

Edgar Filing: KAR Auction Services, Inc. - Form SC 13G/A

KAR Auction Services, Inc.  
Form SC 13G/A  
February 14, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

KAR AUCTION SERVICES, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

48238T109

-----  
(CUSIP Number)

December 31, 2012

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
CUSIP No. 48238T109  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of  
Shares

0

Beneficially

- 6. Shared Voting Power

23,147,190

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

23,147,190

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,147,190

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

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16.9 %

-----  
12. Type of Reporting Person

HC-CO  
-----

Page 2 of 27

-----  
CUSIP No. 48238T109

13G  
-----

-----  
1. Name of Reporting Person

I.R.S. Identification No. of above Person

GOLDMAN, SACHS & CO.  
-----

2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

New York  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

23,147,190

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With:

23,147,190  
-----

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,147,190

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

16.9 %

12. Type of Reporting Person

BD-PN-IA

Page 3 of 27

CUSIP No. 48238T109

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS VI FUND, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

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Beneficially  
Owned by 10,804,831  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With:  
10,804,831

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,804,831

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

7.9 %

-----  
12. Type of Reporting Person

PN

-----  
Page 4 of 27

-----  
CUSIP No. 48238T109

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [x]

-----  
3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

Number of  
Shares

0

Beneficially

---

6. Shared Voting Power

8,987,073

Owned by

Each

---

7. Sole Dispositive Power

Reporting

0

Person

With:

---

8. Shared Dispositive Power

8,987,073

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,987,073

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

---

11. Percent of Class Represented by Amount in Row (9)

6.6 %

---

12. Type of Reporting Person

PN



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PN

Page 6 of 27

CUSIP No. 48238T109

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GS CAPITAL PARTNERS VI GMBH & CO. KG

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

384,004

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

384,004

9. Aggregate Amount Beneficially Owned by Each Reporting Person

384,004



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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3 %

12. Type of Reporting Person

PN

Page 7 of 27

CUSIP No. 48238T109

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GSCP VI ADVISORS, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

10,804,831

Owned by

Each

7. Sole Dispositive Power

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Reporting Person 0

Person

8. Shared Dispositive Power

With:

10,804,831

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,804,831

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.9 %

12. Type of Reporting Person

00

Page 8 of 27

CUSIP No. 48238T109

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GSCP VI OFFSHORE ADVISORS, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

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-----  
5. Sole Voting Power  
Number of 0  
Shares -----  
Beneficially 6. Shared Voting Power  
Owned by 8,987,073  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With: 8,987,073  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,987,073

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

6.6 %

12. Type of Reporting Person

00

Page 9 of 27

-----  
CUSIP No. 48238T109  
-----

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GOLDMAN, SACHS MANAGEMENT GP GMBH

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2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

384,004

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

384,004

9. Aggregate Amount Beneficially Owned by Each Reporting Person

384,004

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3 %

12. Type of Reporting Person

00

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Page 10 of 27

-----  
CUSIP No. 48238T109  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS ADVISORS VI, L.L.C.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

2,971,144

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

With:

- 8. Shared Dispositive Power

2,971,144

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,971,144

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

2.2 %

-----  
12. Type of Reporting Person

00  
-----

Page 11 of 27

Item 1(a). Name of Issuer:  
KAR AUCTION SERVICES, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:  
13085 HAMILTON CROSSING BOULEVARD  
CARMEL, IN 46032

Item 2(a). Name of Persons Filing:  
  
THE GOLDMAN SACHS GROUP, INC.  
GOLDMAN, SACHS & CO.  
GS CAPITAL PARTNERS VI FUND, L.P.  
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.  
GS CAPITAL PARTNERS VI PARALLEL, L.P.  
GS CAPITAL PARTNERS VI GMBH & CO. KG  
GSCP VI ADVISORS, L.L.C.  
GSCP VI OFFSHORE ADVISORS, L.L.C.  
GOLDMAN, SACHS MANAGEMENT GP GMBH  
GS ADVISORS VI, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
  
THE GOLDMAN SACHS GROUP, INC., GOLDMAN, SACHS & CO., GS  
CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI  
OFFSHORE FUND, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P.,  
GS CAPITAL PARTNERS VI GMBH & CO. KG, GSCP VI ADVISORS,  
L.L.C., GSCP VI OFFSHORE ADVISORS, L.L.C., GOLDMAN, SACHS  
MANAGEMENT GP GMBH, GS ADVISORS VI, L.L.C.:  
200 West Street, New York, NY 10282

Item 2(c). Citizenship:  
THE GOLDMAN SACHS GROUP, INC. - Delaware  
GOLDMAN, SACHS & CO. - New York  
GS CAPITAL PARTNERS VI FUND, L.P. - Delaware  
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. - Cayman Islands  
GS CAPITAL PARTNERS VI PARALLEL, L.P. - Delaware  
GS CAPITAL PARTNERS VI GMBH & CO. KG - Germany  
GSCP VI ADVISORS, L.L.C. - Delaware  
GSCP VI OFFSHORE ADVISORS, L.L.C. - Delaware  
GOLDMAN, SACHS MANAGEMENT GP GMBH - Germany  
GS ADVISORS VI, L.L.C. - Delaware

Item 2(d). Title of Class of Securities:

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Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:  
48238T109

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a). [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b). [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c). [ ] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d). [ ] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f). [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g). [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h). [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i). [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j). [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Page 12 of 27

Item 4. Ownership.\*

- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
  - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
  - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
  - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
  - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached

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cover page(s).

- Item 5. Ownership of Five Percent or Less of a Class.  
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
  
Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:  
NONE
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.  
See Exhibit (99.3)
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.  
Not Applicable

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\*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

Page 13 of 27

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013



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THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP VI ADVISORS, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP VI OFFSHORE ADVISORS, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn

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Title: Attorney-in-fact

GS ADVISORS VI, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn

Title: Attorney-in-fact

Page 14 of 27

INDEX TO EXHIBITS

Exhibit No.	Exhibit
-----	-----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Item 8 Information
99.4	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.5	Power of Attorney, relating to GOLDMAN, SACHS & CO.
99.6	Power of Attorney, relating to GS CAPITAL PARTNERS VI FUND, L.P.
99.7	Power of Attorney, relating to GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.
99.8	Power of Attorney, relating to GS CAPITAL PARTNERS VI PARALLEL, L.P.
99.9	Power of Attorney, relating to GS CAPITAL PARTNERS VI GMBH & CO. KG
99.10	Power of Attorney, relating to GSCP VI ADVISORS, L.L.C.
99.11	Power of Attorney, relating to GSCP VI OFFSHORE ADVISORS, L.L.C.
99.12	Power of Attorney, relating to GOLDMAN, SACHS MANAGEMENT GP GMBH
99.13	Power of Attorney, relating to GS ADVISORS VI, L.L.C.

Page 15 of 27

EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of KAR AUCTION SERVICES, INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 13, 2013

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THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI FUND, L.P.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP VI ADVISORS, L.L.C.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP VI OFFSHORE ADVISORS, L.L.C.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

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GS ADVISORS VI, L.L.C.

By: /s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

Page 16 of 27

EXHIBIT (99.2)

### ITEM 7 INFORMATION

The securities being reported on by THE GOLDMAN SACHS GROUP, INC. ("GS Group"), as a parent holding company, are owned by KAR Holdings II, LLC ("KAR LLC"), and may be deemed to be beneficially owned, by GOLDMAN, SACHS & CO. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Each of GS CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. and GS CAPITAL PARTNERS VI GMBH & CO. KG (collectively, the "GS Funds") is a member of KAR LLC. The common interests of KAR LLC are held by a private investor group, which includes the GS Funds. The general partner, managing general partner, managing partner, managing member or member of each of the GS Funds is an affiliate of GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

EXHIBIT (99.3)

### ITEM 8 INFORMATION

Each of GS CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. and GS CAPITAL PARTNERS VI GMBH & CO. KG (collectively, the "GS Funds") is a member of KAR Holdings II, LLC ("KAR LLC"). The common interests of KAR LLC are held by a private investor group, which includes the GS Funds. KAR LLC is a party to a Director Designation Agreement (the "Director Designation Agreement"), by and among KAR Auction Services, Inc. (the "Company") and KAR LLC. The Director Designation Agreement provides that KAR LLC has the right to appoint up to seven members to the Company's board of directors. The Amended and Restated Limited Liability Company Agreement of KAR LLC, as amended (the "LLC Agreement"), provides that funds affiliated with Goldman Sachs will have the right to designate up to two of the Company's directors. The LLC Agreement also contains certain provisions relating to transfer restrictions, tag-along rights and drag-along rights with respect to the interests of KAR LLC owned by the parties thereto. The aggregate number of shares of Common Stock, \$0.01 par value of the Company ("Common Stock") beneficially owned by KAR LLC based on available information is 91,328,660, which represents approximately 66.8% of the outstanding Common Stock. The share ownership reported for the GS Funds does not include any shares of Common Stock, \$0.01 par value owned by the other parties to the LLC Agreement, except to the extent disclosed in this Schedule 13G. Each of the GS Funds disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the LLC Agreement, except to the extent disclosed in this Schedule 13G.

Page 17 of 27

EXHIBIT (99.4)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Executive Vice President and  
General Counsel

Page 18 of 27

EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Managing Director

Page 19 of 27

EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS VI FUND, L.P.  
By: GSCP VI ADVISORS, L.L.C., its general partner

By: /s/ Christine Vollertsen

\_\_\_\_\_  
Name: Christine Vollertsen  
Title: Vice President

EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.  
By: GSCP VI OFFSHORE ADVISORS, L.L.C., its general partner

By: /s/ Christine Vollertsen

\_\_\_\_\_  
Name: Christine Vollertsen  
Title: Vice President

EXHIBIT (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI PARALLEL, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to

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be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS VI PARALLEL, L.P.  
By: GS ADVISORS VI, L.L.C., its General Partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President and Secretary

Page 22 of 27

EXHIBIT (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI GMBH & CO. KG (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS VI GMBH & CO. KG  
By: GS ADVISORS VI, L.L.C., and its General Partner

By: /s/ Christine Vollertsen



Name: Christine Vollertsen  
Title: Vice President and Secretary

Page 23 of 27

EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP VI ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GSCP VI ADVISORS, L.L.C.

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President

Page 24 of 27

EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP VI OFFSHORE ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to

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be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GSCP VI OFFSHORE ADVISORS, L.L.C.

By: /s/ Christine Vollertsen

\_\_\_\_\_  
Name: Christine Vollertsen  
Title: Vice President

Page 25 of 27

EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman

\_\_\_\_\_  
Name: John E. Bowman

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Title: Managing Director

Page 26 of 27

EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS VI, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS ADVISORS VI, L.L.C.

By: /s/ Christine Vollertsen

\_\_\_\_\_  
Name: Christine Vollertsen  
Title: Vice President

Page 27 of 27