

Budget Auto Parts U-Pull-It, Inc.  
Form S-4/A  
February 19, 2014  
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As filed with the Securities and Exchange Commission on February 19, 2014

Registration No. 333-193585

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

**Amendment No. 1 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 60611**  
**(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  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed	Proposed	Amount of Registration Fee
		Offering Price per unit (1)	Aggregate Offering Price (1)	
4.75% Senior Notes due 2023 Guarantees of 4.75% Senior Notes due 2023 (3)	\$600,000,000	100%	\$600,000,000(1)	\$77,280(2) (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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<b>Exact Name of Additional Registrant (1)</b>	<b>Jurisdiction of Incorporation or Formation</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
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

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LKQ Copher Self Service Auto Parts-St. Petersburg Inc.			
LKQ Copher Self Service Auto Parts-Tampa Inc.	Florida	5010	59-2609050
LKQ Crystal River, Inc.	Florida	5010	59-2238605
LKQ Finance 1 LLC	Delaware	5010	45-3325694
LKQ Finance 2 LLC	Delaware	5010	45-3325793
LKQ Foster Auto Parts Salem, Inc.	Oregon	5010	91-1785335
LKQ Foster Auto Parts Westside LLC	Oregon	5010	36-4304501
LKQ Foster Auto Parts, Inc.	Oregon	5010	93-0510648
LKQ Gorham Auto Parts Corp.	Maine	5010	36-4295833
LKQ Great Lakes Corp.	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 February 19, 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, 2012, 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 industry size 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 arrangements;

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;

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

periodic adjustments to estimated contingent purchase price amounts;

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, 2012, filed on March 1, 2013 (including the portions of our Proxy Statement for our 2013 annual meeting of shareholders, filed on March 22, 2013, incorporated by reference therein);

our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2013 filed on April 26, 2013, Form 10-Q for the quarter ended June 30, 2013 filed on August 2, 2013, and Form 10-Q for the quarter ended September 30, 2013 filed on November 1, 2013; and

our Current Reports on Form 8-K filed on January 8, 2013 (Item 5.02 only), Form 8-K filed on January 17, 2013 (Item 5.02 only), Form 8-K filed on March 8, 2013 (Item 5.02 only), Form 8-K filed on April 25, 2013 (Item 1.01 only), two Form 8-Ks filed on April 29, 2013 (Item 8.01 only), Form 8-K filed on May 1, 2013 (Item 8.01 only), two Form 8-Ks filed on May 3, 2013 (Item 8.01 only), Form 8-K filed on May 6, 2013 (Items 1.01 and 2.03 only), Form 8-K filed on May 10, 2013 (Items 1.01, 2.03 and 5.07 only), Form 8-K filed on August 14, 2013 (Item 8.01 only), Form 8-K filed on November 6, 2013 (Item 5.03 only), Form 8-K filed on December 10, 2013 (Item 1.01 only), Form 8-K filed on December 23, 2013 (Item 5.03 only), Form 8-K filed on January 7, 2014, and Form 8-K filed on January 27, 2014 setting forth subsidiary guarantor financial information.

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), which are commonly known as OEM products; 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 more than 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 automotive 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. In 2012, our North American and United Kingdom operations sold more than 107,000 SKUs and 112,000 SKUs, respectively.

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 obtain the majority of our aftermarket inventory from automotive parts manufacturers and distributors based in the United States, Taiwan, Europe 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