KAR Auction Services, Inc. Form SC 13G/A February 14, 2012

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

## SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1 )\*

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, 2011 (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)

SRule 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).

CUSIP No. 482	238T109			
1.	Names of Reporting	-		
	I.R.S. Identification Nos. of above persons (entities only)			
	KAR Holdings II, I	LLC		
2.	Check the Appropri	iate Box if a Member	of a Group (See	
	Instructions)	(a) £		
2			(b) S	
3.	SEC USE ONLY			
4.	Citizenship or Place Delaware	e of Organization		
		5.	Sole Voting Power -0-	
Number of		<i>,</i>		
Shares Beneficially		6.	Shared Voting Power 106,853,660	
Owned by			100,855,000	
Each		7.	Sole Dispositive Power	
Reporting			-0-	
Person With:		8.	Shared Dispositive Power 106,853,660	
			100,855,000	
9.	Aggregate Amount	Beneficially Owned	by Each Reporting Person	
	106,853,660			
10.	Check if the Aggreg Instructions)	gate Amount in Row	(9) Excludes Certain Shares (Se	e
11.	Percent of Class Re	presented by Amour	t in Row (9)	
	78.4%			
12.	Type of Reporting 1	Person (See Instructi	ons)	
	00			

CUSIP No. 48						
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)					
	Kelso GP VII, LLC					
2.	Check the Appropr Instructions)	iate Box if a Member	of a Group (See	(a) £		
3.	SEC USE ONLY			(b) S		
4.	Citizenship or Place of Organization Delaware					
		5.	Sole Voting Power -0-			
Number of Shares Beneficially		6.	Shared Voting Pow 45,323,240	/er		
Owned by Each Reporting		7.	Sole Dispositive Po -0-	ower		
Person With:		8.	Shared Dispositive 45,323,240	Power		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting F	Person		
	45,323,240					
10.	Check if the Aggre Instructions)	gate Amount in Row	(9) Excludes Certain	h Shares (See	£	
11.	Percent of Class Re 33.3%	epresented by Amoun	t in Row (9)			
12.	Type of Reporting 00	Person (See Instruction	ons)			

CUSIP No. 48						
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)					
	Kelso GP VII, L.P.					
2.	Check the Appropr Instructions)	iate Box if a Member	of a Group (See	(a) £		
3.	SEC USE ONLY			(b) S		
4.	Citizenship or Place of Organization Delaware					
		5.	Sole Voting Power -0-			
Number of Shares Beneficially		6.	Shared Voting Pow 45,323,240	/er		
Owned by Each Reporting		7.	Sole Dispositive Po -0-	)wer		
Person With:		8.	Shared Dispositive 45,323,240	Power		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting I	Person		
	45,323,240					
10.	Check if the Aggre Instructions)	gate Amount in Row	(9) Excludes Certain	1 Shares (See	£	
11.	Percent of Class Re 33.3%	epresented by Amoun	t in Row (9)			
12.	Type of Reporting PN	Person (See Instruction	ons)			

CUSIP No. 48	3238T109					
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)					
	Kelso Investment A	Associates VII, L.P.				
2.	Check the Appropr Instructions)	iate Box if a Member	of a Group (See	(a) £		
3.	SEC USE ONLY			(b) S		
4.	Citizenship or Place of Organization Delaware					
	Delaware	5.	Sole Voting Power -0-			
Number of Shares Beneficially		6.	Shared Voting Pow 45,323,240	/er		
Owned by Each Reporting		7.	Sole Dispositive Po -0-	ower		
Person With:		8.	Shared Dispositive 45,323,240	Power		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting I	Person		
	45,323,240					
10.	Check if the Aggre Instructions)	gate Amount in Row	(9) Excludes Certain	n Shares (See	£	
11.	Percent of Class Re 33.3%	presented by Amoun	t in Row (9)			
12.	Type of Reporting PN	Person (See Instruction	ons)			

CUSIP No. 48	3238T109			
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)			
	KEP VI, LLC			
2.	Check the Appropr Instructions)	iate Box if a Member	(8	a) £
3.	SEC USE ONLY		()	o) S
4.	Citizenship or Plac Delaware	e of Organization		
		5.	Sole Voting Power -0-	
Number of Shares Beneficially		6.	Shared Voting Power 45,323,240	
Owned by Each Reporting		7.	Sole Dispositive Powe -0-	er
Person With:		8.	Shared Dispositive Po 45,323,240	ower
9.	Aggregate Amount	Beneficially Owned	by Each Reporting Pers	son
	45,323,240			
10.	Check if the Aggre Instructions)	gate Amount in Row	(9) Excludes Certain Sl	hares (See
11.	Percent of Class Re 33.3%	epresented by Amour	tt in Row (9)	
12.	Type of Reporting OO	Person (See Instructi	ons)	

CUSIP No. 48					
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	Philip E. Berney				
2.	Check the Appropriate Instructions)	e Box if a Member	of a Group (See	(a) $\pounds$	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place of United States of Ameri				
	5.		Sole Voting Power -0-		
Number of Shares Beneficially	6.		Shared Voting Pow 45,323,240	er	
Owned by Each Reporting	7.		Sole Dispositive Po -0-	ower	
Person With:	8.		Shared Dispositive 45,323,240	Power	
9.	Aggregate Amount Ber	eneficially Owned	by Each Reporting F	erson	
	45,323,240				
10.	Check if the Aggregate Instructions)			Shares (See	£
11.	Percent of Class Repre 33.3%	esented by Amount	t in Row (9)		
12.	Type of Reporting Pers IN	son (See Instructio	ons)		

CUSIP No. 48	3238T109				
1.	Names of Reporting Person.				
	I.R.S. Identification Nos. of above persons (entities only)				
	Frank K. Bynum, Jr				
2.	Check the Appropri-	ate Box if a Member	of a Group (See		
	Instructions)			(a) $f$	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place United States of Am				
	United States of All	5.	Sole Voting Power		
			-0-		
Number of		6.	Shared Voting Pow	/er	
Shares Beneficially		0.	45,323,240		
Owned by		-			
Each		7.	Sole Dispositive Po-0-	ower	
Reporting Person With:			Ŭ		
		8.	Shared Dispositive	Power	
			45,323,240		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting H	Person	
	45,323,240				
10.		gate Amount in Row	(9) Excludes Certain	n Shares (See	_
11.	Instructions)	presented by Amoun	t in $\mathbf{P}_{OW}(0)$		£
11.	33.3%	presented by Amoun	t III KUw (2)		
12.	Type of Reporting F	Person (See Instruction	ons)		
	IN I C				

CUSIP No. 48						
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)					
	Michael B. Goldberg	<b>7</b>				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) £					
3.	SEC USE ONLY			(b) S		
4.	Citizenship or Place of Organization United States of America					
		5.	Sole Voting Power -0-			
Number of Shares Beneficially	(	6.	Shared Voting Pow 45,323,240	rer		
Owned by Each Reporting		7.	Sole Dispositive Po -0-	ower		
Person With:	8	8.	Shared Dispositive 45,323,240	Power		
9.	Aggregate Amount B	Beneficially Owned	by Each Reporting F	Person		
	45,323,240					
10.	Check if the Aggrega Instructions)	ate Amount in Row	(9) Excludes Certair	h Shares (See	£	
11.	Percent of Class Rep 33.3%	presented by Amoun	t in Row (9)			
12.	Type of Reporting Pe IN	erson (See Instructio	ons)			

CUSIP No. 48	3238T109				
1.	Names of Reporting Person.				
	I.R.S. Identification Nos. of above persons (entities only)				
	Frank J. Loverro				
2.	Check the Appropri	iate Box if a Member	of a Group (See		
	Instructions)			(a) $f$	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place United States of An				
	Onited States of 7th	5.	Sole Voting Power		
			-0-		
Number of		6.	Shared Voting Pow	ver	
Shares Beneficially			45,323,240		
Owned by		7	Sala Diana siting De		
Each		7.	Sole Dispositive Po -0-	Jwer	
Reporting Person With:					
reison with.		8.	Shared Dispositive	Power	
			45,323,240		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting H	Person	
	45,323,240				
10.	Check if the Aggreg	gate Amount in Row	(9) Excludes Certain	n Shares (See	£
11.	Percent of Class Re	presented by Amoun	t in Row (9)		~
	33.3%				
12.	Type of Reporting I IN	Person (See Instruction	ons)		

CUSIP No. 48	3238T109				
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	George E. Matelich				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) £			(a) £ (b) S	
3.	SEC USE ONLY			(0) 3	
4.	Citizenship or Place of Or United States of America	ganization			
	5.		Sole Voting Power -0-		
Number of Shares Beneficially	6.		Shared Voting Pow 45,323,240	er	
Owned by Each Reporting	7.		Sole Dispositive Po -0-	wer	
Person With:	8.		Shared Dispositive 45,323,240	Power	
9.	Aggregate Amount Benefi	icially Owned	by Each Reporting P	erson	
	45,323,240				
10.	Check if the Aggregate Ar Instructions)	mount in Row	(9) Excludes Certain	Shares (See	£
11.	Percent of Class Represen 33.3%	ted by Amoun	t in Row (9)		~
12.	Type of Reporting Person IN	(See Instructio	ons)		

CUSIP No. 48	3238T109			
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)			
	Frank T. Nickell	-		
2.	Check the Appropriate Box Instructions)	t if a Member	(a) £	
3.	SEC USE ONLY		(b) S	
4.	Citizenship or Place of Org United States of America	anization		
	5.		Sole Voting Power -0-	
Number of Shares Beneficially	6.		Shared Voting Power 45,323,240	
Owned by Each Reporting	7.		Sole Dispositive Power -0-	
Person With:	8.		Shared Dispositive Power 45,323,240	
9.	Aggregate Amount Benefic	cially Owned	by Each Reporting Person	
	45,323,240			
10.	Check if the Aggregate Am Instructions)	ount in Row	(9) Excludes Certain Shares (See	
11.	Percent of Class Represente 33.3%	ed by Amount	t in Row (9)	
12.	Type of Reporting Person ( IN	See Instructio	ns)	

CUSIP No. 48	3238T109				
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	David I. Wahrhaftig				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) £			· · /	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place of Org United States of America	ganization			
	5.		Sole Voting Power -0-		
Number of Shares Beneficially	6.		Shared Voting Powe 45,323,240	er	
Owned by Each Reporting	7.		Sole Dispositive Po -0-	wer	
Person With:	8.		Shared Dispositive 145,323,240	Power	
9.	Aggregate Amount Benefic	cially Owned	by Each Reporting P	erson	
	45,323,240				
10.	Check if the Aggregate Am Instructions)	nount in Row	(9) Excludes Certain	Shares (See	£
11.	Percent of Class Represente 33.3%	ed by Amoun	t in Row (9)		
12.	Type of Reporting Person ( IN	(See Instructio	ons)		

CUSIP No. 48	3238T109		
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)		
	Thomas R. Wall, IV		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) £		
3.	SEC USE ONLY	(b) S	<b>`</b>
4.	Citizenship or Place of Organizati United States of America	on	
	5.	Sole Voting Power -0-	
Number of Shares Beneficially	6.	Shared Voting Power 45,323,240	
Owned by Each Reporting	7.	Sole Dispositive Power -0-	
Person With:	8.	Shared Dispositive Powe 45,323,240	2T
9.	Aggregate Amount Beneficially C	wned by Each Reporting Person	I
	45,323,240		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11.	Percent of Class Represented by A 33.3%	amount in Row (9)	
12.	Type of Reporting Person (See In IN	structions)	

CUSIP No. 48	3238T109		
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)		
	James J. Connors, II		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) £		
3.	SEC USE ONLY	(b) S	
4.	Citizenship or Place of Organizat United States of America	ion	
	5.	Sole Voting Power -0-	
Number of Shares Beneficially	6.	Shared Voting Power 45,323,240	
Owned by Each Reporting	7.	Sole Dispositive Power -0-	
Person With:	8.	Shared Dispositive Power 45,323,240	
9.	Aggregate Amount Beneficially	Dwned by Each Reporting Person	
	45,323,240		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) £		
11.	Percent of Class Represented by 33.3%	Amount in Row (9)	
12.	Type of Reporting Person (See In IN	structions)	

CUSIP No. 48	3238T109				
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	Stanley de J. Osborne				
2.	Check the Appropriate B Instructions)	ox if a Member	of a Group (See	(a) £ (b) S	
3.	SEC USE ONLY			(0) 5	
4.	Citizenship or Place of O United States of America	•			
	5.		Sole Voting Power -0-		
Number of Shares Beneficially	6.		Shared Voting Pow 45,323,240	er	
Owned by Each Reporting	7.		Sole Dispositive Po -0-	wer	
Person With:	8.		Shared Dispositive 45,323,240	Power	
9.	Aggregate Amount Bene	ficially Owned	by Each Reporting P	erson	
	45,323,240				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			£	
11.	Percent of Class Represe 33.3%	ented by Amount	t in Row (9)		
12.	Type of Reporting Person IN	n (See Instructio	ons)		

CUSIP No. 48	3238T109				
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	I.R.S. Identification	Nos. of above perso	ns (entities only)		
	Church M. Moore				
2.	** *	ate Box if a Member	of a Group (See		
	Instructions)			(a) $f$	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place United States of Am				
	United States of All	5.	Sole Voting Power		
			-0-		
Number of		6.	Shared Voting Pow	ver	
Shares Beneficially		0.	45,323,240		
Owned by		7	Sala Diana siting Da		
Each		7.	Sole Dispositive Po -0-	ower	
Reporting Person With:					
reison with.		8.	Shared Dispositive	Power	
			45,323,240		
9.	Aggregate Amount	Beneficially Owned	by Each Reporting F	Person	
	45,323,240				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See			£	
11.	Percent of Class Represented by Amount in Row (9)				
	33.3%				
12.	Type of Reporting F IN	Person (See Instruction	ons)		

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	Christopher L. Collins			
2.	Check the Appropriate Box if a Membe	er of a Group (See		
	Instructions)	(a) $\pounds$		
3.	SEC USE ONLY	(b) S		
4.	Citizenship or Place of Organization			
	United States of America			
	5.	Sole Voting Power		
		-0-		
Number of Shares	6.	Shared Voting Power		
Beneficially		45,323,240		
Owned by Each	7.	Sole Dispositive Power		
Reporting	7.	-0-		
Person With:				
	8.	Shared Dispositive Power		
		45,323,240		
9.	Aggregate Amount Beneficially Owned	by Each Reporting Person		
	45,323,240			
10.	Check if the Aggregate Amount in Row Instructions)	(9) Excludes Certain Shares (See £		
11.	Percent of Class Represented by Amou 33.3%			
12.	Type of Reporting Person (See Instruct IN	ions)		

CUSIP No. 48238T109 1. Names of Reporting Person.					
	I.R.S. Identification Nos. of above persons (entities only)				
	Axle Holdings II, LL	.C			
2.	Check the Appropriate Box if a Member of a Group (SeeInstructions)(a) £				
3.	(b) S SEC USE ONLY				
4.	Citizenship or Place	of Organization			
	Delaware	5.	Sole Voting Power		
			-0-		
Number of	6	6.	Shared Voting Pow	'er	
Shares Beneficially			27,326,090		
Owned by Each		7.	Sole Dispositive Po	ower	
Reporting Person With:			-0-		
	8	8.	Shared Dispositive	Power	
			27,326,090		
9.	Aggregate Amount B	Beneficially Owned	by Each Reporting P	erson	
	27,326,090				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Instructions) Percent of Class Rep 20.1%	resented by Amoun	t in Row (9)		L
12.	Type of Reporting Pe OO	erson (See Instructio	ons)		

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	PCap KAR LLC			
2.	Check the Appropriate B	ox if a Member		
	Instructions)		(a) £ (b) S	
3.	SEC USE ONLY		(0) 5	
4.	Citizenship or Place of Organization United States of America			
	5.		Sole Voting Power	
			-0-	
Number of Shares	6.		Shared Voting Power	
Beneficially			6,018,230	
Owned by Each	7.		Sole Dispositive Power	
Reporting			-0-	
Person With:	8.		Shared Dispositive Power	
			6,018,230	
9.	Aggregate Amount Bene	ficially Owned	by Each Reporting Person	
	6,018,230			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See			C
10.	Instructions)£Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See			
	Instructions) £			
11.	Percent of Class Represent 4.4%	nted by Amoun	t in Row (9)	
12.	Type of Reporting Person	n (See Instructio	ons)	
	00			

CUSIP No. 48	3238T109		
1.	Names of Reporting Person.		
	I.R.S. Identification Nos. of above persons (entities only)		
	Parthenon Investors II, L.P.		
2.	Check the Appropriate Box if a Mer	nber of a Group (See	
2.	Instructions)	(a) £	
		(b) <b>S</b>	
3.	SEC USE ONLY		
4.	Citizenship or Place of Organization	l de la constante de	
	United States of America 5.	Sola Voting Dowor	
	5.	Sole Voting Power -0-	
		0	
Number of	6.	Shared Voting Power	
Shares Beneficially		7,426,468	
Owned by			
Each	7.	Sole Dispositive Power	
Reporting		-0-	
Person With:	8.	Shared Dispositive Power	
	0.	7,426,468	
9.	Aggregate Amount Beneficially Ow	ned by Each Reporting Person	
	7 400 400		
	7,426,468		
10.	Check if the Aggregate Amount in F	Row (9) Excludes Certain Shares (See	
10.	Instructions)		
11.	Percent of Class Represented by Am	ount in Row (9)	
	5.4%		
12.	Type of Reporting Person (See Instr	uctions)	
	00		

CUSIP No. 48	8238T109			
1.	Names of Reporting			
	I.R.S. Identification	Nos. of above perso	ons (entities only)	
	PCIP Investors			
2.	Check the Appropri	iate Box if a Member	of a Group (See	
	Instructions)		(a) $f$	
3.	SEC USE ONLY		(b) S	
4.	Citizenship or Place United States of An			
	United States of An	5.	Sole Voting Power	
			-0-	
Number of		6.	Shared Voting Power	
Shares Beneficially			68,243	
Owned by		7.	Sole Dispositive Power	
Each Reporting		1.	-0-	
Person With:		0		
		8.	Shared Dispositive Power 68,243	
9.	Aggregate Amount	Beneficially Owned	by Each Reporting Person	
	68,243			
10.	Check if the Aggres	gate Amount in Row	(9) Excludes Certain Shares (See	
11.	/	presented by Amour	t in Row (9)	
	.05%			
12.	Type of Reporting l	Person (See Instructi	ons)	
	PN	·		

CUSIP No. 48	3238T109				
1.	Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)				
	J&R Founders Fund	II, L.P.			
2.	Check the Appropria Instructions)	ate Box if a Member	of a Group (See	(a) $f$	
3.	SEC USE ONLY			(b) S	
4.	Citizenship or Place United States of Am				
		5.	Sole Voting Power -0-		
Number of Shares Beneficially		6.	Shared Voting Pow 110,414	/er	
Owned by Each Reporting		7.	Sole Dispositive Po -0-	ower	
Person With:		8.	Shared Dispositive 110,414	Power	
9.	Aggregate Amount I	Beneficially Owned	by Each Reporting I	Person	
	110,414				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			£	
11.	Percent of Class Rep .08%	presented by Amoun	t in Row (9)		
12.	Type of Reporting P PN	Person (See Instruction	ons)		

CUSIP No. 48	8238T109		
1.	Names of Reporting Person.		
	I.R.S. Identification Nos. of above perso	ons (entities only)	
	Parthenon Investors III, L.P.		
	rathenon investors in, L.r.		
2.	Check the Appropriate Box if a Membe	r of a Group (See	
	Instructions)	(a) £	
		(b) S	
3.	SEC USE ONLY		
4.	Citizenship or Place of Organization		
т.	United States of America		
	5.	Sole Voting Power	
		-0-	
Number of			
Shares	6.	Shared Voting Power	
Beneficially Owned by	7.	7,426,468 Sole Dispositive Power	
Each	1.	-0-	
Reporting		0	
Person With:	8.	Shared Dispositive Power	
		7,426,468	
_			
9.	Aggregate Amount Beneficially Owned	by Each Reporting Person	
	7,426,468		
	7,120,100		
10.	Check if the Aggregate Amount in Row	(9) Excludes Certain Shares (See	
	Instructions) £		
11.	Percent of Class Represented by Amour	nt in Row (9)	
	5.4%		
12.	Type of Reporting Person (See Instruct	ions)	
14.	PN		

CUSIP No. 48238T109			
1.	Names of Reporting Person. I.R.S. Identification Nos. of above perso	ons (entities only)	
	William C. Kessinger		
2.	Check the Appropriate Box if a Member Instructions)	r of a Group (See (a) £	
	list detions)	$\begin{array}{c} (a) \mathcal{L} \\ (b) \mathcal{S} \end{array}$	
3.	SEC USE ONLY		
4.	Citizenship or Place of Organization United States of America		
	5.	Sole Voting Power -0-	
Number of		0	
Shares	6.	Shared Voting Power	
Beneficially		7,426,468	
Owned by	7.	Sole Dispositive Power	
Each		-0-	
Reporting Person With:	8.	Sharad Dianacitiya Dowar	
reison with.	о.	Shared Dispositive Power 7,426,468	
9.	Aggregate Amount Beneficially Owned	by Each Reporting Person	
	7,426,468		
10.	Check if the Aggregate Amount in Row		
11	Instructions)	£	
11.	Percent of Class Represented by Amour	nt in Kow (9)	
	5.4%		
12.	Type of Reporting Person (See Instructi IN	ons)	

CUSIP No. 48238T109 1. Names of Reporting Person.			
1.	I.R.S. Identification Nos. of above	e persons (entities only)	
	David Ament		
2.	Check the Appropriate Box if a M Instructions)	Iember of a Group (See (a) £	
	instructions)	$(a) \approx$ (b) S	
3.	SEC USE ONLY		
4.	Citizenship or Place of Organizat United States of America	ion	
	5.	Sole Voting Power -0-	
Number of		-	
Shares Beneficially	6.	Shared Voting Power 7,426,468	
Owned by	7.	Sole Dispositive Power	
Each		-0-	
Reporting			
Person With:	8.	Shared Dispositive Power	
		7,426,468	
9.	Aggregate Amount Beneficially (	Owned by Each Reporting Person	
	7,426,468		
10.	Check if the Aggregate Amount i Instructions)	n Row (9) Excludes Certain Shares (S	See
11.	Percent of Class Represented by A	Amount in Row (9)	
12.	5.4% Type of Reporting Person (See In	structions)	
	IN		

CUSIP No. 48 1.	SIP No. 48238T109 Names of Reporting Person. I.R.S. Identification Nos. of above persons (entities only)		
	Brian Golson		
2.	Check the Appropriate Box if a M Instructions)	lember of a Group (See (a) £ (b) S	
3.	SEC USE ONLY	(0) 5	
4.	Citizenship or Place of Organizati United States of America 5.	Sole Voting Power	
Number of		-0-	
Shares Beneficially	6.	Shared Voting Power 7,426,468	
Owned by Each Reporting	7.	Sole Dispositive Power -0-	
Person With:	8.	Shared Dispositive Power 7,426,468	
9.	Aggregate Amount Beneficially C	Owned by Each Reporting Person	
	7,426,468		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11.	Percent of Class Represented by A	Amount in Row (9)	
12.	5.4% Type of Reporting Person (See In IN	structions)	

CUSIP No. 48238T109			
1.	Names of Reporting Person. I.R.S. Identification Nos. of above perso	ons (entities only)	
	J&R Advisors F.F., LLC		
2.	Check the Appropriate Box if a Member Instructions)	r of a Group (See (a) £	
3.	SEC USE ONLY	(b) S	
4.	Citizenship or Place of Organization United States of America		
	5.	Sole Voting Power -0-	
Number of			
Shares Beneficially	6.	Shared Voting Power 2,847,350	
Owned by Each	7.	Sole Dispositive Power -0-	
Reporting Person With:	8.	Shared Dispositive Power 2,847,350	
9.	Aggregate Amount Beneficially Owned		
	2,847,350		
10.	Check if the Aggregate Amount in Row Instructions)	(9) Excludes Certain Shares (See £	
11.	Percent of Class Represented by Amour 2.1%	nt in Row (9)	
12.	Type of Reporting Person (See Instructi OO	ons)	

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	ValueAct Capital Master	er Fund I P		
	valuer let Capital Waste	1 1 und, 12.1 .		
2.	Check the Appropriate Box if a Member of a Group (See			
	Instructions)		1	(a) £
				(b) S
3.	SEC USE ONLY			
4.	Citizenship or Place of C	<b>e</b>		
	United States of Americ	ca		
	5.		Sole Voting Power -0-	
			-0-	
Number of	6.		Shared Voting Pow	/er
Shares	0.		23,477,018	••
Beneficially				
Owned by Each	7.		Sole Dispositive Po	ower
Reporting			-0-	
Person With:	0			D
	8.		Shared Dispositive	Power
			23,477,018	
9.	Aggregate Amount Bene	eficially Owned	by Each Reporting F	Person
	23,477,018		of 2001 100poining 1	•••••
	, ,			
10.	Check if the Aggregate	Amount in Row	(9) Excludes Certair	h Shares (See
	Instructions)			
11.	Percent of Class Represe	ented by Amoun	t in Row (9)	
10	17.2%		、 、	
12.	Type of Reporting Perso	on (See Instruction	ons)	
	PN			

CUSIP No. 48	CUSIP No. 48238T109				
1.	Names of Reporting Person.				
	I.R.S. Identification Nos. of above persons (entities only)				
	VA Partners I, LLC				
2.	Check the Appropriate Box if a Member of a Group (See				
	Instructions)			(a) £	
				(b) S	
3.	SEC USE ONLY				
4.	Citizenship or Place United States of Am	6			
		5.	Sole Voting Power -0-		
Number of		6	Shared Vating Down		
Shares		6.	Shared Voting Powe 23,477,018	er	
Beneficially			23,477,010		
Owned by Each		7.	Sole Dispositive Pov	wer	
Reporting			-0-		
Person With:		8.	Shared Dispessitive I	Douron	
		0.	Shared Dispositive I 23,477,018	rower	
			20,177,010		
9.		Beneficially Owned	by Each Reporting Pe	erson	
	23,477,018				
10.	Check if the Aggreg	pate Amount in Row	(9) Excludes Certain	Shares (See	
10.	Instructions)			Shares (See	
11.	Percent of Class Represented by Amount in Row (9)				
10	17.2%		、 、		
12.	•• • •	Person (See Instruction	ons)		
	00				

CUSIP No. 48	CUSIP No. 48238T109				
1.	Names of Reporting Person.				
	I.R.S. Identification Nos. of above persons (entities only)				
	ValueAct Capital Management,	L.P.			
2.	Check the Appropriate Box if a	Mambar of a Group (Saa			
۷.	Instructions)	(a) £			
	list dettons)	$(a) \sim$ (b) S			
3.	SEC USE ONLY				
4.	Citizenship or Place of Organiza	ation			
	United States of America				
	5.	Sole Voting Power			
		-0-			
Number of	(	Olaren 1 Mattine Daman			
Shares	6.	Shared Voting Power 23,477,018			
Beneficially		23,477,018			
Owned by	7.	Sole Dispositive Power			
Each		-0-			
Reporting Person With:					
Person with:	8.	Shared Dispositive Power			
		23,477,018			
9.		Owned by Each Reporting Person			
	23,477,018				
10.	Check if the Aggregate Amount	in Row (9) Excludes Certain Shares (See			
10.	Instructions)	in Now ()) Excludes Colum Shares (See			
11.	Percent of Class Represented by	Amount in Row (9)			
	17.2%				
12.	Type of Reporting Person (See	Instructions)			
	PN				

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	ValueAct Capital Managem	ient, LLC		
2.	Check the Appropriate Box if a Member of a Group (See			
	Instructions)			(a) $f$
3.	SEC USE ONLY			(b) S
4.	Citizenship or Place of Org	anization		
	United States of America			
	5.		Sole Voting Power -0-	
Number of	(			
Shares	6.		Shared Voting Pow 23,477,018	/er
Beneficially			25,477,018	
Owned by	7.		Sole Dispositive Po	ower
Each Reporting			-0-	
Person With:				
	8.		Shared Dispositive	Power
			23,477,018	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,477,018			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See			
	Instructions)			
11.	Percent of Class Represente 17.2%			
12.	Type of Reporting Person ( OO	See Instruction	ons)	
	00			

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	<b>X7 1 A ( X7 1 1'</b>	T D		
	ValueAct Holdings,	L.P.		
2.	Check the Appropria	te Box if a Member	of a Group (See	
	Instructions)		(a) $f$	
			(b) S	
3.	SEC USE ONLY			
4		- <b>( O )</b> + <b>i</b>		
4.	Citizenship or Place United States of Ame			
		5.	Sole Voting Power	
			-0-	
Number of				
Shares	(	6.	Shared Voting Power	
Beneficially			23,477,018	
Owned by	,	7.	Sole Dispositive Power	
Each		7.	-0-	
Reporting			-	
Person With:	:	8.	Shared Dispositive Power	
			23,477,018	
0		D		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person			
	23,477,018			
	,,			
10.		ate Amount in Row	(9) Excludes Certain Shares (See	
	Instructions)			
11.	Percent of Class Represented by Amount in Row (9) 17.2%			
12.	Type of Reporting Pe	erson (See Instructio	ons)	
	PN			

CUSIP No. 48238T109				
1.	Names of Reporting Person.			
	I.R.S. Identification Nos. of above persons (entities only)			
	ValueAct Holdings GP, LLC			
2.	Check the Appropriate Box if a Member of a Group (See			
	Instructions)	(a) £		
		(b) S		
3.	SEC USE ONLY			
4.	Citizenship or Place of Organizat	ion		
	United States of America	Solo Voting Dowor		
	5.	Sole Voting Power -0-		
		-0-		
Number of	6.	Shared Voting Power		
Shares		23,477,018		
Beneficially Owned by				
Each	7.	Sole Dispositive Power		
Reporting		-0-		
Person With:	8.	Sharad Dispositive Dower		
	о.	Shared Dispositive Power 23,477,018		
		23,177,010		
9.	Aggregate Amount Beneficially (	Dwned by Each Reporting Person		
	23,477,018			
10.		n Row (9) Excludes Certain Shares (See		
11	Instructions)	Amount in Bour (0)		
11.	Percent of Class Represented by A 17.2%	Aniount III KOW (9)		
12.	Type of Reporting Person (See In	structions)		
	00			

Item 1.

KAR Auction Services, Inc.	
(b) Address of Issuer's Principal Executive Offices:	:
13085 Hamilton Crossing Boulevard Carmel, Indiana 46032	
Item 2.	
(a) Name of Person Filing:	
KAR Holdings II, LLC KELSO GROUP	
Kelso GP VII, LLC Kelso GP VII, L.P. Kelso Investment Associates VII, L.P. KEP VI, LLC Philip E. Berney Frank K. Bynum, Jr. Michael B. Goldberg Frank J. Loverro George E. Matelich Frank T. Nickell David I. Wahrhaftig Thomas R. Wall, IV James J. Connors, II Stanley de J. Osborne Church M. Moore Christopher L. Collins	
PARTHENON GROUP	
PCap KAR LLC Parthenon Investors II, L.P. PCIP Investors J&R Founders Fund II, L.P. Parthenon Investors III, L.P. William C. Kessinger David Ament Brian Golson J&R Advisors F.F., LLC	
VALUEACT GROUP ValueAct Capital Master Fund, L.P.	

Axle Holdings II, LLC	VA Partners I, LLC ValueAct Capital Management, L.P. ValueAct Capital Management, LLC ValueAct Holdings, L.P. ValueAct Holdings GP, LLC
(b)	Address of Principal Business Office, or if none, Residence:
	KAR HOLDINGS II, LLC c/o Kelso & Company, L.P. 320 Park Avenue, 24th Floor New York, NY 10022
	KELSO GROUP c/o Kelso & Company, L.P. 320 Park Avenue, 24th Floor New York, NY 10022
	Parthenon Group c/o Parthenon Capital 265 Franklin Street, 18th Floor Boston, MA 02110
	VALUEACT GROUP c/o ValueAct Capital 435 Pacific Avenue, 4th Floor San Francisco, CA 94133
	AXLE HOLDINGS II, LLC c/o Kelso & Company, L.P. 320 Park Avenue, 24th Floor New York, NY 10022
(c)	Citizenship:
	See Item 4 of the cover pages attached hereto.
(d)	Title of Class of Securities:
	Common Stock, par value \$0.01 per share (the "Common Stock")
(e)	CUSIP Number:
	487387100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership (a) through (c)

(a) Amount beneficially owned

See Item 9 of the attached cover pages.

(b) Percent of class

See Item 11 of the attached cover pages. The figures reported in Item 11 of the attached cover pages are based upon the number of outstanding shares reported in the quarterly report on Form 10-Q filed with the Securities and Exchange Commission by KAR Auction Services, Inc. on November 3, 2011 which reported the total outstanding shares of common stock, as of October 31, 2011, as 136,267,897.

(c)	Number of shares as to	which such person has:

(i)	Sole power to vote or direct the vote:
	See Item 5 of the attached cover pages.
(ii)	Shared power to vote or direct the vote:
	See Item 6 of the attached cover pages.
(iii)	Sole power to dispose or to direct the disposition:
	See Item 7 of the attached cover pages.
(iv)	Shared power to dispose or to direct the disposition:
	See Item 8 of the attached cover pages.

Kelso GP VII, LLC ("GP VII, LLC") is the general partner of Kelso GP VII, L.P. ("GP VII, L.P."). GP VII, L.P. is the general partner of Kelso Investment Associates VII, LP ("KIA VII"). KIA VII is the majority owner of KAR Holdings II, LLC. Each of GP VII, LLC, GP VII L.P., and KIA VII disclaims beneficial ownership of the securities owned of record by KAR Holdings II, LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or for any other purposes.

Each of GP VII, LLC, GP VII L.P., and KIA VII, due to their common control, could be deemed to beneficially own each other's securities. GP VII, LLC disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII L.P. and KIA VII except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

GP VII L.P. disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII, LLC and KIA VII, except, in the case of KIA VII, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII, LLC and GP VII L.P., except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

KIA VII and KEP VI, LLC ("KEP VI"), due to their common control, could be deemed to beneficially own each of the other's securities. KEP VI disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII, LLC, GP VII L.P. and KIA VII, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. Each of GP VII, LLC, GP VII L.P. and KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

KEP VI disclaims beneficial ownership of the securities owned of record by KAR Holdings, LLC, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

Messrs. Berney, Bynum, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig, Wall, Connors, Osborne, Moore and Collins may be deemed to share beneficial ownership of securities owned of record by KAR Holdings II, LLC or indirectly by KIA VII, by virtue of their status as managing members of GP VII, LLC, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig, Wall, Connors, Osborne, Moore and Collins is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes. Messrs. Berney, Bynum, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig, Wall, Connors, Osborne, Moore and Collins may be deemed to share beneficial ownership of securities owned of record by KAR Holdings II, LLC or indirectly by KEP VI, by virtue of their status as managing members of KEP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig, Wall, Connors, Osborne, Moore and Collins is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

Axle Holdings II, LLC ("Axle") may be deemed to share beneficial ownership of shares of Common Stock owned of record by KAR Holdings II, LLC by virtue of its status as a member of KAR Holdings II, LLC. Axle shares investment and voting power along with the other members of KAR Holdings II, LLC with respect to the securities owned by KAR Holdings II, LLC, but disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

KIA VII, KEP VI, Parthenon Investors II, L.P., PCIP Investors and J&R Founders Fund II, L.P., due to their ownership interest in Axle, could be deemed to share beneficial ownership of securities owned of record by Axle. KIA VII, KEP VI, Parthenon Investors II, L.P., PCIP Investors and J&R Founders Fund II, L.P. share investment and voting power along with the other members of Axle with respect to securities owned by Axle, but disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

Messrs. Kessinger, Golson and Ament may be deemed to share beneficial ownership of securities owned of record by KAR Holdings II, LLC or indirectly by Parthenon Investors II, L.P., by virtue of their control of Parthenon Investors II, L.P., but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Kessinger, Golson and Ament is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

Messrs. Kessinger, Golson and Ament may be deemed to share beneficial ownership of securities owned of record by KAR Holdings II, LLC or indirectly by Parthenon Investors III, L.P., by virtue of their control of Parthenon Investors III, L.P., but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Kessinger, Golson and Ament is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

J&R Advisors F.F., LLC is the general partner of J&R Founders Fund II, L.P. J&R Advisors F.F., LLC disclaims beneficial ownership of the securities owned of record by KAR Holdings II, LLC or indirectly by J&R Founders Fund II, L.P., except to the extent of its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

908,828 shares of the securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purpose.

22,568,190 shares of the reported stock held of record by KAR Holdings II, LLC is beneficially owned directly by ValueAct Capital Master Fund, L.P. by virtue of ValueAct Capital Master Fund, L.P.'s ownership interest in KAR Holdings II, LLC and may be deemed to be beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Capital Management, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC,

and as the majority owner of the membership interests of VA Partners I, LLC, and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Each reporting person listed in this paragraph disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purpose.

Messrs. Jeffrey W. Ubben, G. Mason Morfit and George F. Hamel may be deemed to share beneficial ownership of securities owned of record by KAR Holdings II, LLC or indirectly by ValueAct Holdings GP, LLC, by virtue of serving on the management board of ValueAct Holdings GP, LLC, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Ubben, Morfit and Hamel is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

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.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item Certification. 10.

Not applicable as this statement is filed pursuant to Rule 13d-1(d).

### 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.

Dated: February 14, 2012

### KAR Holdings II, LLC

Signature: \*

## KELSO GP VII, LLC

Signature: \* By:

### KELSO GP VII, L.P.

Signature: \* By:

KELSO INVESTMENT ASSOCIATES VII, L.P

Signature: \* By:

KEP VI, LLC

Signature: \* By:

PHILIP E. BERNEY

Signature: \*

FRANK K. BYNUM, JR.

Signature:

\*

MICHAEL B. GOLDBERG

# FRANK J. LOVERRO

\*

\*

Signature:

GEORGE E. MATELICH	
Signature:	*
FRANK T. NICKELL	
Signature:	*
DAVID I. WAHRHAFTIG	
Signature:	*
THOMAS R. WALL, IV	
Signature:	*
JAMES J. CONNORS, II	
Signature:	*
STANLEY DE J. OSBORNI	E
Signature:	*
CHURCH M. MOORE	
Signature:	*
CHRISTOPHER L. COLLIN	IS
Signature:	/s/ Christopher L. Collins
AXLE HOLDINGS II, LLC	
Signature:	*
PCAP KAR LLC	
Signature: By:	/s/ David Ament David Ament

Title:

Authorized Signatory

# PARTHENON INVESTORS II, L.P.

Signature: By: Title: /s/ David Ament David Ament Authorized Signatory

#### PCIP INVESTORS

Signature: By: Title: /s/ David Ament David Ament Authorized Signatory

#### J&R FOUNDERS FUND II, L.P.

Signature:	/s/ Brian Golson
By:	Brian Golson
Title:	Authorized Signatory

### PARTHENON INVESTORS III, L.P

Signature: By: Title: /s/ David Ament David Ament Authorized Signatory

## WILLIAM C. KESSINGER

Signature:

/s/ William C. Kessinger

#### DAVID AMENT

Signature:

/s/ David Ament

**BRIAN GOLSON** 

Signature:

/s/ Brian Golson

## J&R ADVISORS F.F., LLC

Signature: By: Title: /s/ Brian Golson Brian Golson Authorized Signatory

### VALUEACT CAPITAL MASTER FUND, L.P.

Signature:	/s/ George F. Hamel, Jr.
By:	George F. Hamel, Jr.
Title:	Chief Operating Officer

## VA PARTNERS I, LLC

Signature:	/s/ George F. Hamel, Jr.
By:	George F. Hamel, Jr.
Title:	Chief Operating Officer

### VALUEACT CAPITAL MANAGEMENT, L.P.

Signature:	/s/ George F. Hamel, Jr.
By:	George F. Hamel, Jr.
Title:	Chief Operating Officer

#### VALUEACT CAPITAL MANAGEMENT, LLC

Signature:	/s/ George F. Hamel, Jr.
By:	George F. Hamel, Jr.
Title:	Chief Operating Officer

### VALUEACT HOLDINGS, L.P.

Signature: By: Title: /s/ George F. Hamel, Jr. George F. Hamel, Jr. Chief Operating Officer

### VALUEACT HOLDINGS GP, LLC

Signature:	/s/ George F. Hamel, Jr.
By:	George F. Hamel, Jr.
Title:	Chief Operating Officer

\*By: /s/ Rosanna T. Leone

Name: Rosanna T. Leone Attorney-in-fact\*\*

\*\* The Powers of Attorney filed with the Securities and Exchange Commission with the Form 3s, dated December 10, 2009 in respect of the securities of KAR Auction Services, Inc. by Kelso GP VII, LLC, Kelso GP VII, L.P., Kelso Investment Associates VII, L.P., KEP VI, LLC, Axle Holdings II, LLC, Philip E. Berney, Frank K. Bynum, Jr., Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig, Thomas R. Wall, IV, James J. Connors, II, Stanley de J. Osborne and Church M. Moore are hereby incorporated by reference. The Powers of Attorney filed with the Securities and Exchange Commission with the Form 3, dated December 28, 2009 in respect of the securities of KAR Auction Services, Inc. by KAR Holdings II, LLC are hereby incorporated by reference.