

City Auto Parts of Durham, Inc.

Form S-4/A

March 18, 2014

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As filed with the Securities and Exchange Commission on March 18, 2014

Registration No. 333-193585

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

Amendment No. 3 to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LKQ CORPORATION*
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of

5010
(Primary Standard Industrial

36-4215970
(I.R.S. Employer

incorporation or organization)

Classification Code Number)

Identification Number)

500 West Madison Street, Suite 2800

Chicago, IL 60661

(312) 621-1950

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Victor M. Casini

Senior Vice President, General Counsel and Corporate Secretary

LKQ Corporation

500 West Madison Street, Suite 2800

Chicago, Illinois 60661

(312) 621-1950

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:

J. Craig Walker, Esq.

K&L Gates LLP

70 West Madison Street, Suite 3100

Chicago, Illinois 60602

(312) 372-1121

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The additional registrants listed on Schedule A on the next page are also included in this Form S-4 Registration Statement as additional registrants.

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount to be	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities to be Registered	Registered	Offering Price	Aggregate	Registration Fee
4.75% Senior Notes due 2023	\$600,000,000	per unit (1)	Offering Price (1)	
Guarantees of 4.75% Senior Notes due 2023		100%	\$600,000,000(1)	\$77,280(2)
(3)				(4)

(1) Calculated pursuant to Rule 457(f) under the Securities Act of 1933, as amended ("Securities Act").

(2) Previously paid.

(3) See the following page for a table setting forth the guarantors, all of which are additional registrants.

(4) Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is payable with respect to the guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Additional Registrant (1)	Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
Accu-Parts LLC	New York	5010	20-0092983
Akron Airport Properties, Inc.	Ohio	5010	31-1681284
American Recycling International, Inc.	California	5010	95-3072886
A-Reliable Auto Parts & Wreckers, Inc.	Illinois	5010	36-3196417
ATK Motorsports Inc.	California	5010	26-2163461
Budget Auto Parts U-Pull-It, Inc.	Louisiana	5010	72-1391853
City Auto Parts of Durham, Inc.	North Carolina	5010	56-0817363
Damron Holding Company, LLC	Delaware	5010	36-4241654
DAP Trucking, LLC	Florida	5010	47-0916175
Double R Auto Sales, Inc.	Florida	5010	59-3620701
Gearhead Engines Inc.	California	5010	68-0042988
Greenleaf Auto Recyclers, LLC	Delaware	5010	38-3454720
KAI China LLC	Delaware	5010	None
KAIR IL, LLC	Illinois	5010	27-2172437
Keystone Automotive Industries, Inc.	California	5010	95-2920557
Kwik Auto Body Supplies, Inc.	Massachusetts	5010	04-2308300
Lakefront Capital Holdings, Inc.	California	5010	20-8396693
LKQ 1st Choice Auto Parts, LLC	Oklahoma	5010	36-4215970
LKQ 250 Auto, Inc.	Ohio	5010	36-4251355
LKQ A&R Auto Parts, Inc.	South Carolina	5010	57-0736192
LKQ All Models Corp.	Arizona	5010	36-4264411
LKQ Apex Auto Parts, Inc.	Oklahoma	5010	73-1097685
LKQ Atlanta, L.P.	Delaware	5010	36-4240899
LKQ Auto Parts of Central California, Inc.	California	5010	95-2907390
LKQ Auto Parts of Memphis, Inc.	Arkansas	5010	36-4284064
LKQ Auto Parts of North Texas, Inc.	Delaware	5010	01-0550506
LKQ Auto Parts of North Texas, L.P.	Delaware	5010	01-0550529
LKQ Auto Parts of Orlando, LLC	Florida	5010	47-0916179
LKQ Auto Parts of Utah, LLC	Utah	5010	36-4275892
LKQ Best Automotive Corp.	Delaware	5010	01-0550489
LKQ Birmingham, Inc.	Alabama	5010	36-4264384
LKQ Brad's Auto & Truck Parts, Inc.	Oregon	5010	93-1320581
LKQ Broadway Auto Parts, Inc.	New York	5010	14-1737377
LKQ Copher Self Service Auto Parts-Bradenton Inc.	Florida	5010	65-0062077
LKQ Copher Self Service Auto Parts-Clearwater Inc.	Florida	5010	59-2933437
	Florida	5010	59-2975988

LKQ Copher Self Service Auto Parts-St.
Petersburg Inc.

LKQ Copher Self Service Auto

Parts-Tampa Inc.

LKQ Crystal River, Inc.

LKQ Finance 1 LLC

LKQ Finance 2 LLC

LKQ Foster Auto Parts Salem, Inc.

LKQ Foster Auto Parts Westside LLC

LKQ Foster Auto Parts, Inc.

LKQ Gorham Auto Parts Corp.

LKQ Great Lakes Corp.

Florida	5010	59-2609050
Florida	5010	59-2238605
Delaware	5010	45-3325694
Delaware	5010	45-3325793
Oregon	5010	91-1785335
Oregon	5010	36-4304501
Oregon	5010	93-0510648
Maine	5010	36-4295833
Indiana	5010	36-4318034

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LKQ Heavy Truck-Texas Best Diesel, L.P.	Texas	5010	42-1696754
LKQ Holding Co.	Delaware	5010	31-1692161
LKQ Hunts Point Auto Parts Corp.	New York	5010	52-2183622
LKQ Lakenor Auto & Truck Salvage, Inc.	California	5010	36-4261867
LKQ Management Company	Delaware	5010	36-4261192
LKQ Metro, Inc.	Illinois	5010	37-0972933
LKQ Mid-America Auto Parts, Inc.	Kansas	5010	48-1140432
LKQ Midwest Auto Parts Corp.	Nebraska	5010	36-4299482
LKQ Minnesota, Inc.	Minnesota	5010	41-0919186
LKQ of Indiana, Inc.	Indiana	5010	36-4278442
LKQ of Michigan, Inc.	Michigan	5010	36-4264412
LKQ of Nevada, Inc.	Nevada	5010	88-0414851
LKQ of Tennessee, Inc.	Tennessee	5010	36-4312913
LKQ Online Corp.	Delaware	5010	20-0655426
LKQ Penn-Mar, Inc.	Pennsylvania	5010	32-0025173
LKQ Plunks Truck Parts & Equipment Jackson, Inc.	Mississippi	5010	27-2960691
LKQ Powertrain, Inc.	Delaware	5010	26-3858993
LKQ Precious Metals, Inc.	Rhode Island	5010	80-0822348
LKQ Raleigh Auto Parts Corp.	North Carolina	5010	36-4310551
LKQ Route 16 Used Auto Parts, Inc.	Massachusetts	5010	04-2819439
LKQ Salisbury, Inc.	North Carolina	5010	36-4264385
LKQ Savannah, Inc.	Georgia	5010	58-0966027
LKQ Self Service Auto Parts-Holland, Inc.	Michigan	5010	38-2288793
LKQ Self Service Auto Parts-Kalamazoo, Inc.	Michigan	5010	56-2336194
LKQ Self Service Auto Parts-Memphis LLC	Tennessee	5010	36-4284064
LKQ Self Service Auto Parts Tulsa, Inc.	Oklahoma	5010	73-1098294
LKQ Smart Parts, Inc.	Delaware	5010	31-1692164
LKQ Southwick LLC	Massachusetts	5010	04-2819439
LKQ Taiwan Holding Company	Illinois	5010	80-0565845
LKQ Tire & Recycling, Inc.	Delaware	5010	27-1915361
LKQ Trading Company	Delaware	5010	27-1915301
LKQ Triplett ASAP, Inc.	Ohio	5010	34-0757358
LKQ U-Pull-It Auto Damascus, Inc.	Oregon	5010	93-0667967
LKQ U-Pull-It Tigard, Inc.	Oregon	5010	93-1090239
LKQ West Michigan Auto Parts, Inc.	Michigan	5010	38-2269339
Michael Auto Parts, Incorporated	Florida	5010	59-0590985
North American ATK Corporation	California	5010	95-3719642
P.B.E. Specialties, Inc.	Massachusetts	5010	04-3507861
Pick-Your-Part Auto Wrecking	California	5010	95-3406551
Potomac German Auto South, Inc.	Florida	5010	59-3507389
Potomac German Auto, Inc.	Maryland	5010	52-1637030
Pull-N-Save Auto Parts, LLC	Colorado	5010	20-8081775

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Redding Auto Center, Inc.	California	5010	36-4261871
Scrap Processors, LLC	Illinois	5010	20-2818944
Speedway Pull-N-Save Auto Parts, LLC	Florida	5010	20-8105042
Supreme Auto Parts, Inc.	Pennsylvania	5010	10-0037859
U-Pull-It, Inc.	Illinois	5010	36-4120005
U-Pull-It, North, LLC	Illinois	5010	35-2188557

- (1) The address for the principal executive offices of each of the additional registrants is 500 West Madison Street, Suite 2800, Chicago, IL 60661.

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The information in this prospectus is not complete and may be changed. We may not issue the exchange notes in the exchange offer until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or jurisdiction where such offer or sale is not permitted.

Subject to Completion, dated March 18, 2014

PROSPECTUS

LKQ Corporation

Offer to Exchange up to

\$600,000,000

4.75% Senior Notes due 2023

which have been registered under the Securities Act of 1933

for any and all outstanding unregistered

4.75% Senior Notes due 2023

We are offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange up to \$600.0 million aggregate principal amount of registered 4.75% Senior Notes due 2023 (the "exchange notes") for any and all of our \$600.0 million aggregate principal amount of unregistered 4.75% Senior Notes due 2023 that were issued in a private placement on May 9, 2013 (the "original notes"). The exchange notes are substantially identical to the original notes, except the exchange notes are registered under the Securities Act of 1933, as amended (the "Securities Act"), and the transfer restrictions and registration rights, and related additional interest provisions, applicable to the original notes will not apply to the exchange notes. The exchange notes will represent the same debt as the original notes and we will issue the exchange notes under the same indenture under which the original notes were issued. As with the original notes, the exchange notes are fully and unconditionally guaranteed by the guarantors of the original notes.

We refer to the original notes and the exchange notes collectively in this prospectus as the "notes." We refer to this exchange offer as the "exchange offer."

The original notes sold pursuant to Rule 144A under the Securities Act bear the CUSIP number 501889AA7, and the original notes sold pursuant to Regulation S under the Securities Act bear the CUSIP number U5463TAA0.

Terms of the Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2014, unless we extend it.

The exchange offer is subject to customary conditions, which we may waive.

We will exchange all original notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes.

You may withdraw your tender of original notes at any time prior to the expiration of the exchange offer.

If you fail to tender your original notes, you will continue to hold unregistered, restricted securities, and it may be difficult to transfer them.

We believe that the exchange of original notes for exchange notes will not be a taxable transaction for U.S. federal income tax purposes, but you should see the discussion under the caption **Certain United States Federal Income Tax Considerations** for more information.

We will not receive any proceeds from the exchange offer.

Investing in the notes involves risks. See **Risk Factors**, beginning on page 9, for a discussion of certain factors that you should consider before deciding to exchange original notes for exchange notes pursuant to this exchange offer.

Each broker-dealer that receives the exchange notes for its own account pursuant to this exchange offer must acknowledge by way of the letter of transmittal that it will deliver a prospectus in connection with any resale of the exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, such broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See **Plan of Distribution**.

There is no established trading market for the original notes or the exchange notes. We do not intend to list the exchange notes on any securities exchange or seek approval for quotation through any automated trading system.

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2014.

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THIS PROSPECTUS INCORPORATES BUSINESS AND FINANCIAL INFORMATION ABOUT US THAT IS NOT INCLUDED IN OR DELIVERED WITH THIS PROSPECTUS. WE ARE RESPONSIBLE ONLY FOR THE INFORMATION CONTAINED IN OR INCORPORATED BY REFERENCE INTO THIS PROSPECTUS. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THE INFORMATION AND REPRESENTATIONS CONTAINED IN OR INCORPORATED BY REFERENCE INTO THIS PROSPECTUS. IF ANYONE PROVIDES YOU WITH DIFFERENT OR INCONSISTENT INFORMATION, WE TAKE NO RESPONSIBILITY FOR ANY SUCH INFORMATION. THIS PROSPECTUS MAY BE USED ONLY FOR THE PURPOSE FOR WHICH IT HAS BEEN PREPARED. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN OR INCORPORATED BY REFERENCE INTO THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THE APPLICABLE DOCUMENT. OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS AND PROSPECTS MAY HAVE CHANGED SINCE THAT DATE.

WE ARE NOT MAKING THIS EXCHANGE OFFER TO, NOR WILL WE ACCEPT SURRENDERS FOR EXCHANGE FROM, HOLDERS OF ORIGINAL NOTES IN ANY JURISDICTION IN WHICH THE EXCHANGE OFFER WOULD VIOLATE SECURITIES OR BLUE SKY LAWS OR WHERE IT IS OTHERWISE UNLAWFUL.

You can obtain documents incorporated by reference in this prospectus, other than some exhibits to those documents, by requesting them in writing or by telephone from us at the following:

LKQ Corporation

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Attention: Corporate Secretary

500 West Madison Street, Suite 2800

Chicago, IL 60661

(312) 621-1950

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You will not be charged for any of the documents that you request.

In order to ensure timely delivery of the requested documents, requests should be made no later than , 2014, which is five business days before the date this exchange offer expires. In the event that we extend the exchange offer, we urge you to submit your request at least five business days before the expiration date, as extended.

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CAUTIONARY DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus (including information incorporated by reference) are forward-looking statements and are intended to be covered by the safe harbor provided for under Section 27A of the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). We have tried to identify these forward-looking statements by using words such as may, might, will, expect, anticipate, believe, could, plan, estimate, should, if, project, and similar expressions. We have based these forward-looking statements on our current expectations and projections about future events. However, these forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different. Some of these risks, uncertainties and other factors are set forth in this prospectus, in our Annual Report on Form 10-K for the year ended December 31, 2013, and in other documents we have filed with the SEC, and include, among other things:

uncertainty as to changes in North American and European general economic activity and the impact of these changes on the demand for our products and our ability to obtain financing for operations;

fluctuations in the pricing of new original equipment manufacturer (OEM) replacement products;

the availability and cost of our inventory;

variations in the number of vehicles sold, vehicle accident rates, miles driven, and the age profile of vehicles in accidents;

changes in state or federal laws or regulations affecting our business;

changes in the types of replacement parts that insurance carriers will accept in the repair process;

inaccuracies in the data relating to our industry published by independent sources upon which we rely;

changes in the level of acceptance and promotion of alternative automotive parts by insurance companies and auto repairers;

changes in the demand for our products and the supply of our inventory due to severity of weather and seasonality of weather patterns;

increasing competition in the automotive parts industry;

uncertainty as to the impact on our industry of any terrorist attacks or responses to terrorist attacks;

our ability to satisfy our debt obligations and to operate within the limitations imposed by financing agreements;

our ability to obtain financing on acceptable terms to finance our growth;

declines in the values of our assets;

fluctuations in fuel and other commodity prices;

fluctuations in the prices of scrap metal and other metals;

our ability to develop and implement the operational and financial systems needed to manage our operations;

our ability to identify sufficient acquisition candidates at reasonable prices to maintain our growth objectives;

our ability to integrate, realize expected synergies, and successfully operate acquired companies, including, without limitation, Keystone Automotive Holdings, Inc., and any companies acquired in the future, and the risks associated with these companies;

claims by OEMs or others that attempt to restrict or eliminate the sale of alternative automotive products;

termination of business relationships with insurance companies that promote the use of our products;

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product liability claims by the end users of our products or claims by other parties who we have promised to indemnify for product liability matters;

costs associated with recalls of the products we sell;

currency fluctuations in the U.S. dollar, pound sterling and euro versus other currencies;

instability in regions in which we operate that can affect our supply of certain products;

interruptions, outages or breaches of our operational systems, security systems, or infrastructure as a result of attacks on, or malfunctions of, our systems;

our level of debt, which could impair our financial health and prevent us from fulfilling our obligations under the notes;

the notes and the guarantees will be effectively subordinated to any of our and our guarantors' secured indebtedness to the extent of the value of the collateral securing that indebtedness;

we may be unable to generate sufficient cash to service all of our indebtedness, including the notes, and meet our other ongoing liquidity needs and may be forced to take other actions to satisfy our obligations under our indebtedness, which may be unsuccessful;

the notes will be structurally subordinated to all liabilities of our non-guarantor subsidiaries;

our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly;

key terms of the notes will be suspended if the notes achieve investment grade ratings and no default or event of default has occurred and is continuing;

we may be unable to repurchase notes in the event of a change of control as required by the indenture;

holders of the notes may not be able to determine when a change of control giving rise to their right to have the notes repurchased has occurred following a sale of substantially all of our assets;

an active trading market may not develop for the notes;

federal and state fraudulent transfer laws may permit a court to void the notes or any of the guarantees, and if that occurs, you may not receive any payments on the notes; and

our credit ratings may not reflect all risks associated with an investment in the notes.

Given these risks and uncertainties, readers are cautioned not to place undue reliance on our forward-looking statements. Projections and other forward-looking statements included in this prospectus have been prepared based on assumptions, which we believe to be reasonable, but not in accordance with GAAP or any guidelines of the SEC. Actual results may vary, perhaps materially. You are strongly cautioned not to place undue reliance on such projections and other forward-looking statements. All subsequent written and oral forward-looking statements attributable to LKQ Corporation or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Except as required by federal securities laws, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Any such forward-looking statements, whether made in this prospectus or elsewhere, should be considered in the context of the various disclosures made by us about our businesses including, without limitation, the risk factors discussed above. For further discussion of these and other factors that could impact our future results, performance or transactions, please carefully read Risk Factors.

MARKET AND INDUSTRY DATA

Market data used throughout this prospectus and in the documents incorporated by reference herein is based on management's knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon management's review of independent industry surveys and publications and other publicly available information prepared by a number of sources, including the Automotive Aftermarket Industry Association, CCC Information Services Inc., LMC Automotive, and Mitchell International, Inc. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates.

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INCORPORATION BY REFERENCE

We file annual, quarterly and current reports and other information with the SEC. In this prospectus, we incorporate by reference the information that we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus. We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, including any filings after the date of this prospectus, until the completion of the exchange offer of the exchange notes:

our Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 3, 2014, and Amendment No. 1 thereto on Form 10-K/A filed on March 18, 2014 (except for the Compensation Committee Report included in Item 11 thereof, which is deemed furnished, and not filed); and

our Current Reports on Form 8-K filed on January 7, 2014, on January 23, 2014, on January 27, 2014 (the audited consolidated financial statements of LKQ Corporation, as set forth in Exhibit 99.1 to the Current Report on Form 8-K filed on January 27, 2014, have been superseded by the audited consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 3, 2014), and on March 7, 2014.

Nothing in this prospectus shall be deemed to incorporate information furnished, but not filed, with the SEC, including pursuant to Item 2.02 or Item 7.01 of Form 8-K and corresponding information furnished under Item 9.01 of Form 8-K or included as an exhibit thereto. Any statement contained in a document incorporated or deemed to be incorporated herein by reference, or contained in this prospectus, shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently dated or filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You can obtain any of the filings incorporated by reference into this prospectus from the SEC through the SEC's website or at the SEC's address listed under the heading "Where You Can Find Additional Information." We will provide, upon request, to each holder to whom this prospectus is delivered a copy of any or all of the information that we have incorporated by reference into this prospectus but not delivered with this prospectus. To receive a free copy of any of the documents incorporated by reference into this prospectus, other than exhibits, unless they are specifically incorporated by reference in those documents, write to or call our Corporate Secretary, LKQ Corporation, 500 West Madison Street, Suite 2800, Chicago, IL, 60661, (312) 621-1950. The information contained in this prospectus does not purport to be comprehensive and should be read together with the information contained in the documents incorporated or deemed to be incorporated by reference into this prospectus. You should rely only upon the information provided in this prospectus or incorporated in this prospectus by reference. We have not authorized anyone to provide you with any additional or different information. You should not assume that the information in this prospectus, including any information incorporated by reference, is accurate as of any date other than the date indicated on the front cover of this prospectus or as of the respective dates of such document incorporated by reference.

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SUMMARY

*This summary highlights significant aspects of our business and this exchange offer, but it is not complete and may not contain all of the information that may be important to you. You should read the entire prospectus carefully, including the historical financial statements and the related notes incorporated by reference elsewhere in this prospectus, and especially the information presented under the headings **Risk Factors** and **Cautionary Disclosure Regarding Forward-Looking Statements** before making an investment decision.*

*In this prospectus, unless otherwise indicated or the context otherwise requires, references to the terms **we**, **us**, **our** and the **Company** refer to LKQ Corporation and its subsidiaries and joint ventures.*

Our Company

We are North America's largest provider of alternative vehicle collision replacement products and a leading provider of recycled transmissions and remanufactured engines. There are primarily five types of vehicle replacement products: new products produced by original equipment manufacturers (**OEMs**); new products produced by companies other than the OEMs, which are sometimes referred to as aftermarket products; recycled products obtained from salvage vehicles; used products that have been refurbished; and used products that have been remanufactured.

We focus primarily on selling aftermarket, recycled, refurbished, and remanufactured replacement and collision parts, components and systems needed to repair cars and trucks. From our 390 facilities throughout North America, we are able to reach most major markets in the United States and Canada. We believe we are also the largest dismantler of heavy duty trucks in the United States. We are a leading provider of alternative vehicle replacement products in the United Kingdom and vehicle mechanical aftermarket products in the Benelux region. In addition to our wholesale operations, we operate self service retail facilities across the U.S. that sell recycled automotive products.

The majority of our products and services are sold to collision repair shops, also known as body shops, and mechanical repair shops. We also generate a portion of our revenue from scrap sales to metal recyclers. Additionally, we indirectly rely on insurance companies, which ultimately pay for the majority of collision repairs of insured vehicles, to help drive demand. Insurance companies tend to exert significant influence in the vehicle repair decision. Because of their importance to the process, we have formed relationships with certain insurance companies in North America for which we are designated a preferred products supplier. We are in the process of establishing similar relationships with insurance companies in Europe.

We obtain the majority of our aftermarket inventory from automotive parts manufacturers and distributors based in the United States, the United Kingdom and other European countries, Taiwan and China. We procure recycled automotive products mainly by purchasing salvage vehicles, typically severely damaged by collisions and primarily sold at salvage auctions or pools, and then dismantling the vehicles and inventorying the parts. The refurbished and remanufactured products that we sell, such as wheels, bumper covers, lights and engines, originate from the salvage vehicles bought at auctions and from parts received in trade from customers purchasing replacement products from us. Our leading network of facilities allows us to develop and maintain our relationships with local repair shops while providing a level of service that is made possible by our nationwide presence. Our local presence allows us to provide daily deliveries as required by our customers, using drivers who routinely deliver to the same customers. Our sales force and local delivery drivers develop and maintain critical personal relationships with the local repair shops that benefit from access to our wide selection of products, which we are able to offer as a result of our regional inventory network.

We believe that we provide customers (and indirectly insurance companies) a value proposition that includes high quality products at a lower cost than new OEM products, extensive product availability due to our expansive distribution network, responsive service and quick delivery. The breadth of our alternative parts offerings allows us to serve as a one-stop solution for our customers looking for the most cost effective way to provide quality repairs.

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Recent Developments

On January 3, 2014, we completed our acquisition of Keystone Automotive Holdings, Inc. (Keystone Specialty) for a purchase price of \$455.4 million, net of cash acquired. Keystone Specialty is a leading distributor and marketer of specialty aftermarket equipment and accessories in North America serving the following six product segments: truck and off-road; speed and performance; recreational vehicle; towing; wheels, tires and performance handling; and miscellaneous accessories. The purchase price is subject to certain adjustments, including an adjustment related to the net working capital amount of Keystone Specialty at closing. Our acquisition of Keystone Specialty allows us to enter into new product lines and increase the size of our addressable market. In addition, we believe that the acquisition creates potential logistics and administrative cost synergies and cross-selling opportunities.

Corporate Information

LKQ Corporation was incorporated in Delaware in 1998. Our principal executive offices are located at 500 West Madison Street, Suite 2800, Chicago, Illinois 60661, and our telephone number at that address is (312) 621-1950.

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The Exchange Offer

The following summary contains basic information about the exchange offer and the exchange notes. This summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus. For a more detailed description of the exchange notes, see Description of the Exchange Notes. With respect to the discussion of the terms of the notes on the cover page, in this summary of the offering and under the caption Description of the Exchange Notes, the terms we, us, our or the Company refer only to LKQ Corporation not to any of its subsidiaries.

On May 9, 2013, we issued \$600.0 million in aggregate principal amount of 4.75% Senior Notes due 2023, which we refer to as the original notes, in a private offering to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, RBS Securities Inc, Mitsubishi UFJ Securities (USA), Inc, Fifth Third Securities, Inc, HSBC Securities (USA) Inc, PNC Capital Markets LLC, U.S. Bancorp Investments, Inc, SunTrust Robinson Humphrey, Inc., SMBC Nikko Capital Markets Limited, and BB&T Capital Markets, a division of BB&T Securities, LLC, whom we will refer to as the initial purchasers, in reliance on exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. We entered into a registration rights agreement with the initial purchasers in the private offering in which we agreed, among other things, to file the registration statement of which this prospectus forms a part and to complete an exchange offer for the original notes. The following is a summary of the exchange offer.

Original Notes	\$600.0 million of our 4.75% Senior Notes due 2023, which we refer to as the original notes.
Exchange Notes	\$600.0 million of our 4.75% Senior Notes due 2023, which we refer to as the exchange notes. We refer to the exchange notes and original notes collectively as the notes.
	The terms of the exchange notes are substantially identical to the terms of the original notes, except that the exchange notes will not contain terms with respect to additional interest, registration rights or transfer restrictions.
The Exchange Offer	We are offering exchange notes in exchange for a like principal amount of our original notes. You may tender your original notes for exchange notes by following the procedures described under the heading The Exchange Offer.
Expiration Date; Withdrawal	The exchange offer will expire at 5:00 p.m., New York City time, on , 2014, unless we extend it. You may withdraw any original notes that you tender for exchange at any time prior to the expiration of this exchange offer. See The Exchange Offer Terms of the Exchange Offer for a more complete description of the tender and withdrawal period.
Conditions to the Exchange Offer	The exchange offer is not subject to any conditions, other than that the exchange offer does not violate any applicable law or any interpretations of the staff of the SEC.

Procedures for Tendering Original Notes

The exchange offer is not conditioned upon any minimum aggregate principal amount of original notes being tendered in the exchange.

To participate in this exchange offer, you must properly complete and duly execute a letter of transmittal, which accompanies this prospectus, and transmit it, along with all other documents required by such letter of transmittal, to the exchange agent on or before the expiration date at the address provided on the cover page of the letter of transmittal.

In the alternative, you can tender your original notes by book-entry delivery following the procedures described in this prospectus, whereby you will agree to be bound by the letter of transmittal and we may enforce the letter of transmittal against you.

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	If a holder of original notes desires to tender such notes and the holder's original notes are not immediately available, or time will not permit the holder's original notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected pursuant to the guaranteed delivery procedures described in this prospectus. See "The Exchange Offer: How to Tender Original Notes for Exchange."
United States Federal Income Tax Consequences	Your exchange of original notes for exchange notes to be issued in the exchange offer is not expected to result in any gain or loss to you for U.S. federal income tax purposes. See "Certain United States Federal Income Tax Considerations."
Use of Proceeds	We will not receive any cash proceeds from the exchange offer.
Consequences of Failure to Exchange Your Original Notes	Original notes not exchanged in the exchange offer will continue to be subject to the restrictions on transfer that are described in the legend on the original notes. In general, you may offer or sell your original notes only if they are registered under, or offered or sold under an exemption from, the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not currently intend to register the original notes under the Securities Act.
Resales of the Exchange Notes	Based on interpretations of the staff of the SEC, we believe that you may offer for sale, resell or otherwise transfer the exchange notes that we issue in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act if: <ul style="list-style-type: none"> you are not a broker-dealer tendering notes acquired directly from us; you acquire the exchange notes issued in the exchange offer in the ordinary course of your business; you are not participating, do not intend to participate, and have no arrangement or undertaking with anyone to participate, in the distribution of the exchange notes issued to you in the exchange offer; and you are not an affiliate of our company, as that term is defined in Rule 405 of the Securities Act.

If any of these conditions are not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We will not be responsible for, or indemnify you against, any liability you incur.

Any broker-dealer that acquires exchange notes in the exchange offer for its own account in exchange for original notes which it acquired through market-making or other trading activities must acknowledge that it will deliver this prospectus when it resells or transfers any exchange notes issued in the exchange offer. See Plan of Distribution for a description of the prospectus delivery obligations of broker-dealers.

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**Acceptance of Original Notes and
Delivery of Exchange Notes**

Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all original notes properly tendered prior to the expiration of the exchange offer. We will complete the exchange offer and issue the exchange notes promptly after the expiration of the exchange offer.

Exchange Agent

U.S. Bank National Association, the trustee under the indenture governing the notes, is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are set forth under the heading The Exchange Offer The Exchange Agent.

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The Exchange Notes

The exchange offer applies to the \$600.0 million aggregate principal amount of the original notes outstanding as of the date hereof. The form and terms of the exchange notes will be identical in all respects to the form and the terms of the original notes except that the exchange notes:

will have been registered under the Securities Act;

will not be subject to restrictions on transfer under the Securities Act;

will not be entitled to the registration rights that apply to the original notes; and

will not be subject to any increase in annual interest rate as described below under **The Exchange Offer Purpose of the Exchange Offer.**

The exchange notes evidence the same debt as the original notes exchanged for the exchange notes and will be entitled to the benefits of the same indenture under which the original notes were issued, which is governed by New York law.

Issuer	LKQ Corporation
Notes Offered	\$600,000,000 aggregate principal amount of 4.75% Senior Notes due 2023.
Maturity	The exchange notes will mature on May 15, 2023.
Interest	Interest on the exchange notes will accrue at a rate of 4.75% per annum, payable semi-annually in cash in arrears on May 15 and November 15 of each year, commencing November 15, 2013.
Guarantees	The exchange notes will be initially fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of our 100% owned domestic subsidiaries that guarantee the obligations under our senior secured credit facilities, subject to certain exceptions. See Description of the Exchange Notes Ranking and Guarantees.

For the year ended December 31, 2013, our subsidiaries that do not guarantee the notes represented approximately 32% and 26% of our total revenue and operating income, respectively. In addition, these non-guarantor subsidiaries represented approximately 38% and 30% of our total assets and total liabilities, respectively, as of December 31, 2013 (excluding, in each case, intercompany amounts).

Ranking

The exchange notes and guarantees will be our and the guarantors' senior unsecured obligations. They will rank:

equally in right of payment with all of our and the guarantors' existing and future senior debt;

senior in right of payment to all of our and the guarantors' existing and future subordinated debt;

structurally subordinated to all liabilities (including trade payables) of our existing and future subsidiaries that do not guarantee the notes; and

effectively subordinated to all of our and the guarantors' secured indebtedness (including the obligations under our senior secured credit facilities to the extent of the value of the assets securing such indebtedness).

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As of December 31, 2013, after giving effect to the offering of the original notes and the borrowings under the senior secured credit facilities and the application of the proceeds therefrom, we had approximately \$675.3 million aggregate principal amount of secured debt outstanding and had approximately \$1,070.6 million of undrawn availability (after giving effect to approximately \$45.6 million of outstanding letters of credit) under the Revolving Credit Facility and \$80.0 million of undrawn availability under our receivables securitization program. Of these amounts, as of the same date, our subsidiaries that do not guarantee the notes had approximately \$236.5 million of outstanding indebtedness (which includes \$233.8 million of borrowings under our Revolving Credit Facility by foreign subsidiaries that are borrowers under the Revolving Credit Facility but that do not guarantee the notes).

Optional Redemption

On or after May 15, 2018, we may redeem the exchange notes, in whole or in part, at any time at the redemption prices described under Description of the Exchange Notes Optional Redemption. In addition, we may redeem up to 35% of the aggregate principal amount of the exchange notes before May 15, 2016 with the net cash proceeds from certain equity offerings at a redemption price of 104.750% of the principal amount plus accrued and unpaid interest, if any, to, but not including, the redemption date. We may also redeem some or all of the exchange notes before May 15, 2018 at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the redemption date, plus a make whole premium.

Change of Control Offer

If we experience specific kinds of change of control transactions we may be required to offer to repurchase the notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to, but not including, the date of purchase. See Description of the Exchange Notes Repurchase at the Option of Holders Change of Control.

Certain Covenants

The indenture contains covenants that, among other things, will limit our ability and the ability of our subsidiaries to:

incur liens on assets;

make certain restricted payments;

engage in certain sale and leaseback transactions; and

sell certain assets or merge or consolidate with or into other companies.

Certain covenants will cease to apply to the notes for so long as the notes have investment grade ratings. The covenants set forth in the indenture are subject to important exceptions and qualifications as described under

Description of the Exchange Notes Certain Covenants.

No Established Trading Market

The exchange notes that will be issued in this exchange offer will be a new class of securities for which there is currently no market. Although certain of the initial purchasers have informed us that they intend to make a market in the notes, such initial purchasers are not obligated to do so, and may discontinue market-making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the exchange notes will develop or be maintained.

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Use of Proceeds

We will not receive any cash proceeds from the exchange offer.

Risk Factors

Investing in the exchange notes involves substantial risks. You should carefully consider the risk factors set forth under the caption Risk Factors, as well as other information included and incorporated by reference into this prospectus prior to making an investment in the notes. See Risk Factors beginning on page 9.

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RISK FACTORS

You should carefully consider the risk factors and uncertainties described below and other information included and incorporated by reference in this prospectus in evaluating us, our business and your participation in the exchange offer. If any of the events described below occur, our business, financial condition, operating results and prospects could be materially adversely affected, which in turn could adversely affect the trading price of the exchange notes and our ability to repay the exchange notes.

Risks Relating to Our Business

For a discussion of risks related to our business and operations, please see Item 1A. Risk Factors and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for our fiscal year ended December 31, 2013, which is incorporated by reference in this prospectus, as well as similar disclosures contained in our filings with the SEC subsequent to the date of this prospectus.

Risks Relating to the Exchange Offer

You must comply with the exchange offer procedures in order to receive new, freely tradable exchange notes.

We will not accept your original notes for exchange if you do not follow the exchange offer procedures. We will issue exchange notes as part of this exchange offer only after timely receipt of your original notes, a properly completed and duly executed letter of transmittal and all other required documents or if you comply with the guaranteed delivery procedures for tendering your original notes. Therefore, if you want to tender your original notes, please allow sufficient time to ensure timely delivery. If we do not receive your original notes, letter of transmittal, and all other required documents by the expiration date of the exchange offer, or you do not otherwise comply with the guaranteed delivery procedures for tendering your original notes, we will not accept your original notes for exchange. Neither we nor the exchange agent is required to notify you of defects or irregularities with respect to the tenders of original notes for exchange. If there are defects or irregularities with respect to your tender of original notes, we will not accept your original notes for exchange unless we decide in our sole discretion to waive such defects or irregularities.

You may have difficulty selling the original notes that you do not exchange.

If you do not exchange your original notes for exchange notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your original notes described in the legend on your original notes. The restrictions on transfer of your original notes arise because we issued the original notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the original notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. Except as required by the registration rights agreement, we do not intend to register the original notes under the Securities Act. The tender of original notes under the exchange offer will reduce the principal amount of the original notes. Due to the corresponding reduction in liquidity, this may have an adverse effect upon, and increase the volatility of, the market price of any original notes that you continue to hold following completion of the exchange offer. Additionally, if a large number of original notes are exchanged for exchange notes issued in the exchange offer, it may be more difficult for you to sell your unexchanged original notes because there will be fewer original notes outstanding. See The Exchange Offer Consequences of Failure to Exchange Original Notes.

Risks Relating to our Indebtedness and the Exchange Notes

We have a substantial amount of indebtedness, which could have a material adverse effect on our financial condition and our ability to obtain financing in the future and to react to changes in our business.

As of December 31, 2013, we had \$1,305.8 million aggregate principal amount of debt outstanding. Our significant amount of debt and our debt service obligations could limit our ability to satisfy our obligations, limit our ability to operate our business and impair our competitive position.

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For example, it could:

make it more difficult for us to satisfy our obligations under the notes;

increase our vulnerability to adverse economic and general industry conditions, including interest rate fluctuations, because a portion of our borrowings are and will continue to be at variable rates of interest;

require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, which would reduce the availability of our cash flow from operations to fund working capital, capital expenditures or other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and industry;

place us at a disadvantage compared to competitors that may have proportionately less debt;

limit our ability to obtain additional debt or equity financing due to applicable financial and restrictive covenants in our debt agreements; and

increase our cost of borrowing.

As of December 31, 2013, we also had \$1,070.6 million of undrawn availability (after giving effect to approximately \$45.6 million of outstanding letters of credit) under the Revolving Credit Facility and \$80.0 million of undrawn availability under our receivables securitization program. In January 2014, we increased our borrowings under our Revolving Credit Facility by \$370 million and borrowed the full amount available under our receivables securitization program, primarily to finance our acquisition of Keystone Specialty. If we or our subsidiaries incur additional debt, the risks associated with our substantial leverage and the ability to service such debt would increase.

The notes do not impose any limitations on our ability to incur additional debt or protect against certain other types of transactions.

Although we are subject to our Senior Secured Credit Facility for so long as it remains in effect, the indenture that governs the notes does not restrict the future incurrence of unsecured indebtedness, guarantees or other obligations. The indenture that governs the notes contains certain limitations on our ability to incur liens on assets and engage in sale and leaseback transactions. However, these limitations are subject to important exceptions. See Description of the Exchange Notes Certain Covenants Limitation on Liens and Description of the Exchange Notes Certain Covenants Limitation on Sale and Leaseback Transactions. In addition, the indenture governing the notes does not contain many other restrictions, including certain restrictions contained in our Senior Secured Credit Facility, including, without limitation, restrictions on investments or prepaying subordinated indebtedness or engaging in transactions with our affiliates.

Our Senior Secured Credit Facility permits, subject to specified conditions and limitations, the incurrence of a significant amount of additional indebtedness. As of December 31, 2013, we had \$1,070.6 million of undrawn availability (after giving effect to approximately \$45.6 million of outstanding letters of credit) under the Revolving Credit Facility and \$80.0 million of undrawn availability under our receivables securitization program). In January 2014, we increased our borrowings under our Revolving Credit Facility by \$370 million and borrowed the full amount available under our receivables securitization program, primarily to finance our acquisition of Keystone Specialty. If we or our subsidiaries incur additional debt, the risks associated with our substantial leverage and the ability to service such debt would increase.

Our Senior Secured Credit Facility imposes significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

Our Senior Secured Credit Facility imposes significant operating and financial restrictions on us. These restrictions limit our ability, among other things, to:

incur, assume or permit to exist additional indebtedness (including guarantees thereof);

pay dividends or certain other distributions on our capital stock or repurchase our capital stock or prepay subordinated indebtedness;

incur liens on assets;

make certain investments or other restricted payments;

pay dividends or make other payments from our restricted subsidiaries that are borrowers or guarantors under our Senior Secured Credit Facility to subsidiaries that are not guarantors under our Senior Secured Credit Facility;

engage in transactions with affiliates;

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sell certain assets or merge or consolidate with or into other companies;

guarantee indebtedness; and

alter the business that we conduct.

As a result of these covenants and restrictions, we will be limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants. The failure to comply with any of these covenants would cause a default under the credit agreement. A default, if not waived, could result in acceleration of our debt, in which case the debt would become immediately due and payable. If this occurs, we may not be able to repay our debt or borrow sufficient funds to refinance it. Even if new financing were available, it may be on terms that are less attractive to us than our existing credit facilities or it may be on terms that are not acceptable to us.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. If our operating results and available cash are insufficient to meet our debt service obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due. Any future refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants which could further restrict our business operations. Additionally, the Senior Secured Credit Facility limits the use of the proceeds from any disposition of our assets; as a result, our Senior Secured Credit Facility may prevent us from using the proceeds from such dispositions to satisfy our debt service obligations.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.

Certain borrowings under our Senior Secured Credit Facility and the borrowing under our receivables securitization facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease.

Repayment of our indebtedness, including the notes, is dependent on cash flow generated by our subsidiaries.

We are a holding company and repayment of the notes will be dependent upon cash flow generated by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While our Senior Secured Credit Facility limits the ability of our subsidiaries to restrict the payment of dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

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Your right to receive payments on the notes is effectively junior to those lenders who have a security interest in our assets.

Our obligations under the notes and our guarantors' obligations under their guarantees of the notes are unsecured, but our and each co-borrower's obligations under our Senior Secured Credit Facility and each guarantor's obligations under their respective guarantees of the Senior Secured Credit Facility are secured by a security interest in substantially all of our domestic tangible and intangible assets, including the stock of most of our wholly-owned United States subsidiaries and the stock of certain of our non-United States subsidiaries. If we are declared bankrupt or insolvent, or if we default under our Senior Secured Credit Facility, the lenders could declare all of the funds borrowed thereunder, together with accrued interest, immediately due and payable. If we were unable to repay such indebtedness, the lenders could foreclose on the pledged assets to the exclusion of holders of the notes, even if an event of default exists under the indenture governing the notes. Furthermore, if the lenders foreclose and sell the pledged equity interests in any subsidiary guarantor under the notes, then that guarantor will be released from its guarantee of the notes automatically and immediately upon such sale. In any such event, because the notes will not be secured by any of our assets or the equity interests in subsidiary guarantors, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims fully. See Description of Other Indebtedness.

United States federal and state statutes allow courts, under specific circumstances, to void the notes and the guarantees, subordinate claims in respect of the notes and the guarantees and require holders of the notes to return payments received from us or the guarantors.

Our direct and indirect domestic subsidiaries that are obligors under the Senior Secured Credit Facility will guarantee the obligations under the notes. Our issuance of the notes and the issuance of the guarantees by the guarantors may be subject to review under state and federal laws if a bankruptcy, liquidation or reorganization case or a lawsuit, including in circumstances in which bankruptcy is not involved, were commenced at some future date by, or on behalf of, our unpaid creditors or the unpaid creditors of a guarantor. Under the federal bankruptcy laws and comparable provisions of state fraudulent transfer laws, a court may avoid or otherwise decline to enforce the notes or a guarantor's guarantee, or may subordinate the notes or such guarantee to our or the applicable guarantor's existing and future indebtedness. While the relevant laws may vary from state to state, a court might do so if it found that when the notes were issued, or when the applicable guarantor entered into its guarantee, or, in some states, when payments became due under the notes or such guarantee, the issuer or the applicable guarantor received less than reasonably equivalent value or fair consideration and:

was insolvent or rendered insolvent by reason of such incurrence;

was engaged in a business or transaction for which its remaining assets constituted unreasonably small capital;
or

intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature. A court would likely find that we or a guarantor did not receive reasonably equivalent value or fair consideration for the notes or such guarantee if we or such guarantor did not substantially benefit directly or indirectly from the issuance of the notes. The measures of insolvency for purposes of these fraudulent transfer laws vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, an

issuer or a guarantor, as applicable, would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

A court might also void the notes or a guarantee, without regard to the above factors, if the court found that the notes were issued or the applicable guarantor entered into its guarantee with actual intent to hinder, delay or defraud its creditors. In addition, any payment by us or a guarantor pursuant to the notes or its guarantee could be avoided and required to be returned to us or such guarantor or to a fund for the benefit of our or such guarantor's creditors, and accordingly the court might direct you to repay any amounts that you had already received from us or such guarantor. Although each guarantee will contain a "savings clause" intended to limit the subsidiary guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its

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subsidiary guarantee to be a fraudulent transfer, this provision may not be effective to protect any subsidiary guarantees from being avoided under fraudulent transfer law. Furthermore, in *Official Committee of Unsecured Creditors of TOUSA, Inc. v Citicorp North America, Inc.*, the United States Bankruptcy Court in the Southern District of Florida held that a savings clause similar to the savings clause included in our indenture was unenforceable. As a result, the subsidiary guarantees were found to be fraudulent conveyances. The United States Court of Appeals for the Eleventh Circuit recently affirmed the liability findings of the Bankruptcy Court without ruling directly on the enforceability of savings clauses generally. If the TOUSA decision were followed by other courts, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased.

To the extent a court avoids the notes or any of the guarantees as fraudulent transfers or holds the notes or any of the guarantees unenforceable for any other reason, holders of the notes would cease to have any direct claim against us or the applicable guarantor. If a court were to take this action, our or the applicable guarantor's assets would be applied first to satisfy our or the applicable guarantor's other liabilities, if any, and might not be applied to the payment of the notes. Sufficient funds to repay the notes may not be available from other sources, including the remaining guarantors, if any.

Not all of our subsidiaries will guarantee the notes, and the assets of our non-guarantor subsidiaries may not be available to make payments on the notes.

Not all of our subsidiaries will be required to guarantee the notes. In the event that any non-guarantor subsidiary becomes insolvent, liquidates, reorganizes, dissolves or otherwise winds up, holders of its indebtedness and its trade creditors generally will be entitled to payment on their claims from the assets of that subsidiary before any of those assets are made available to us. Consequently, your claims in respect of the notes will be structurally subordinated to all of the liabilities of our non-guarantor subsidiaries, including trade payables, and any claims of third party holders of preferred equity interests, if any, in our non-guarantor subsidiaries. For the year ended December 31, 2013, our subsidiaries that do not guarantee the notes represented approximately 32% and 26% of our total revenues and operating income, respectively. In addition, these non-guarantor subsidiaries represented approximately 38% and 30% of our total assets and total liabilities, respectively, as of December 31, 2013 (excluding, in each case, intercompany amounts). Of these amounts, as of the same date, our subsidiaries that do not guarantee the notes had approximately \$236.5 million of outstanding indebtedness (which includes \$233.8 million of borrowings under our Revolving Credit Facility by foreign subsidiaries that are borrowers under the Revolving Credit Facility but that do not guarantee the notes).

We may not be able to repurchase the notes upon a change of control or pursuant to an asset sale offer.

Upon a change of control, as defined in the indenture governing the notes, the holders of the notes will have the right to require us to offer to purchase all of the notes then outstanding at a price equal to 101% of their principal amount plus accrued and unpaid 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 cannot assure you that we would 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. Such an event of default may cause the acceleration of our other debt. Our other debt also may contain restrictions on repayment requirements with respect to specified events or transactions that constitute a change of control under the indenture.

In addition, in certain circumstances as specified in the indenture governing the notes, we will be required to commence an asset sale offer, as defined in the indenture, pursuant to which we will be obligated to purchase certain notes at a price equal to 100% of their principal amount plus accrued and unpaid interest with the proceeds we receive from certain asset sales. Our other debt may contain restrictions that would limit or prohibit us from completing any

such asset sale offer. In particular, our Senior Secured Credit Facility contains provisions that require us, upon the sale of certain assets, to apply all of the proceeds from such asset sale to the prepayment of amounts due under the Senior Secured Credit Facility. The mandatory prepayment obligations under the Senior Secured Credit Facility will be effectively senior to our obligations to make an asset sale offer with respect to the notes under the terms of the indenture. Our failure to purchase any such notes when required under the indenture would be an event of default under the indenture.

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Holders of the notes may not be able to determine when a change of control giving rise to their right to have the notes repurchased has occurred following a sale of substantially all of our assets.

The definition of change of control in the indenture governing the notes includes a phrase relating to the sale of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale of less than all our assets to another person may be uncertain.

An active trading market may not develop for the notes.

The liquidity of any trading market in these notes, and the market price quoted for these notes, may be adversely affected by changes in the overall market for these types of securities and by changes in our financial performance or prospects or in the prospects for companies in our industries generally. As a result, you cannot be sure that an active trading market will develop for the notes.

Key terms of the notes will be suspended if the notes achieve investment grade ratings and no default or event of default has occurred and is continuing.

Many of the covenants in the indenture governing the notes will be suspended if the notes are rated investment grade by Standard & Poor's and Moody's provided at such time no default or event of default has occurred and is continuing, including those covenants that restrict, among other things, our ability to pay dividends, incur debt and to enter into certain other transactions. There can be no assurance that the notes will ever be rated investment grade. However, suspension of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force, and the effects of any such transactions will be permitted to remain in place even if the notes are subsequently downgraded below investment grade. See Description of the Exchange Notes Certain Covenants Suspension of Certain Covenants when Notes Rated Investment Grade.

Our credit ratings may not reflect all risks associated with an investment in the notes.

Credit rating agencies rate our debt securities on factors that include our results of operations, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the rating agencies can include maintaining, upgrading, or downgrading the current rating or placing us on a watch list for possible future downgrading. Downgrading the credit rating of our debt securities or placing us on a watch list for possible future downgrading would likely increase our cost of financing, limit our access to the capital markets and have an adverse effect on the market price of our securities, including the notes offered hereby.

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USE OF PROCEEDS

The exchange offer is intended to satisfy certain of our obligations under the registration rights agreement. We will not receive any proceeds from the issuance of the exchange notes in the exchange offer and we have agreed to pay the expenses of the exchange offer. In exchange for each of the exchange notes, we will receive original notes in like principal amount. We will retire or cancel all of the original notes tendered in the exchange offer. Accordingly, issuance of the exchange notes will not result in any increase in our outstanding indebtedness or any change in our capitalization.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

Our consolidated ratio of earnings to fixed charges for each of the last five fiscal years is set forth below. You should read this table in conjunction with the consolidated financial statements and related notes to financial statements incorporated by reference in this prospectus. See [Incorporation by Reference](#).

For the purpose of this table, [earnings](#) consists of income from continuing operations before provision for income taxes, plus fixed charges (excluding capitalized interest, but including amortization of amounts previously capitalized), and [fixed charges](#) consists of interest (including capitalized interest) on all debt, amortization of debt discounts and expenses incurred on issuance, and that portion of rental expense believed to represent interest.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Ratio of Earnings to Fixed Charges:	5.7	6.7	6.9	5.9	4.8

Table of Contents**CAPITALIZATION**

The following table sets forth our unaudited consolidated cash and cash equivalents and capitalization as of December 31, 2013. You should read the following table in conjunction with our financial statements and related notes incorporated by reference in this prospectus.

	As of December 31, 2013
Cash and equivalents	\$ 150.5
Long-Term Debt	
Revolving Credit Facility ⁽¹⁾	\$ 233.8
Term Loan Facility	438.8
Original Notes	600.0
Other Long-Term Debt ⁽²⁾	33.2
Total Long-Term Debt	1,305.8
Total Stockholders' Equity	2,350.7
Total Capitalization	\$ 3,656.5

- (1) In connection with the closing of our acquisition of Keystone Specialty on January 3, 2014, we increased our borrowings under the Revolving Credit Facility by \$370 million.
- (2) Includes \$15.7 million of notes payable issued in connection with acquisitions and \$17.5 million of other obligations such as capital leases. We entered into a three year receivables securitization facility on September 28, 2012 for up to \$80 million in cash proceeds. In connection with the closing of our acquisition of Keystone Specialty on January 3, 2014, we increased our borrowings under the receivables securitization facility to the maximum amount of \$80 million.

Table of Contents**SELECTED FINANCIAL DATA**

We have derived the following selected consolidated financial and other data for the fiscal years ended December 31, 2013, 2012, and 2011 from our audited consolidated financial statements incorporated by reference into this prospectus. The selected consolidated financial and other data for the years ended December 31, 2010 and 2009 have been derived from our audited consolidated financial statements which are not included or incorporated by reference into this prospectus. The following selected consolidated financial and other data set forth below should be read together with our consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated by reference in this prospectus.

(in thousands, except per share data)	Year Ended December 31,				
	2013 (a)	2012 (b)	2011 (c)	2010 (d)	2009 (e)
Statements of Income Data:					
Revenue	\$ 5,062,528	\$ 4,122,930	\$ 3,269,862	\$ 2,469,881	\$ 2,047,942
Cost of goods sold	2,987,126	2,398,790	1,877,869	1,376,401	1,120,129
Gross margin	2,075,402	1,724,140	1,391,993	1,093,480	927,813
Operating income	530,180	437,953	361,483	297,877	231,448
Other (income) expense					
Interest expense	51,184	31,429	24,307	29,765	32,252
Other (income) expense, net	3,169	(2,643)	1,405	(2,013)	(6,121)
Income from continuing operations before provision for income taxes	475,827	409,167	335,771	270,125	205,317
Provision for income taxes	164,204	147,942	125,507	103,007	78,180
Income from continuing operations	\$ 311,623	\$ 261,225	\$ 210,264	\$ 167,118	\$ 127,137
Basic earnings per share from continuing operations	\$ 1.04	\$ 0.88	\$ 0.72	\$ 0.58	\$ 0.45
Diluted earnings per share from continuing operations	\$ 1.02	\$ 0.87	\$ 0.71	\$ 0.57	\$ 0.44
Weighted average shares outstanding-basic	299,574	295,810	292,252	286,542	281,082
Weighted average shares outstanding-diluted	304,131	300,693	296,750	291,714	287,980

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	Year Ended December 31,				
	2013	2012	2011	2010	2009
Other Financial Data:					
Net cash provided by operating activities	\$ 428,056	\$ 206,190	\$ 211,772	\$ 159,183	\$ 164,002
Net cash used in investing activities	(505,606)	(352,534)	(571,607)	(191,583)	(102,494)
Net cash provided by (used in) financing activities	165,941	157,072	311,411	18,962	(33,165)
Capital expenditures	90,186	88,255	86,416	61,438	55,870
Business acquisitions ^(f)	408,384	265,336	486,934	143,578	65,171
Depreciation and amortization	86,463	70,165	54,505	41,428	38,062
Balance Sheet Data:					
Total assets	\$ 4,518,774	\$ 3,723,456	\$ 3,199,704	\$ 2,299,509	\$ 2,020,121
Working capital	1,121,864	896,407	752,042	611,555	526,125
Long-term obligations, including current portion	1,305,781				