borrower under, the revolving credit facility, the obligations of such subsidiary to guarantee the notes will immediately terminate, and if the revolving credit facility terminated in full, the obligations of our subsidiaries to guarantee the notes will immediately terminate, unless our subsidiaries incur or guarantee obligations under any other Credit Facility Debt or Capital Markets Debt. In addition, a subsidiary guarantor will be released and relieved from all its obligations under its subsidiary guarantee in the other circumstances set out below in Description of Notes Subsidiary Guarantees. We will give prompt written notice to the Trustee of the automatic release of any subsidiary guarantor. Any such release would result in any debt or other obligations of the applicable subsidiary becoming structurally senior to the notes.

The notes will be structurally junior to the indebtedness and other liabilities of our subsidiaries that are not guarantors.

You will not have any claim as a creditor against our subsidiaries that are not guarantors and all existing and future indebtedness and other liabilities, including trade payables, whether secured or unsecured, of those subsidiaries will be structurally senior to the notes. Furthermore, in the event of any bankruptcy, liquidation or reorganization of any of our subsidiaries that are not guarantors, the rights of the holders of the notes to participate in the assets of such subsidiary will rank behind the claims of that subsidiary s creditors, including trade creditors (except to the extent we have a claim as a creditor of such subsidiary). As a result, the notes are structurally subordinated to the outstanding and other liabilities, including trade payables, of our subsidiaries that are not guarantors. As of October 8, 2011, our subsidiaries that are not guarantors had no outstanding indebtedness and had other liabilities of approximately $36.6 million (excluding intercompany liabilities), all of which are structurally senior to the notes. In addition, the indenture permits our subsidiaries, including our subsidiaries that are not guarantors, to incur additional indebtedness which could be structurally senior to the notes and does not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by our subsidiaries, including our subsidiaries that are not guarantors.

Our ability to service our debt and meet our cash requirements depends on many factors, some of which are beyond our control.

Our ability to satisfy our obligations will depend on our future operating performance and financial results, which will be subject, in part, to factors beyond our control, including interest rates and general economic,

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financial and business conditions. If we are unable to generate sufficient cash flow to service our debt, we may be required to:

- refinance all or a portion of our debt, including the notes;
- obtain additional financing;
- sell some of our assets or operations;
- reduce or delay capital expenditures and/or acquisitions; or
- revise or delay our strategic plans.

If we are required to take any of these actions, it could have a material adverse effect on our business, financial condition and results of operations. In addition, we cannot assure you that we would be able to take any of these actions, that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our various debt instruments, including our revolving credit facility and the indenture.

Our failure to remain in compliance with the covenants in our revolving credit facility may result in an event of default.

Our revolving credit facility contains covenants that we believe are customary for credit facilities of this nature, including requiring us to meet specified financial ratios and financial tests. Our ability to borrow under our revolving credit facility will depend upon satisfaction of these covenants. Events beyond our control can affect our ability to meet those covenants.

Our revolving credit facility contains covenants restricting our ability to, among other things: (1) create, incur or assume additional debt, (2) incur liens or engage in sale-leaseback transactions, (3) make loans and investments (including acquisitions), (4) guarantee obligations, (5) engage in certain mergers and liquidations, (6) change the nature of our business and the business conducted by our subsidiaries, (7) enter into certain hedging transactions and (8) change Advance s status as a holding company. We are also required to comply with financial covenants with respect to a maximum leverage ratio and a minimum consolidated coverage ratio.

If we are unable to meet the terms of our financial or other covenants, or if we break any of these covenants, a default could occur under the revolving credit facility. A default, if not waived by our lenders, could result in the acceleration of our outstanding indebtedness, including the notes, and cause our debt to become immediately due and payable. If acceleration occurs, we may not be able to repay our debt and may not be able to borrow sufficient funds to refinance our debt. Even if new financing is offered to us, it may not be on terms acceptable to us.

A downgrade by Standard & Poor s or Moody s Investor Service could restrict our access to the capital markets and increase our borrowing costs.

The current pricing grid used to determine our borrowing rates under our revolving credit facility is based on our credit ratings. If these credit ratings decline, our interest expense may increase which may have a material adverse effect on our ability to satisfy our obligations under the notes. In addition, if our credit ratings decline, our access to the capital markets may be restricted. At October 8, 2011, we had credit ratings from Standard & Poor s of BBB- and from Moody s Investor Service of Baa3.

We may choose to redeem the notes when prevailing interest rates are relatively low.

The notes are redeemable at our option and we may choose to redeem some or all of the notes from time to time, especially when prevailing interest rates are lower than the rate borne by the notes. If prevailing rates are lower at the time of redemption, you would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the notes being redeemed. Our redemption right

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also may adversely affect your ability to sell your notes as the optional redemption date or period approaches. Please see the section entitled Description of Notes Optional Redemption.

We may not be able to repurchase the notes upon a change of control.

Upon a change of control triggering event, as defined under the indenture governing the notes, we are required to offer to repurchase all of the notes then outstanding at a price equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued interest. In order to obtain sufficient funds to pay the purchase price of the outstanding notes, we expect that we would have to refinance the notes. We may not under these circumstances be able to refinance the notes on reasonable terms, if at all. Our failure to offer to purchase all outstanding notes or to purchase all validly tendered notes would be an event of default under the indenture governing the notes. Such an event of default may cause the acceleration of our other indebtedness. Our future indebtedness may also contain restrictions on repayment requirements with respect to specified events or transactions that constitute a change of control under the indenture. Please see the section entitled Description of Notes Change of Control.

Advance is a holding company and is dependent on dividends and other distributions from its subsidiaries.

Advance is a holding company with no direct operations. Advance s principal asset is the equity interest that it holds in its operating subsidiary, Advance Stores Company, Incorporated. As a result, Advance is dependent on dividends and other distributions from its direct and indirect subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of principal and interest on the notes and its other outstanding debt. Advance s subsidiaries are legally distinct from it and, unless they are guarantors, have no obligation to pay amounts due on the notes or Advance s other debt or to make funds available to it for such payment. If Advance does not receive cash flow from its subsidiaries, Advance may not be able to satisfy its obligations under its indebtedness, including the notes.

An active trading market for the notes may not develop.

Prior to this offering, there has been no trading market for the notes. We do not intend to apply for listing of the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. We have been informed by the underwriters that they intend to make a market in the notes after the offering is completed. However, the underwriters have no obligation to make a market in the notes and they may cease their market-making at any time without notice. In addition, the liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for this type of security and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. As a result, we cannot assure you that an active trading market will develop for the notes. If an active trading market does not develop or is not maintained, the market price and liquidity of the notes may be adversely affected. In that case you may not be able to sell your notes at a particular time or you may not be able to sell your notes at a favorable price.

Federal and state statutes may allow courts to void the guarantees, subordinate the guarantees or require noteholders to return payments received from guarantors.

Various applicable fraudulent conveyance laws have been enacted for the protection of creditors. A court may use these laws to subordinate or void the guarantees of the notes issued by any of our subsidiary guarantors. It is also possible that under certain circumstances a court could hold that the direct obligations of a subsidiary guaranteeing the notes could be superior to the obligations under that guarantee. A court could void or subordinate the guarantee of the notes by any of our subsidiaries in favor of that subsidiary s other debts or liabilities to the extent that the court determined that either of the following was true at the time the subsidiary issued the guarantee:

that subsidiary incurred the guarantee with the intent to hinder, delay or defraud any of its present or future creditors or that such subsidiary contemplated insolvency with a design to favor one or more creditors to the total or partial exclusion of others; or

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that subsidiary did not receive fair consideration or reasonable equivalent value for issuing the guarantee and, at the time it issued the guarantee, that subsidiary:

- was insolvent or rendered insolvent by reason of the issuance of the guarantee;

- was engaged or about to engage in a business or transaction for which the remaining assets of that subsidiary constitute unreasonable small capital; or

- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured.

In addition, any payment by such subsidiary guarantor pursuant to any guarantee could be voided and required to be returned to such subsidiary guarantor, or to a fund for the benefit of the creditors of such subsidiary guarantor.

Among other things, a legal challenge of a subsidiary s guarantee of the notes on fraudulent conveyance grounds may focus on the benefits, if any, realized by that subsidiary as a result of our issuance of the notes. To the extent a subsidiary s guarantee of the notes is voided as a result of fraudulent conveyance or held unenforceable for any other reason, the noteholders would cease to have any claim in respect of that guarantee and would not be creditors of that subsidiary.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus supplement are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements are usually identified by the use of words such as anticipate, believe, could, estimate, expect, forecast, intend, likely, may, plan, position, possible, potential, probable, project, projection, shou expressions. We intend for any forward-looking statements to be covered by, and we claim the protection under, the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

These forward-looking statements are based upon assessments and assumptions of management in light of historical results and trends, current conditions and potential future developments that often involve judgment, estimates, assumptions and projections. Forward-looking statements reflect current views about our plans, strategies and prospects, which are based on information currently available. Although we believe that our plans, intentions and expectations as reflected in or suggested by any forward-looking statements are reasonable, we do not guarantee or give assurance that such plans, intentions or expectations will be achieved. Actual results may differ materially from our anticipated results described or implied in our forward-looking statements, and such differences may be due to a variety of factors. Our business could also be affected by additional factors that are presently unknown to us or that we currently believe to be immaterial to our business.

Listed below and discussed elsewhere in further detail in this prospectus supplement, the accompanying prospectus and our Annual Report on Form 10-K for the year ended January 1, 2011, which is incorporated herein by reference, are some important risks, uncertainties and contingencies which could cause our actual results, performance or achievements to be materially different from any forward-looking statements made or implied or incorporated by reference into this prospectus. These include, but are not limited to, the following:

- a decrease in demand for our products;

- competitive pricing and other competitive pressures;

- our ability to implement our business strategy;

- our ability to expand our business, including the location of available and suitable real estate for new store locations, the integration of any acquired businesses and the continued increase in supply chain capacity and efficiency;

- our ability to attract and retain qualified employees, or Team Members;

- deterioration in general macro-economic conditions, including unemployment, inflation or deflation, consumer debt levels, high fuel and energy costs, uncertain credit markets or other recessionary type conditions which could have a negative impact on our business, financial condition, results of operations and cash flows;

- regulatory and legal risks, such as environmental or OSHA risks, including being named as a defendant in administrative investigations or litigation, and the incurrence of legal fees and costs, the payment of fines or the payment of sums to settle litigation cases or administrative investigations or proceedings;

- business interruptions due to the occurrence of natural disasters, extended periods of unfavorable weather, computer system malfunction, wars or acts of terrorism; and

- the impact of global climate change or legal and regulatory responses to such change.

We assume no obligations to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. In evaluating forward-looking statements, you should consider these risks and uncertainties, together with the other risks described from time to time in our reports and documents filed with the SEC and you should not place undue reliance on those statements.

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately $ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We intend to use the net proceeds from this offering to repay indebtedness under our revolving credit facility. As of October 8, 2011, the amount of indebtedness outstanding under our revolving credit facility was approximately $299.2 million. We intend to use the remaining net proceeds, if any, for general corporate purposes.

Amounts repaid under our revolving credit facility may be reborrowed from time to time for acquisitions, growth capital expenditures, working capital needs and other general corporate purposes. As of October 8, 2011, debt incurred under our revolving credit facility was $299.2 million and was used primarily for general corporate purposes. As of October 8, 2011, interest on borrowings under our revolving credit facility had an average interest rate of 1.81%. The revolving credit facility matures on May 27, 2016.

Affiliates of certain of the underwriters are lenders or agents under our revolving credit facility. As described above, we intend to use the net proceeds from this offering to, among other things, repay borrowings under our revolving credit facility (without reducing the commitments under the revolving credit facility) and, therefore, any affiliates of the underwriters that are lenders under our revolving credit facility will receive a portion of the net proceeds from this offering. Please refer to the section entitled Underwriting Conflicts of Interest included elsewhere in this prospectus supplement for more information.

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RATIO OF EARNINGS TO FIXED CHARGES

The table below sets forth our ratios of earnings to fixed charges for the periods indicated. The ratios have been based upon earnings from continuing operations before fixed charges and taxes on income. Fixed charges include interest (expense and capitalized) and an estimate of the portion of rent expense that is representative of the interest factor in these rentals.

Ratio of Earnings to Fixed Charges
In Thousands, Except Ratio Data

	Forty Weeks Ended		Fiscal Year [(1)]
	Q3 2011	2010	