

DealerTrack Holdings, Inc.  
Form 10-K  
February 24, 2009

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008**  
or  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 000-51653**

**DEALERTRACK HOLDINGS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation or organization)*

**52-2336218**

*(I.R.S. Employer  
Identification Number)*

**1111 Marcus Ave., Suite M04  
Lake Success, NY 11042**

*(Address of principal executive offices, including zip code)*

**(516) 734-3600**

**(Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

**Common Stock, \$0.01 Par Value Per Share**  
*(Title of each class)*

**The NASDAQ Stock Market, LLC**  
*(Name of exchange on which registered)*

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2008, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$535 million (based on the closing price for the registrant's common stock on the NASDAQ Global Market of \$14.11 per share).

As of February 1, 2009, 39,833,200 shares of the registrant's common stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The Registrant intends to file a proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 31, 2008. Portions of such proxy statement are incorporated by reference into Part III of this Annual Report on Form 10-K.

---

**TABLE OF CONTENTS**

	<b>Page</b>	
<u>Item 1.</u>	<u>Business</u>	1
<u>Item 1A.</u>	<u>Risk Factors</u>	14
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	26
<u>Item 2.</u>	<u>Properties</u>	27
<u>Item 3.</u>	<u>Legal Proceedings</u>	27
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	28
<u>Item 5.</u>	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	28
<u>Item 6.</u>	<u>Selected Consolidated Financial Data</u>	29
<u>Item 7.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	30
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	51
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	52
<u>Item 9.</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	89
<u>Item 9A.</u>	<u>Controls and Procedures</u>	89
<u>Item 9B.</u>	<u>Other Information</u>	90
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	90
<u>Item 11.</u>	<u>Executive Compensation</u>	90
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	90
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	91
<u>Item 14.</u>	<u>Principal Accountant Fees and Services</u>	91
<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedule</u>	92
<u>EX-21.1: LIST OF SUBSIDIARIES</u>		
<u>EX-23.1: CONSENT OF PRICEWATERHOUSECOOPERS LLP</u>		
<u>EX-31.1: CERTIFICATION</u>		
<u>EX-31.2: CERTIFICATION</u>		
<u>EX-32.1: CERTIFICATIONS</u>		
<u>EX-10.10: AMENDMENT NO. 1 TO AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.11: AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.12: AMENDMENT NO. 1 TO AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.14: AMENDMENT NO. 1 TO AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.16: AMENDMENT NO. 1 TO AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.21: AMENDMENT NO. 1 TO AMENDED AND RESTATED SENIOR EXECUTIVE EMPLOYMENT AGREEMENT</u>		
<u>EX-10.31: FORM OF RESTRICTED STOCK UNIT AGREEMENT</u>		
<u>EX-21.1: LIST OF SUBSIDIARIES</u>		
<u>EX-23.1: CONSENT OF PRICEWATERHOUSECOOPERS LLP</u>		
<u>EX-31.1: CERTIFICATION</u>		
<u>EX-31.2: CERTIFICATION</u>		
<u>EX-32.1: CERTIFICATION</u>		

**Table of Contents**

**PART I**

**Item 1. Business**

*Certain statements in this Annual Report on Form 10-K are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements involve a number of risks, uncertainties and other factors that could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors which could materially affect such forward-looking statements can be found in the section entitled Risk Factors in Part I, Item 1A in this Annual Report on Form 10-K. Investors are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are only made as of the date hereof and we will undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.*

*References in this Annual Report on Form 10-K to DealerTrack, the Company, our or we are to DealerTrack Holdings, Inc., a Delaware corporation, and/or its subsidiaries.*

**Overview**

DealerTrack Holdings, Inc. is a leading provider of on-demand software and data solutions for the automotive retail industry in the United States. Utilizing the Internet, we have built a network connecting automotive dealers with banks, finance companies, credit unions and other financing sources, and other service and information providers, such as aftermarket providers and the major credit reporting agencies. We have established a network of active relationships in the United States, which as of December 31, 2008, consisted of over 19,000 dealers, over 730 financing sources and many other service and information providers to the automotive retail industry. We consider a financing source to be active in our network as of a date if it has accepted credit application data electronically from dealers in the DealerTrack network in that month, including financing sources visible to dealers through drop down menus. Our credit application processing product enables dealers to automate and accelerate the indirect automotive financing process by increasing the speed of communications between these dealers and their financing sources. We have leveraged our leading market position in credit application processing to address other inefficiencies in the automotive retail industry value chain. We believe our proven network offers a competitive advantage for distribution of our software and data solutions. Our dealership management system (DMS) and integrated subscription-based software solutions enable our dealer customers to manage their dealership data and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory, document compliance with certain laws and execute financing contracts electronically. We have also created efficiencies for financing source customers by providing a comprehensive digital and electronic contracting solution. In addition, we offer data and other products and services to various industry participants, including lease residual value and automobile configuration data.

We are a Delaware corporation formed in August 2001. We are organized as a holding company and conduct a substantial amount of our business through our subsidiaries, including Automotive Lease Guide (alg), Inc., Chrome Systems, Inc., DealerTrack AAX, Inc., DealerTrack Aftermarket Services, Inc., DealerTrack Canada, Inc., DealerTrack Digital Services, Inc., DealerTrack, Inc., and DealerTrack Systems, Inc.

We maintain a website at [www.dealertrack.com](http://www.dealertrack.com). We make available, free of charge through our website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, including exhibits thereto, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after the reports are electronically filed with, or furnished to the Securities and Exchange

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Commission (the SEC). Our reports that are filed with, or furnished to, the SEC are also available at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also obtain copies of any of our reports filed with, or furnished to, the SEC, free of charge, at the SEC's public reference room at 100 F Street, N.E., Washington, DC 20549.

## **Table of Contents**

### **Our Business**

Dealers traditionally relied upon fax and mail delivery methods for processing their financing and insurance offerings. This method produced lengthy processing times and increased the cost of assisting the consumer to obtain financing or insurance. For example, legacy paper systems required the consumer to fill out a paper credit application for each of the financing sources to which he or she applied. The dealer then faxed the credit application to each financing source and awaited a series of return faxes. When a financing source approved the consumer's credit application, the consumer manually signed a paper finance or lease contract with the dealer, who then delivered it with ancillary documents to the financing source via mail or overnight courier. The financing source then manually checked the contract for any errors or omissions and if the contract or ancillary documents were accurate and complete, the financing source paid the dealer for the assignment of the contract. The cumbersome nature of this process can limit the range of options available to consumers and delay the availability of financing. In addition, the sale of insurance and warranty products can be hindered by dealers consulting out-of-date paper program catalogues and not being aware of all of the insurance programs and other aftermarket sales opportunities available to offer the consumer.

In an effort to address the inefficiencies in the traditional workflow processes, dealers have employed technology to manage their businesses. For example, dealers have made significant investments in DMS software to streamline their back office functions, such as accounting, inventory, communications with manufacturers, parts and service, and have deployed customer relationship management (CRM) software to track consumer behavior and maintain active post-sale relationships with consumers to increase aftermarket sales and future automobile sales. However, these DMS and CRM software systems typically reside within the physical dealership and have not historically been fully integrated with each other, resulting in new inefficiencies. For example, many DMS and CRM systems require additional manual entry of consumer information and manual tracking of consumer behavior at multiple points along the retail value chain. These inefficiencies slow the sales and customer management process, as different and sometimes contradictory information is recorded on separate systems. In addition, key information about the consumer may not be provided to the salesperson on the sales floor although it may exist in one of the dealers systems.

In contrast to most dealer legacy systems, our web-based solutions are generally open and flexible. Our network improves efficiency and reduces processing time for dealers, financing sources, and other participants, and integrates the products and services of third-party service and information providers, such as credit reporting agencies and aftermarket providers. We primarily generate revenue on either a transaction or subscription basis, depending on the customer and the product or service provided.

### **Our Customers**

We believe our suite of integrated on-demand software and data solutions addresses many of the inefficiencies in the automotive retail value chain and delivers benefits to dealers, financing sources, aftermarket providers, and other service and information providers.

#### ***Dealers***

We offer franchised and independent dealers a suite of low-cost on-demand DMS, inventory management, sales and compliance solutions, that significantly shorten financing processing times, increase efficiencies across the dealership, and allow dealers to spend more time selling automobiles.

Our automated, web-based credit application-processing product allows automotive dealers to originate and route their consumers' credit application information. This product has eliminated the need to fax a paper application to each financing source to which a consumer applies for financing. Once a dealer enters a consumer's information into our

system, the dealer can distribute the credit application data electronically to one or multiple financing sources and obtain credit decisions quickly and efficiently. This service is free to our dealer customers.

We offer a comprehensive DMS, allowing dealers to manage functions across their entire business, and a complete suite of subscription solutions that complements our credit application processing product allowing dealers to integrate and better manage their business processes. We offer a compliance solution that helps dealers



## **Table of Contents**

comply with red flags regulations and offers reporting functions. Additionally, we have inventory management solutions to help dealers manage their inventory and pricing and our sales solution streamlines the vehicle and aftermarket sales processes. Included in our sales solutions are products that allows dealers and consumers to complete finance contracts electronically, which a dealer can then transmit to participating financing sources for funding, further streamlining the financing process and reducing transaction costs for both dealers and financing sources. We give each dealership the ability to select the specific tools they need to reduce costs, increase profits and sell more vehicles.

### ***Financing Sources***

Our on-demand credit application processing and electronic contracting products eliminate expensive and time-consuming inefficiencies in legacy paper systems, and thereby decrease financing sources' costs of originating loans or leases. We also offer a contract-processing solution, which can provide financing sources with retail automotive contracts and related documents in a digital or electronic format. We believe our solutions significantly streamline the financing process and improve the efficiency and/or profitability of each financing transaction. We electronically transmit complete credit application and contract data, reducing costs and errors and improving efficiency for both prime and non-prime financing sources. We also believe that our credit application processing product enables our financing source customers to increase credit originations. Our network is configured to enable our financing source customers to connect easily with dealers with whom they can establish new business relations. We believe that financing sources that utilize our solutions experience a significant competitive advantage over financing sources that rely on the legacy paper and fax processes.

### ***Aftermarket Providers***

Our DealerTrack Aftermarket Network™ gives dealers access to real-time contract rating information and quote generation, and provides digital contracting for aftermarket products and services. The aftermarket sales and contracting process was previously executed through individual aftermarket providers' websites or through a cumbersome paper-based process prone to frequent delays and errors. Our on-demand connection between dealers and aftermarket providers creates a faster process, improves accuracy, and eliminates duplicate data entry for both dealers and aftermarket providers. We believe this more efficient process combined with the use of our on-demand electronic menu product makes it possible for dealers to more effectively sell aftermarket products and services. We expect that most, if not all, categories of aftermarket products and services will be available via our network, including vehicle recovery systems, extended service contracts, chemical coatings, and credit life and disability insurance. As of December 31, 2008, over 25 aftermarket providers are signed on to the DealerTrack Aftermarket Network.

### ***Other Service and Information Providers***

We believe that our software as a service model is a superior method of delivering products and services to our customers. Our web-based solutions enable third-party service and information providers to deliver their products and services more broadly and efficiently, which increases the value of our integrated solutions to our dealer customers. We believe we offer our third-party service and information providers a secure and efficient means of delivering their data to our dealer and financing source customers. For example, the credit reporting agencies can provide dealers with consumers' credit reports electronically and integrate the delivery of the prospective consumers' credit reports with our credit application processing and other products. Additionally, our inventory management solution integrates real time pricing data and wholesale auction data to give dealers access to available market information.

### ***Our Web-based Network***

Our web-based network is independent and does not give any one financing source preference over any other financing source. Each dealer sees its individualized list of available financing sources listed alphabetically, based on our proprietary matching process, and can transmit credit application information simultaneously to multiple financing sources that they select. Financing sources' responses to requests for financing through our network are presented back to the dealer in their order of response.

**Table of Contents**

**Our Growth Strategy**

Our growth strategy is to leverage our position as a leading provider of on-demand software and data solutions to the U.S. automotive retail industry. Key elements of our growth strategy are:

***Expand Our Customer Base***

We intend to increase our market penetration by expanding our automotive dealer and financing source customer base through the efforts of our direct sales force. While as of December 31, 2008 we had over 730 active financing source customers, we will focus on adding select regional banks, credit unions, financing companies, and the captive financing affiliates of automotive manufacturers to our network. We also intend to increase the number of other service and information providers in our network by adding, among others, insurance and other aftermarket service and accessory providers. Additionally, we are increasing our installation capacity for our DMS business to expand our customer base for that solution.

***Sell Additional Products and Services to Our Existing Customers***

In order to increase the number of products and services purchased by our existing customers, we have redesigned our sales plan to focus on four integrated solutions (DMS, Inventory Management, Compliance and Sales) rather than independent products. We believe that a significant market opportunity exists for us to sell additional products and services to the approximately 70% of our over 19,000 active dealer customers that utilize our credit application processing product, and have purchased one or more of our subscription-based products or services. Similarly, the over 730 financing sources that utilize our credit application product represent a market opportunity for us to sell our electronic and digital contracting solution.

***Expand Our Offerings***

We expect to expand our suite of products and services to address the evolving needs of our customers. Beginning in 2009, we will market our products as four integrated solutions, DMS, Inventory Management, Compliance and Sales. We have identified a number of opportunities to leverage our network of relationships and our core competencies to benefit dealers, financing sources and other service and information providers. For example, we expanded our DMS solution through the addition of CRM functionality. We are also committed to being an open technology partner with our dealers and further integrating our solutions with third-parties to meet their needs. We also are continuing to add reporting capability to our compliance solution and third-party integrations to our inventory management solution.

***Pursue Acquisitions and Strategic Alliances***

We have augmented the growth of our business by completing strategic acquisitions. In executing our acquisition strategy, we have focused on identifying businesses that we believe will increase our market share or that have products, services and technology that are complementary to our product and service offerings. We believe that our success in completing these acquisitions and integrating them into our business has allowed us to maintain our leadership position in the industry, enhance our network of relationships and accelerate our growth. We intend to continue to grow and advance our business through acquisitions and strategic alliances. We believe that acquisitions and strategic alliances will allow us to enhance our product and service offerings, sell new products using our network, strengthen technology offerings and/or increase our market share.

**Table of Contents****Our Solutions**

Starting in January 2009, we redesigned our sales plan and rather than offering independent products we began offering four integrated solutions: DMS, Inventory Management, Compliance and Sales.

<b>Solutions</b>	<b>Products and Services</b>	<b>Subscription/Transaction</b>
Dealer Management System (DMS) Solution:	DealerTrack Arkona DMS	Subscription
Inventory Management Solutions:	AA <sup>®</sup>	Subscription
	InventoryPro	Subscription
	PriceDriver <sup>®</sup>	Subscription
Compliance Solution:	DealWatch <sup>®</sup>	Subscription
	DealerTrack eMent <sup>®</sup>	Subscription
Sales Solution:	SalesMaker <sup>®</sup>	Subscription
	BookOut	Subscription
	DealerTrack eMent <sup>®</sup>	Subscription
	DealerTrack Aftermarket Network <sup>™</sup>	Transaction
	DealerTrack eContracting <sup>®</sup>	Subscription and Transaction
	eDocs (for lenders)	Transaction
	DealerTrack's accessory solution	Subscription and Transaction
	ToolKit <sup>®</sup> (On-line credit application processing platform)	Transaction
	DealTransfer <sup>®</sup>	Subscription

## **Table of Contents**

Each of our four integrated solutions are supported by our Data Services, which include ALG Data Services, Chrome New Vehicle Data, Chrome VIN Match, Chrome Construct, Automotive Description Services, Chrome IQ, Chrome BookLink, Chrome Carbook Showroom<sup>®</sup>, PC Carbook<sup>®</sup>, Carbook Fleet Edition and Chrome Interactive Media. We generally charge our customers a subscription fee to use these products.

We generally charge dealers a monthly subscription fee for each of our solutions. A transaction fee is generally charged to our financing source customers for each credit application that dealers submit to them and for each financing contract executed via our electronic contracting and digital contract processing solution, as well as for any portfolio residual value analyses we perform for them. We charge a transaction fee to the dealer or credit report provider for each fee-bearing credit report accessed by dealers. We charge a transaction fee to the aftermarket provider for each aftermarket contract executed and delivered from our network.

### ***DMS Solution:***

*DealerTrack Arkona DMS* The DealerTrack Arkona DMS is a dealer management system that gives dealers control of their business across every department. It is an open platform that allows dealers to integrate and manage all the primary functions of their store operations including: vehicle sales, portfolio management, showroom management, service department, general ledger, automated dispatching, parts inventory and invoicing, electronic repair order (ERO), vehicle inventory, contact management, payroll and personnel management. We charge our dealer customers subscription fees to use this solution.

### ***Inventory Management Solutions:***

A dealer can choose any one of our three inventory management solutions as listed below:

*AAX<sup>®</sup>* AAX is a, full-featured inventory system. Dealers can identify high-profit, fast turning vehicles, quickly and easily adjust price to be more competitive. The robust enterprise reporting is designed for multi-store inventory optimization. Daily performance tracking is enabled by real time reporting and custom built inventory modeling. Consulting services optimize inventory management and enhance product performance.

*InventoryPro* With InventoryPro, a dealership can evaluate sales and inventory performance for either new or used vehicles by make, model and trim, including information about unit sales, costs, days to turn, and front-end gross profit. The InventoryPro product reviews actual vehicles on the dealership lot and provides specific recommendations for vehicles that should be added or removed to improve a dealership's profitability and return on investment. It also enables dealers to connect with other member dealers to find target vehicles or identify dealers interested in buying overstock.

*PriceDriver* PriceDriver provides dealerships with a market view and pricing updates to increase sales opportunities with right priced inventory. It also allows dealers to establish and enforce pricing policies within the dealership and compare pricing to others in the dealers market.

### ***Compliance Solution:***

*DealWatch<sup>™</sup>* DealWatch provides automotive dealers with a safe and reliable method to sign, store and protect customer and financing activity at the dealership. It also provides safeguards such as limited access to sensitive information based on a user's role and permission to help reduce compliance risk by handling every customer financing deal consistently.

*DealerTrack eMenu*<sup>™</sup> DealerTrack eMenu allows dealers to consistently present consumers with the full array of insurance and other aftermarket product options they offer in a menu format. The product also creates an auditable record of the disclosures to consumers during the aftermarket sales process, helping to reduce dealers' potential legal risks.

## **Table of Contents**

### ***Sales Solution:***

A dealer can choose any one or more of the subscription sales solutions as listed below:

*SalesMaker*<sup>tm</sup> SalesMaker is a profit management system enabling dealers to search the hundreds of current financing source programs in our database, and, within seconds, find the financing or lease program that is best for a consumer and the most profitable for the dealership. SalesMaker also assists dealers in finding financing for consumers with low credit scores, while maximizing their own profit. In addition, dealers can quickly pre-qualify prospective consumers and then match the best financing source program against their available inventory. SalesMaker represents the integration and enhancement of our previous DeskLink and FinanceWizard products.

*BookOut* With BookOut, a dealer can quickly and easily look up used automobile values by year/make/model or vehicle identification number for use in the credit application process. We currently offer separate BookOut subscriptions for data provided by Black Book, Kelley Blue Book and NADA. These products facilitate the financing process by providing dealers with reliable valuation information about the relevant automobile.

*DealerTrack eMenu*<sup>tm</sup> DealerTrack eMenu allows dealers to consistently present consumers with the full array of insurance and other aftermarket product options they offer in a menu format. The product also creates an auditable record of the disclosures to consumers during the aftermarket sales process, helping to reduce dealers' potential legal risks.

*DealerTrack Aftermarket Network*<sup>tm</sup> The DealerTrack Aftermarket Network provides real-time aftermarket contract rating and quote generation from participating providers of aftermarket products. Categories of aftermarket products represented on the network include extended service contracts, GAP, etch, credit life and disability insurance, and vehicle recovery systems. Since the DealerTrack Aftermarket Network is fully integrated into the DealerTrack network, we expect both dealers and aftermarket providers will benefit from improved accuracy and elimination of duplicate data entry. We charge aftermarket providers transaction fees for each aftermarket product purchased that is transmitted by a dealer to the aftermarket provider through our network.

*DealerTrack eContracting and eDocs* Our DealerTrack eContracting product allows dealers to obtain electronic signatures and transmit contracts and contract information electronically to financing sources that participate in eContracting. eContracting increases the speed of the automotive financing process by replacing the cumbersome paper contracting process with an efficient electronic process. Our eDocs digital contract processing service receives paper-based contracts from dealers, digitizes the contracts and submits them electronically to the appropriate financing source. Together, eDocs and eContracting enable financing sources to create a 100% digital contract workflow. We charge our dealer customers subscription fees to use the eContracting product and our participating financing source customers pay transaction fees for each electronic or digital contract that we transmit electronically to them by eContracting or eDocs.

*DealerTrack's accessories solution* The DealerTrack accessory solution provides dealerships with a tool to present and sell accessory products. Dealerships can also source products through the system and purchase those products for their customers. Dealers pay a subscription fee for this product. We charge accessory providers transaction fees as well.

*ToolKit*<sup>tm</sup> ToolKit facilitates the online credit application process by enabling dealers to transmit a consumer's credit application information to one or multiple financing sources and obtain credit decisions quickly and efficiently. Generally, our dealer customers maintain active relationships with numerous financing sources. We offer each financing source customer the option to provide other value-added services to dealers that facilitate the financing process, including dealer reserve statements, payoff quotes, prospect reports for consumers nearing the end of their

current loan or lease and reports of current financing rates and programs. We charge our financing source customers transaction fees for credit application data that dealers transmit to them through this product.

*DealTransfer*<sup>®</sup> DealTransfer permits dealers to transfer transaction information directly between select dealer management systems and our ToolKit product with just a few mouse clicks. This allows dealers to avoid reentering transaction information once the information is on any of the dealer's systems. We charge our dealer customers subscription fees to use this product.



## **Table of Contents**

### ***Data Services:***

***ALG Residual Value Guides*** ALG Residual Value Guides are the industry standard for the residual value forecasting of vehicles. New car residual values are available in a national percentage guide, as well as regional dollar guides. Financing sources and dealers use ALG Residual Value Guides as the basis to create leasing programs for new and used automotive leases. We charge our financing source customers, and other industry participant s subscription fees to use this product.

***ALG Data Services*** ALG is the primary provider of vehicle residual value data to automotive industry participants, including manufacturers, banks and other financing sources, desking software companies and automotive websites. We charge industry participants subscription or transaction fees for these data services.

***Chrome New Vehicle Data*** Chrome New Vehicle Data identifies automobile prices, as well as the standard and optional equipment available on particular automobiles. Dealers provide Chrome s data on their websites and financing sources use the data in making financing decisions. We charge our customers subscription fees to use this product.

***Chrome VINMatch*** Chrome VINMatch converts a nondescript VIN into a rich description of a vehicle. Chrome s vehicle descriptions allow dealers to get an accurate vehicle description and drill down to not only the year, make, and model, but unearthing engine type, fuel system, and even GVWR ranges. We charge our customers subscription fees to use this product.

***Chrome Construct*** Chrome Construct combines vehicle research, configuration and comparison tools into one web service. The data is provided and maintained by Chrome. We charge our customers a transactional or subscription fees to use this product.

***Chrome Automotive Description Service (ADS) and ChromeIQ*** Chrome ADS is a web service that turns a VIN into a rich description of a vehicle, including prices, options, colors and standard equipment. Chrome IQ converts batches of VINs into rich vehicle descriptions. We charge our customers a transactional or subscription fee to use these products.

***Chrome BookLink*** Chrome BookLink allows customers to quickly and easily map between Chrome s New Vehicle Data and a used book provider without having to implement, host, or update mapping tables. We charge our customers a subscription fee to use this product.

***Chrome Carbook Showroom<sup>®</sup>, PC Carbook (R) and Carbook Fleet Edition*** Carbook Showroom, PC Carbook and Carbook Fleet Edition provide automotive specification and pricing information. These products enable dealers, fleet managers, financial institutions and consumers to specify and price a new and used automobile online, which helps promote standardized information among these parties and facilitates the initial contact between buyer and seller. We charge our customers and other industry participants subscription fees to use these products.

***Chrome Interactive Media*** Chrome Interactive Media includes vehicle still photographs and full motion vehicle video for use on dealer and auto industry portal websites. The products are used to present an accurate, high-impact view of vehicles to facilitate sales. Our customers are charged either a transaction or subscription fee for these products.

### **International**

Our subsidiary, DealerTrack Canada Inc., is a leading provider of on-demand credit application and contract processing services to the indirect automotive finance industry in Canada. Historically, we have provided our Canadian customers with only our credit application and contract processing products. In 2007, we began offering them select subscription products. For the year ended December 31, 2008, our Canadian operations generated

approximately 11% of our net revenue.

## **Table of Contents**

### **Technology**

Our technology platform is robust, flexible and extendable and is designed to be integrated with a variety of other technology platforms. We believe our open architecture is fully scalable and designed for high availability, reliability and security. Product development expense for the years ended December 31, 2008, 2007, and 2006 was \$11.7 million, \$9.8 million and \$9.2 million, respectively. Our technology includes the following primary components:

#### ***Web-Based Interface***

Our customers access our on-demand application products and services through an easy-to-use web-based interface. Our web-based delivery method gives us control over our applications and permits us to make modifications at a single central location. We can easily add new functionality and deliver new products to our customers by centrally updating our software on a regular basis.

#### ***Partner Integration***

We believe that our on-demand model is a uniquely suited method of delivering our products and services to our customers. Our customers can access our highly specialized applications on-demand, avoiding the expense and difficulty of installing and maintaining them independently. Our financing source integration and partner integration use XML encoded messages. We are a member of both Standards for Technology in Automotive Retail (STAR) and American Financial Services Association (AFSA) and are committed to supporting published standards as they evolve.

#### ***Infrastructure***

Our technology infrastructure is hosted externally and consists of production sites and a disaster recovery site. The production site for the DealerTrack credit application network is fully hardware redundant. Our customers depend on the availability and reliability of our products and services and we employ system redundancy in order to minimize system downtime.

#### ***Security***

We maintain high security standards with a layered firewall environment and employ an intrusion detection system. Our firewalls and intrusion detection system are both managed and monitored continuously by an independent security management company. Our communications are secured using secure socket layer 128-bit encryption. We also utilize a commercial software solution to securely manage user access to our applications. All incoming traffic must be authenticated before it is authorized to be passed on to the application. Once a user has been authorized, access control to specific functions within the site is performed by the application. Our access control system is highly granular and includes the granting and revocation of user permissions to functions on the site.

We maintain a certification from Cybertrust Inc., a leading industry security certification body, for the DealerTrack credit application network. This certification program entails a comprehensive evaluation of our security program, including extensive testing of our website's perimeter defenses. As a result of this process, recommendations are made and implemented. The certification program requires continual monitoring and adherence to critical security policies and practices.

### **Customer Development and Retention**

*Sales*

Our sales resources are focused on four primary areas: dealers, financing sources, aftermarket providers, and other industry providers. Our sales resources strive to increase the number of products and services purchased or used by existing customers and also to sell products and services to new customers. Our dealer sales resources focus on selling our subscription-based products and services to dealers through field sales and telesales efforts, and also support the implementation of subscription-based and transaction-based products for dealers. Financing source

## **Table of Contents**

relationships are managed by a team that also focuses on adding more financing sources to our network and increasing the use of our eContracting and eDocs solution. Relationships with our aftermarket providers are managed by a team that also focuses on adding more aftermarket providers to the network. Relationships with other providers (including automotive manufacturers) are managed across various areas of our organization.

### ***Training***

We believe that dealership employees often require specialized training to take full advantage of certain of our solutions. As a result, we have developed and made available extensive training for them. We believe that this training is important to enhancing the DealerTrack brand and reputation and increasing utilization of our products and services. Training is conducted via telephone, the Internet and in person at the dealership. In training our dealers, we emphasize utilizing our network to help them increase profitability and efficiencies.

### ***Marketing***

Our marketing strategy is to establish our brand as the leading provider of on-demand software and data solutions for dealers, financing sources, aftermarket providers and other information and service providers. Our marketing approach is to employ multiple off-line and on-line channels, targeted at key executives and other decision makers within the automotive retail industry, such as:

- advertising in automotive trade magazines and other periodicals;
- public relations through press releases and publication of news and thought leadership articles;
- direct marketing employing mail and e-mail delivered to buyers and influencers in dealer and lender markets;
- participation in industry events, and the hosting of a corporate proprietary event;
- employing our website to offer services, and provide product and company information;
- search marketing to increase visibility in search engine result pages; and
- promotions and sponsorships on national and regional levels.

### **Customer Service**

We believe superior customer support is important to retaining and expanding our customer base. We have a comprehensive technical support program to assist our customers in maximizing the value they get from our products and services and solving any problems or issues. We provide telephone support, e-mail support and online information and consulting services about our products and services. Our customer service group handles general customer inquiries, such as questions about resetting passwords, how to subscribe to products and services, the status of product subscriptions and how to use our products and services, and is available to customers by telephone, e-mail or over the web. Our technical support specialists are extensively trained in the use of our products and services.

### **Customers**

Our primary customers are dealers and financing sources. Our network of financing sources includes national and regional prime, near prime and non-prime financing sources; regional and local banks and credit unions. As of December 31, 2008, we had over 19,000 dealers and over 730 financing sources active in our network. The

subscription agreements with our dealers typically run for one to three years, with one-year automatic extensions, except for our DMS agreements, which have more flexible terms. Our initial agreements with our financing source customers typically run for two years, with one-year automatic extensions. No customer represented more than 10% of our revenue for the year ended December 31, 2008.

## **Table of Contents**

### **Competition**

The market for our solutions in the U.S. automotive retail industry is highly competitive, fragmented and subject to changing technology, shifting customer needs and frequent introductions of new products and services. Our current principal competitors include:

web-based automotive finance credit application processors, including AppOne, CUDL, Finance Express, Open Dealer Exchange, and RouteOne;

proprietary finance credit application processing systems, including those used and provided to dealers by American Honda Finance Corp. and Volkswagen Credit;

dealer management system providers, including ADP, Inc. and The Reynolds and Reynolds Company;

automotive retail sales deskings providers, including ADP, Inc. and Market Scan Information Systems, Inc.;

vehicle configuration providers, including Autodata Solutions Company, R.L. Polk & Co. and JATO Dynamics, Inc.;

providers of services related to aftermarket products, including MenuVantage and the StoneEagle Group;

providers of inventory analytic tools, including First Look, LLC and vAuto, Inc., and;

providers of compliance solutions; including Compli and the three credit reporting agencies.

DealerTrack also competes with warranty and insurance providers, as well as software providers, among others, in the market for menu-selling products and services. Some of our competitors may be able to devote greater resources to the development, promotion and sale of their products and services than we can to ours, which could allow them to respond more quickly than we can to new technologies and changes in customer needs. In particular, RouteOne, a joint venture formed and controlled by Chrysler Financial Corporation, Ford Motor Credit Corporation, General Motors Acceptance Corporation and Toyota Financial Services, has relationships with these and other affiliated captive financing sources that are not part of our network. Additionally, on January 21, 2009 ADP, Inc. and Reynolds and Reynolds, announced a joint venture, Open Dealer Exchange, and may have the ability to build on its joint venture partner's relationships in providing DMS software to over 16,000 dealers. Our ability to remain competitive will depend to a great extent upon our ability to execute our growth strategy, as well as our ongoing performance in the areas of product development and customer support.

### **Government Regulation**

The indirect automotive financing and automotive retail industries are subject to extensive and complex federal and state regulations. Our customers, such as banks, finance companies, savings associations, credit unions and other financing sources, and automotive dealers, operate in markets that are subject to rigorous regulatory oversight and supervision. Our customers must ensure that our products and services work within the extensive and evolving regulatory requirements applicable to them, including those under the Consumer Credit Protection Act, the Gramm-Leach-Bliley Act (the GLB Act), the Federal Reserve Board's Regulation P, the Interagency Guidelines Establishing Information Security Standards, the Interagency Guidance on Response Programs for Unauthorized Access to Customer Information and Customer Notice, the Federal Trade Commission's (FTC) Privacy Rule, Safeguards Rule, and Consumer Report Information Disposal Rule, Regulation AB, the regulations of the Federal Reserve Board, the Fair Credit Reporting Act (FCRA) and other state and local laws and regulations. In addition,

entities such as the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the Office of Thrift Supervision, the National Credit Union Administration and the FTC have the authority to promulgate rules and regulations that may impact our customers, which could place additional demands on us.

The role of our products and services in assisting our customers' compliance with these requirements depends on a variety of factors, including the particular functionality, interactive design, and classification of the customer. We are not a party to the actual transactions that occur in our network. Our financing source, aftermarket provider and automotive dealer customers must assess and determine what applicable laws and regulations require of them and are responsible for ensuring that their use of our network conforms to their regulatory needs.



**Table of Contents**

***Consumer Privacy and Data Security Laws***

Consumer privacy and data security laws on the federal and state levels govern the privacy and security of consumer information generally and may apply to our business in our capacity as a service provider for regulated financial institutions and automotive dealers that are subject to the GLB Act and applicable regulations, including the FTC's Privacy Rule, Safeguards Rule and Consumer Report Information Disposal Rule.

These laws and regulations restrict our customers' ability to share nonpublic personal consumer information with non-affiliated companies, as well as with affiliates under certain circumstances. They also require certain standards for information security plans and operations, including standards for consumer information protection and disposal, and notices to consumers in the event of certain security breaches. If we, a financing source, an aftermarket provider or a dealer disclose consumer information provided through our network in violation of these laws, regulations or applicable privacy policies, we may be subject to claims from such consumers or enforcement actions by state or federal regulatory authorities.

Legislation is pending on the federal level and in most states that could impose additional duties on us relating to the collection, use or disclosure of consumer information, as well as obligations to secure that information or provide notices in the event of an actual or suspected unauthorized access to or use of information contained within our system. The FTC and federal banking regulators have also issued regulations requiring regulated financial institutions to obtain certain assurances and contractual protections relating to the security and disposal of information maintained by service providers such as us.

While we believe our current business model is consistent with existing laws and regulations, emerging case law and regulatory enforcement initiatives, as well as the passage of new laws and regulations, may limit our ability to use information to develop additional revenue streams in the future.

***Fair Credit Reporting Act***

The FCRA imposes limitations on the collection, distribution and use of consumer report information and imposes various requirements on providers and users of consumer reports and any information contained in such reports. Among other things, the FCRA limits the use and transfer of information that qualifies as a consumer report, and imposes certain requirements on providers of information to credit reporting agencies and resellers of consumer reports with respect to ensuring the accuracy and completeness of the information and assisting consumers who dispute information in their consumer reports or seek to obtain information involving theft of their identity. The use of consumer report information in violation of the FCRA could, among other things, result in a provider of information or reseller of consumer reports being deemed a consumer reporting agency, which would subject the provider or reseller to all of the compliance requirements applicable to consumer reporting agencies contained in the FCRA and applicable regulations. Willful violations of the FCRA can result in statutory and punitive damages.

***State Laws and Regulations***

The GLB Act and the FCRA contain provisions that preempt some state laws to the extent the state laws seek to regulate the distribution and use of consumer information. The GLB Act does not limit states' rights to enact privacy legislation that provides greater protections to consumers than those provided by the GLB Act. The FCRA generally prohibits states from imposing any requirements with respect only to certain specified matters and it is possible that some state legislatures or agencies may limit the ability of businesses to disclose consumer information beyond the limitations provided for in the GLB Act or the FCRA. For example, most states permit consumers to freeze their credit bureau files under certain circumstances and the three national credit bureaus (Equifax, Experian and TransUnion) now give this right to all customers. Our automotive dealer customers remain subject to the laws of their respective

states in such matters as consumer protection and unfair and deceptive trade practices. Recently, certain states have passed laws requiring specific security protections for personal information of state residents.

***Revised Uniform Commercial Code Section 9-105, E-SIGN and UETA***

In the United States, the enforceability of electronic transactions is primarily governed by the Electronic Signatures in Global and National Commerce Act, a federal law enacted in 2000 that largely preempts inconsistent

## **Table of Contents**

state law, and the Uniform Electronic Transactions Act, a uniform state law that was finalized by the National Conference of Commissioners on Uniform State Laws in 1999 and has been adopted by all states. Case law has generally upheld the use of electronic signatures in commercial transactions and in consumer transactions where proper notice is provided and consumer consents to transact business electronically are obtained. The Revised Uniform Commercial Code Section 9-105 ( UCC 9-105 ) provides requirements to perfect security interests in electronic chattel paper. These laws impact the degree to which the financing sources in our network use our eContracting product. We believe that our eContracting product enables the perfection of a security interest in electronic chattel paper by meeting the transfer of control requirements of UCC 9-105. However, this issue has not been challenged in any legal proceeding. If a court were to find that our eContracting product is not sufficient to perfect a security interest in electronic chattel paper, or if existing laws were to change, our business, prospects, financial condition and results of operations could be materially adversely affected. Federal and state regulatory requirements imposed on our financing source customers, such as the SEC's Regulation AB relating to servicers of asset backed securities, may also result in our incurring additional expenses to facilitate financing source compliance.

## ***Internet Regulation***

We are subject to federal, state and local laws applicable to companies conducting business on the Internet. Today, there are relatively few laws specifically directed towards online services. However, due to the increasing popularity and use of the Internet and online services, laws and regulations may be adopted with respect to the Internet or online services covering issues such as online contracts, user privacy, freedom of expression, pricing, fraud liability, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Proposals currently under consideration with respect to Internet regulation by federal, state, local and foreign governmental organizations include, but are not limited to, the following matters: on-line content, user privacy, restrictions on email and wireless device communications, data security requirements, taxation, access charges and so-called net neutrality, liability for third-party activities such as unauthorized database access, and jurisdiction. Moreover, we do not know how existing laws relating to these issues will be applied to the Internet and whether federal preemption of state laws will apply.

## **Intellectual Property**

Our success depends, in large part, on our intellectual property and other proprietary rights. We rely on a combination of patent, copyright, trademark and trade secret laws, employee and third-party non-disclosure agreements and other methods to protect our intellectual property and other proprietary rights. In addition, we license technology from third parties.

We have been issued a number of utility patents in the United States and have patent applications pending in the United States, Canada and Europe, including patents that relate to a system and method for credit application processing and routing. We have both registered and unregistered copyrights on aspects of our technology. We have a U.S. federal registration for the mark DealerTrack. We also have U.S. federal registrations and pending registrations for several additional marks we use and claim common law rights in other marks we use. We also have filed some of these marks in foreign jurisdictions. The duration of our various trademark registrations varies by mark and jurisdiction of registration. In addition, we rely, in some circumstances, on trade secrets law to protect our technology, in part by requiring confidentiality agreements from our vendors, corporate partners, employees, consultants, advisors and others.

## **Industry Trends**

The United States and global economies are currently undergoing a period of economic uncertainty, and the financing environment, automobile industry and stock markets are experiencing high levels of volatility. The tightening of the

credit markets has caused a significant decline in the number of lending relationships between the various financing sources and dealers available through our network. Purchases of new automobiles are typically discretionary for consumers and have been, and may continue to be, affected by negative trends in the economy, including the cost of energy and gasoline, the availability and cost of credit, the declining residential and commercial real estate markets, reductions in business and consumer confidence, stock market volatility and

## **Table of Contents**

increased unemployment. 2008 was the worst year for selling vehicles since 1992 and, as a result, the number of automobile dealers declined in 2008 and is projected to further decline in 2009. Together, these factors have meaningfully impacted our transaction volume compared to historical levels. Our financial results are impacted by trends in the number of dealers serviced and the level of indirect financing and leasing by our participating financing source customers, special promotions by automobile manufacturers and the level of indirect financing and leasing by captive finance companies not available in our network. Additionally, the recent federal bailout of automobile manufacturers, and the possibility of a major automobile manufacturer filing for bankruptcy are expected to cause further volatility in the automotive industry. We expect to continue to experience challenges due to the ongoing adverse outlook for the credit markets and automobile sales. In addition, volatility in our stock price and declines in our market capitalization could impair the carrying value of our goodwill and other long-lived assets. As a result, we may be required to write-off some of our goodwill or long-lived assets if these conditions persist for an extended period of time.

## **Employees**

As of December 31, 2008, we had approximately 1,100 employees. None of our employees is represented by a labor union. We have not experienced any work stoppages and believe that our relations with our employees are good.

## **Item 1A. Risk Factors**

*You should carefully consider the following risk factors, as well as the more detailed descriptions of our business elsewhere in this Annual Report on Form 10-K. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently deem immaterial may also materially adversely affect our business, prospects, financial condition or results of operations. Our business, prospects, financial condition or results of operations could be materially and adversely affected by the following:*

***Economic trends that affect the automotive retail industry or the indirect automotive financing industry may have a negative effect on our business.***

Economic trends that negatively affect the automotive retail industry or the indirect automotive financing industry may adversely affect our business by further reducing the amount of indirect automobile financing transactions that we earn revenue on, the number of financing source or automotive dealer customers that subscribe to our products and services or money that our customers spend on our products and services. Purchases of new automobiles are typically discretionary for consumers and have been, and may continue to be, affected by negative trends in the economy, including the cost of energy and gasoline, the availability and cost of credit, the declining residential and commercial real estate markets, reductions in business and consumer confidence, stock market volatility and increased unemployment. A reduction in the number of automobiles purchased by consumers could continue to adversely affect our financing source and dealer customers and lead to a reduction in transaction volumes and in spending by these customers on our subscription products and services. New car sales declined to a ten year low in 2008 and are projected to further decline during 2009. Additionally, a certain number of our financing source customers are dependent on continued access to the capital markets, which have contracted as of late, in order to fund their lending activities. These negative trends may result in our financing sources further reducing the number of automobile dealers that they service or the number of contracts that they make which could result in a reduction in the number of credit applications that are processed through our network. Additionally, due to the economic downturn, there has been continued automotive dealer consolidation and the number of franchised automotive dealers declined in 2008 and is projected to further decline in 2009. A bankruptcy filing by a major automobile manufacturer would further accelerate this consolidation trend. To the extent that these dealers have subscription products, the consolidation will result in cancellation of those products. Further, a reduction in the number of automotive dealers reduces the number of opportunities we have to sell our subscription products. Additionally, dealers who close their businesses may

choose to not pay those amounts owed to us, resulting in an increase in our bad debt.

Any such reductions in transactions or subscriptions or an increase in our bad debt could have a material adverse effect on our business, prospects, financial condition and results of operations.

**Table of Contents**

***We may be unable to continue to compete effectively in our industry.***

Competition in the automotive retail technology industry is intense. The indirect automotive retail finance industry is highly fragmented and is served by a variety of entities, including DMS providers, web-based automotive finance credit application processors, the proprietary credit application processing systems of the financing source affiliates of automobile manufacturers, automotive retail sales desking providers and vehicle configuration providers. DealerTrack also competes with warranty and insurance providers, as well as software providers, among others, in the market for DMS, menu-selling products and services, compliance products and inventory analytics. Some of our competitors have longer operating histories, greater name recognition and significantly greater financial, technical, marketing and other resources than we do. Many of these competitors also have longstanding relationships with dealers and may offer dealers other products and services that we do not provide. As a result, these companies may be able to respond more quickly to new or emerging technologies and changes in customer demands or to devote greater resources to the development, promotion and sale of their products and services than we can to ours. We expect the market to continue to attract new competitors and new technologies, possibly involving alternative technologies that are more sophisticated and cost-effective than our technology. There can be no assurance that we will be able to compete successfully against current or future competitors or that competitive pressures we face will not materially adversely affect our business, prospects, financial condition and results of operations.

***We may face increased competition from AppOne, CUDL, Finance Express, Open Dealer Exchange and RouteOne.***

ADP, Inc. and Reynolds and Reynolds, the two leading providers of DMS, on January 21, 2009 announced they have recently formed Open Dealer Exchange as a joint venture to compete with our online portal application business. Open Dealer Exchange plans to leverage its owners' penetration of the DMS space to better integrate the loan origination process into the dealer's transactional, point-of-sale system, thereby giving them a competitive advantage. Additionally, our network of financing sources does not include the captive financing sources affiliated with Chrysler LLC, Ford Motor Company, General Motors Corporation or Toyota Motor Corporation, which have formed RouteOne to operate as a direct competitor of ours to serve their respective franchised dealers. RouteOne has the ability to offer its dealers access to captive or other financing sources that are not in our network. RouteOne was launched in November 2003, and officially re-launched in July 2004. A significant number of independent financing sources, including many of the independent financing sources in our network, are participating on the RouteOne credit application processing and routing portal. If either Open Dealer Exchange or RouteOne increases the number of independent financing sources on its credit application processing and routing portal and/or offers products and services that better address the needs of our customers or offer our customers a lower-cost alternative, our business, prospects, financial condition and results of operations could be materially adversely affected. In addition, if a substantial amount of our current customers migrate from our network to Open Dealer Exchange or RouteOne, our ability to sell additional products and services to, or earn transaction services revenue from, these customers could diminish. We believe that both Open Dealer Exchange and RouteOne have repeatedly approached certain of our largest financing source customers seeking to have them join their credit application processing and routing portal. In addition, CU Direct Corporation, through its CUDL portal, has directly targeted credit unions, which comprise a large number of our financing source customers. Finance Express and AppOne have targeted the independent dealer channel.

***Some vendors of software products used by automotive dealers, including certain of our competitors, are designing their software and using financial or other incentives to make it more difficult for our customers to use our products and services.***

Currently, some software vendors, including some of our competitors, have designed their software systems in order to make it difficult to integrate with third-party products and services such as ours and others have announced their

intention to do so. Some software vendors also use financial or other incentives to encourage their customers to purchase such vendors' products and services. These obstacles could make it more difficult for us to compete with these vendors and could have a material adverse effect on our business, prospects, financial condition and results of operations. Further, we have agreements in place with various third-party software providers to facilitate integration



**Table of Contents**

between their software and our network, and we cannot assure you that each of these agreements will remain in place or that during the terms of these agreements these third parties will not increase the cost or level of difficulty in maintaining integration with their software. Certain of these agreements are currently in a wind-down period and while we continue to negotiate with these providers, there is no guarantee that we will be able to enter into a new agreement once the wind-down period ends. Additionally, we integrate certain of our solutions and services with other third parties' software programs. These third parties may design or utilize their software in a manner that makes it more difficult for us to continue to integrate our solutions and services in the same manner, or at all. These developments could have a material adverse effect on our business, prospects, financial condition and results of operations.

***Our systems and network may be subject to security breaches, interruptions, failures and/or other errors or may be harmed by other events beyond our control.***

*Our systems may be subject to security breaches.*

Our success depends on the confidence of dealers, financing sources, the major credit reporting agencies and our other network participants in our ability to transmit confidential information securely over the Internet and operate our computer systems and operations without significant disruption or failure. We transmit substantial amounts of confidential information, including non-public personal information, over the Internet. Moreover, even if our security measures are adequate, concerns over the security of transactions conducted on the Internet and commercial online services, which may be heightened by any well-publicized compromise of security, may deter customers from using our products and services. If our security measures are breached and unauthorized access is obtained to confidential information, our network may be perceived as not being secure and our customers may curtail or stop using our network or other systems. Any failure by, or lack of confidence in, our secure online products and services could have a material adverse effect on our business, prospects, financial condition and results of operations.

Despite our focus on Internet security, we may not be able to stop unauthorized attempts to gain access to or disrupt the transmission of communications among our network participants. Advances in computer capabilities, new discoveries in the field of cryptography, or other events or developments could result in a compromise or breach of the algorithms used by our products and services to protect certain data contained in our databases and the information being transferred.

Although we generally limit warranties and liabilities relating to security in our customer contracts, third parties may seek to hold us liable for any losses suffered as a result of unauthorized access to their confidential information or non-public personal information. We may not have limited our warranties and liabilities sufficiently or have adequate insurance to cover these losses. We may be required to expend significant capital and other resources to protect against security breaches or to alleviate the problems caused. Our security measures may not be sufficient to prevent security breaches, and failure to prevent security breaches could have a material adverse effect on our business, prospects, financial condition and results of operations.

*Our network may be vulnerable to interruptions or failures.*

From time to time, we have experienced, and may experience in the future, network slowdowns and interruptions. These network slowdowns and interruptions may interfere with our ability to do business. Although we regularly back up data and take other measures to protect against data loss and system failures, there is still risk that we may lose critical data or experience network failures. Such failures or disruptions may result in lost revenue opportunities for our customers, which could result in litigation against us or a loss of customers. This could have a material adverse effect on our business, prospects, financial condition and results of operations.

*Undetected errors in our software may harm our operations.*

Our software may contain undetected errors, defects or bugs. Although we have not suffered significant harm from any errors, defects or bugs to date, we may discover significant errors, defects or bugs in the future that we may not be able to correct or correct in a timely manner. Our products and services are integrated with products and systems developed by third parties. Complex third-party software programs may contain undetected errors, defects

## **Table of Contents**

or bugs when they are first introduced or as new versions are released. It is possible that errors, defects or bugs will be found in our existing or future products and services or third-party products upon which our products and services are dependent, with the possible results of delays in, or loss of market acceptance of, our products and services, diversion of our resources, injury to our reputation, increased service and warranty expenses and payment of damages.

*Our systems may be harmed by events beyond our control.*

Our computer systems and operations are vulnerable to damage or interruption from natural disasters, such as fires, floods and hurricanes, power outages, telecommunications failures, terrorist attacks, network service outages and disruptions, denial of service attacks, computer viruses, break-ins, sabotage and other similar events beyond our control. The occurrence of a natural disaster or unanticipated problems at our facilities in the New York metropolitan area or at any third-party facility we utilize, such as our disaster recovery center in Waltham, Massachusetts, could cause interruptions or delays in our business, loss of data or could render us unable to provide our products and services. In addition, the failure of a third-party facility to provide the data communications capacity required by us, as a result of human error, bankruptcy, natural disaster or other operational disruption, could cause interruptions to our computer systems and operations. The occurrence of any or all of these events could have a material adverse effect on our business, prospects, financial condition and results of operations.

*Our failure or inability to execute any element of our business strategy could adversely affect our operations.*

Our business, prospects, financial condition and results of operations depend on our ability to execute our business strategy, which includes the following key elements:

- selling additional products and services to our existing customers;
- expanding our customer base;
- expanding our offerings; and
- pursuing acquisitions and strategic alliances.

We may not succeed in implementing a portion or all of our business strategy and, even if we do succeed, our strategy may not have the favorable impact on operations that we anticipate. Our success depends on our ability to leverage our distribution channel and value proposition for dealers, financing sources and other service and information providers, offer a broad array of solutions, provide convenient, high-quality products and services, maintain our technological position and implement other elements of our business strategy.

We may not be able to effectively manage the expansion of our operations or achieve the rapid execution necessary to fully avail ourselves of the market opportunity for our products and services. If we are unable to adequately implement our business strategy, our business, prospects, financial condition and results of operations could be materially adversely affected.

*Our revenue, operating results and profitability will vary from quarter to quarter, which may result in volatility in our stock price.*

Our revenue, operating results and profitability have varied in the past and are likely to continue to vary significantly from quarter to quarter. This may lead to volatility in our stock price. These variations are due to several factors related to the number of transactions we process and to the number of subscriptions to our products and services, including:

the number of active lender to dealer relationships in the DealerTrack Network;

the volume of new and used automobiles financed or leased by our participating financing source customers;

the timing, size and nature of our subscriptions and any cancellations thereof;

**Table of Contents**

automobile manufacturers or their captive financing sources offering special incentive programs such as discount pricing or low cost financing;

the timing of acquisitions or divestitures of businesses, products and services;

unpredictable sales cycles;

product and price competition regarding our products and services and those of our participating financing sources;

changes in our operating expenses;

the timing of introduction and market acceptance of new products, services or product enhancements by us or our competitors;

foreign currency fluctuations;

personnel changes; and

fluctuations in economic and financial market conditions.

As a result of these fluctuations, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful. We cannot assure you that future revenue and results of operations will not vary substantially from quarter to quarter. It is also possible that in future quarters, our results of operations will be below the expectations of equity research analysts, investors or our announced guidance. In any of these cases, the price of our stock could be materially adversely affected.

***We may be unable to develop and bring products and services in development and new products and services to market in a timely manner.***

Our success depends in part upon our ability to bring to market the products and services that we have in development and offer new products and services that meet changing customer needs. The time, expense and effort associated with developing and offering these new products and services may be greater than anticipated. The length of the development cycle varies depending on the nature and complexity of the product, the availability of development, product management and other internal resources, and the role, if any, of strategic partners. If we are unable to develop and bring additional products and services to market in a timely manner, we could lose market share to competitors who are able to offer these additional products and services, which could also materially adversely affect our business, prospects, financial condition and results of operations.

***We are subject, directly and indirectly, to extensive and complex federal and state regulation and new regulations and/or changes to existing regulations may adversely affect our business.***

*The indirect automotive financing and automotive retail industries are subject to extensive and complex federal and state regulation.*

We are directly and indirectly subject to various laws and regulations. Federal laws and regulations governing privacy and security of consumer information generally apply in the context of our business to our clients and to us as a service provider that certain regulations obligate our clients to monitor. These include the Gramm-Leach-Bliley Act

( GLB Act ) and regulations implementing its information safeguarding requirements, the Interagency Guidelines Establishing Information Security Standards, the Interagency Guidance on Response Programs for Unauthorized Access to Customer Information and Customer Notice, the Junk Fax Prevention Act of 2005, the CAN-SPAM Act of 2003, and the Federal Trade Commission's Privacy Rule, Safeguards Rule, Consumer Report Information Disposal Rule, and Red Flags Rule, as well as the Fair Credit Reporting Act ( FCRA ). If we, or a financing source or dealer discloses or uses consumer information provided through our system in violation of these or other laws, or engage in other prohibited conduct, we may be subject to claims or enforcement actions by state or federal regulators. We cannot predict whether such claims or enforcement actions will arise or the extent to which, if at all, we may be held liable. Such claims or enforcement actions could have a material adverse effect on our business prospects, financial condition and results of operations.

## **Table of Contents**

A majority of states have passed, or are currently contemplating, consumer protection, privacy, and data security laws or regulations that may relate to our business. The FCRA contains certain provisions that explicitly preempt some state laws to the extent the state laws seek to regulate certain specified areas, including the responsibilities of persons furnishing information to consumer reporting agencies. Unlike the FCRA, however, the GLB Act does not limit the ability of the states to enact privacy legislation that provides greater protections to consumers than those provided by the GLB Act. Some state legislatures or regulatory agencies have imposed, and others may impose, greater restrictions on the disclosure of consumer information than are already contained in the GLB Act and its implementing regulations, the Interagency Guidelines or the FTC's rules. Any such legislation or regulation could adversely impact our ability to provide our customers with the products and services they require and that are necessary to make our products and services attractive to them.

If a federal or state government or agency imposes additional legislative and/or regulatory requirements on us or our customers, or prohibits or limits our activities as currently conducted, we may be required to modify or terminate our products and services in that jurisdiction in a manner which could undermine our attractiveness or availability to dealers and/or financing sources doing business in that jurisdiction.

*The use of our electronic contracting product by financing sources is governed by relatively new laws.*

In the United States, the enforceability of electronic transactions is primarily governed by the Electronic Signatures in Global and National Commerce Act, a federal law enacted in 2000 that largely preempts inconsistent state law, and the Uniform Electronic Transactions Act, a uniform state law that was finalized by the National Conference of Commissioners on Uniform State Laws in 1999 and has now been adopted by every state. Case law has generally upheld the use of electronic signatures in commercial transactions and in consumer transactions where proper notice is provided and consumer consent to conducting business electronically is obtained. UCC 9-105 provides requirements to perfect security interests in electronic chattel paper. These laws impact the degree to which the financing sources in our network use our electronic contracting product. We believe that our electronic contracting product enables the perfection of a security interest in electronic chattel paper by meeting the transfer of control requirements of UCC 9-105. Certain of our financial institution clients have received third-party legal opinions to that effect. However, this issue has not been challenged in any legal proceeding. If a court were to find that our electronic contracting product is not sufficient to perfect a security interest in electronic chattel paper, or if existing laws were to change, our business, prospects, financial condition and results of operations could be materially adversely affected. Federal and state regulatory requirements imposed on our financing source customers, such as the SEC's Regulation AB relating to servicers of asset backed securities, may also result in our incurring additional expenses to facilitate financing source compliance regarding the use of our electronic contracting product.

*New legislation or changes in existing legislation may adversely affect our business.*

Our ability to conduct, and our cost of conducting, business may be adversely affected by a number of legislative and regulatory proposals concerning aspects of the Internet, which are currently under consideration by federal, state, local and foreign governments and various courts. These proposals include, but are not limited to, the following matters: on-line content, user privacy, taxation, access charges, and so-called net-neutrality liability of third-party activities and jurisdiction. Moreover, we do not know how existing laws relating to these issues will be applied to the Internet. The adoption of new laws or the application of existing laws could decrease the growth in the use of the Internet, which could in turn decrease the demand for our products and services, increase our cost of doing business or otherwise have a material adverse effect on our business, prospects, financial condition and results of operations. Furthermore, government restrictions on Internet content or anti-net neutrality legislation could slow the growth of Internet use and decrease acceptance of the Internet as a communications and commercial medium and thereby have a material adverse effect on our business, prospects, financial condition and results of operations.





**Table of Contents**

***We utilize certain key technologies from, and integrate our network with, third parties and may be unable to replace those technologies if they become obsolete, unavailable or incompatible with our products or services.***

Our proprietary software is designed to work in conjunction with certain software from third-party vendors, including Microsoft, Oracle and eOriginal. Any significant interruption in the supply of such third-party software could have a material adverse effect on our ability to offer our products unless and until we can replace the functionality provided by these products and services. In addition, we are dependent upon these third parties' ability to enhance their current products, develop new products on a timely and cost-effective basis and respond to emerging industry standards and other technological changes. There can be no assurance that we would be able to replace the functionality provided by the third-party software currently incorporated into our products or services in the event that such software becomes obsolete or incompatible with future versions of our products or services or is otherwise not adequately maintained or updated. Any delay in or inability to replace any such functionality could have a material adverse effect on our business, prospects, financial condition and results of operations. Furthermore, delays in the release of new and upgraded versions of third-party software products could have a material adverse effect on our business, prospects, financial condition and results of operations.

***We may be unable to adequately protect, and we may incur significant costs in defending, our intellectual property and other proprietary rights.***

Our success depends, in large part, on our ability to protect our intellectual property and other proprietary rights. We rely upon a combination of trademark, trade secret, copyright, patent and unfair competition laws, as well as license agreements and other contractual provisions, to protect our intellectual property and other proprietary rights. In addition, we attempt to protect our intellectual property and proprietary information by requiring certain of our employees and consultants to enter into confidentiality, non-competition and assignment of inventions agreements. To the extent that our intellectual property and other proprietary rights are not adequately protected, third parties might gain access to our proprietary information, develop and market products and services similar to ours, or use trademarks similar to ours. Existing U.S. federal and state intellectual property laws offer only limited protection. Moreover, the laws of Canada, and any other foreign countries in which we may market our products and services in the future, may afford little or no effective protection of our intellectual property. If we resort to legal proceedings to enforce our intellectual property rights or to determine the validity and scope of the intellectual property or other proprietary rights of others, the proceedings could be burdensome and expensive, and we may not prevail. We are currently asserting our patent rights against RouteOne and Finance Express in a proceeding that challenges their systems and methods for credit application processing and routing. There can be no assurances that we will prevail in this proceeding or that this proceeding will not result in certain of our patent rights being deemed invalid. Whether or not we prevail against RouteOne and Finance Express, the cost of these proceedings are and will continue to be substantial and may exceed budgeted amounts. The failure to adequately protect our intellectual property and other proprietary rights, or manage costs associated with enforcing those rights, could have a material adverse effect on our business, prospects, financial condition and results of operations.

We own the Internet domain names dealertrack.com, alg.com, chrome.com, dealeraccess.com, arkona.com and other domain names. The regulation of domain names in the United States and foreign countries may change. Regulatory bodies could establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names, any or all of which may dilute the strength of our domain names. We may not acquire or maintain our domain names in all of the countries in which our websites may be accessed or for any or all of the top-level domain names that may be introduced. The relationship between regulations governing domain names and laws protecting intellectual property rights is unclear. Therefore, we may not be able to prevent third parties from acquiring domain names that infringe or otherwise decrease the value of our trademarks and other intellectual property rights.

*A license agreement we have with a financing source customer restricts our ability to utilize the technology licensed under this agreement beyond the automotive finance industry.*

An affiliate of JPMorgan claims certain proprietary rights with respect to certain technology developed as of February 1, 2001. We have an exclusive, perpetual, irrevocable, royalty-free license throughout the world to use this

**Table of Contents**

technology in connection with the sale, leasing and financing of automobiles only, and the right to market, distribute and sub-license this technology solely to automotive dealerships, consumers and financing sources in connection with the sale, leasing and financing of automobiles only. The license agreement defines automobile as a passenger vehicle or light truck, snowmobiles, recreational vehicles, motorcycles, boats and other watercraft and commercial vehicles and excludes manufactured homes. We may be limited in our ability to utilize the licensed technology beyond the automotive finance industry.

***Claims that we or our technologies infringe upon the intellectual property or other proprietary rights of a third party may require us to incur significant costs, enter into royalty or licensing agreements or develop or license substitute technology.***

We may in the future be subject to claims that our technologies in our products and services infringe upon the intellectual property or other proprietary rights of a third party. In addition, the vendors providing us with technology that we use in our own technology could become subject to similar infringement claims. Although we believe that our products and services do not infringe any intellectual property or other proprietary rights, we cannot assure you that our products and services do not, or that they will not in the future, infringe intellectual property or other proprietary rights held by others. Any claims of infringement could cause us to incur substantial costs defending against the claim, even if the claim is without merit, and could distract our management from our business. Moreover, any settlement or adverse judgment resulting from the claim could require us to pay substantial amounts, or obtain a license to continue to use the products and services that is the subject of the claim, and/or otherwise restrict or prohibit our use of the technology. There can be no assurance that we would be able to obtain a license on commercially reasonable terms from the third party asserting any particular claim, if at all, that we would be able to successfully develop alternative technology on a timely basis, if at all, or that we would be able to obtain a license from another provider of suitable alternative technology to permit us to continue offering, and our customers to continue using, the products and services. In addition, we generally provide in our customer agreements for certain products and services that we will indemnify our customers against third-party infringement claims relating to technology we provide to those customers, which could obligate us to pay damages if the products and services were found to be infringing. Infringement claims asserted against us, our vendors or our customers may have a material adverse effect on our business, prospects, financial condition and results of operations.

***We could be sued for contract or product liability claims, and such lawsuits may disrupt our business, divert management's attention or have an adverse effect on our financial results.***

We provide guarantees to subscribers of certain of our products and services that the data they receive through these products and services will be accurate. Additionally, general errors, defects or other performance problems in our products and services could result in financial or other damages to our customers or consumers. There can be no assurance that any limitations of liability set forth in our contracts would be enforceable or would otherwise protect us from liability for damages. We maintain general liability insurance coverage, including coverage for errors and omissions in excess of the applicable deductible amount. There can be no assurance that this coverage will continue to be available on acceptable terms or in sufficient amounts to cover one or more large claims, or that the insurer will not deny coverage for any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, prospects, financial condition and results of operations. Furthermore, litigation, regardless of its outcome, could result in substantial cost to us and divert management's attention from our operations. Any contract liability claim or litigation against us could, therefore, have a material adverse effect on our business, prospects, financial condition and results of operations. In addition, some of our products and services are business-critical for our dealer and financing source customers and a failure or inability to meet a customer's expectations could seriously damage our reputation and affect our ability to retain existing business or attract new business.



**Table of Contents**

***We have made strategic acquisitions in the past and intend to do so in the future. If we are unable to find suitable acquisitions or partners or to achieve expected benefits from such acquisitions or partnerships, there could be a material adverse effect on our business, prospects, financial condition and results of operations.***

Since 2001, we have acquired numerous businesses, including, most recently, our acquisition of certain assets from JM Dealer Services, Inc., including AAX, in January 2009. As part of our ongoing business strategy to expand product offerings and acquire new technology, we frequently engage in discussions with third parties regarding, and enter into agreements relating to, possible acquisitions, strategic alliances and joint ventures. There may be significant competition for acquisition targets in our industry, or we may not be able to identify suitable acquisition candidates or negotiate attractive terms for acquisitions. If we are unable to identify future acquisition opportunities, reach agreement with such third parties or obtain the financing necessary to make such acquisitions, we could lose market share to competitors who are able to make such acquisitions, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

Even if we are able to complete acquisitions or enter into alliances and joint ventures that we believe will be successful, such transactions are inherently risky. Significant risks to these transactions include the following:

- integration and restructuring costs, both one-time and ongoing;
- maintaining sufficient controls, policies and procedures;
- diversion of management's attention from ongoing business operations;
- establishing new informational, operational and financial systems to meet the needs of our business;
- losing key employees, customers and vendors;
- failing to achieve anticipated synergies, including with respect to complementary products or services; and
- unanticipated and unknown liabilities.

If we are not successful in completing acquisitions in the future, we may be required to reevaluate our acquisition strategy. We also may incur substantial expenses and devote significant management time and resources in seeking to complete acquisitions. In addition, we could use substantial portions of our available cash to pay all or a portion of the purchase prices of future acquisitions. If we do not achieve the anticipated benefits of our acquisitions as rapidly to the extent anticipated by our management and financial or industry analysts, and others may not perceive the same benefits of the acquisition as we do. If these risks materialize, our stock price could be materially adversely affected.

***Any acquisitions that we complete may dilute your ownership interest in us, may have adverse effects on our business, prospects, financial condition and results of operations and may cause unanticipated liabilities.***

Future acquisitions may involve the issuance of our equity securities as payment, in part or in full, for the businesses or assets acquired. Any future issuances of equity securities would dilute our existing stockholders' ownership interests. Future acquisitions may also decrease our earnings or earnings per share and the benefits derived by us from an acquisition might not outweigh or might not exceed the dilutive effect of the acquisition. We also may incur additional indebtedness, have future impairment of assets, or suffer adverse tax and accounting consequences in connection with any future acquisitions.

***We may not successfully integrate recent or future acquisitions.***

The integration of acquisitions involves a number of risks and presents financial, managerial and operational challenges. We may have difficulty, and may incur unanticipated expenses related to, integrating management and personnel from these acquired entities with our management and personnel. Failure to successfully integrate recent acquisitions or future acquisitions could have a material adverse effect on our business, prospects, financial condition and results of operations.

**Table of Contents**

***We are dependent on our key management, direct sales force and technical personnel for continued success.***

Our company has grown significantly in size and scope in recent years, and our management remains concentrated in a small number of key employees. Our future success depends to a meaningful extent on our executive officers and other key employees, including members of our direct sales force and technology staff, such as our software developers and other senior technical personnel. We rely primarily on our direct sales force to sell subscription products and services to automotive dealers. We may need to hire additional sales, customer service, integration and training personnel in the near-term and beyond if we are to achieve revenue growth in the future. The loss of the services of any of these individuals or group of individuals could have a material adverse effect on our business, prospects, financial condition and results of operations.

Competition for qualified personnel in the technology industry is intense and we compete for these personnel with other technology companies that have greater financial and other resources than we do. Our future success will depend in large part on our ability to attract, retain and motivate highly qualified personnel, and there can be no assurance that we will be able to do so. Any difficulty in hiring or retaining needed personnel, or increased costs related thereto could have a material adverse effect on our business, prospects, financial condition and results of operations.

***If we fail to effectively manage our growth, our financial results could be adversely affected.***

We have expanded our operations rapidly in recent years. For example, net revenue increased from \$70.0 million for the year ended December 31, 2004 to \$120.2 million, \$173.3 million, \$233.8 million and \$242.7 million for the years ended December 31, 2005, 2006, 2007 and 2008, respectively. Our growth may place a strain on our management team, information systems and other resources. Our ability to successfully offer products and services and implement our business plan requires oversight from our senior management, as well as adequate information systems and other resources. We will need to continue to improve our financial and managerial controls, reporting systems and procedures as we continue to grow and expand our business. We may not be able to manage the current scope of our operations or future growth effectively and still exploit market opportunities for our products and services in a timely and cost-effective way. Our future operating results could also depend on our ability to manage:

our expanding product lines;

our marketing and sales organizations; and

our client support organization as use of our products increases.

In addition, as we grow, we must also continue to hire, train, supervise and manage new employees. We may not be able to hire, train, supervise and manage sufficient personnel or develop management and operating systems to manage our expansion effectively. If we are unable to manage our growth, our business, prospects, financial condition and results of operations could be adversely affected.

***We may need additional capital in the future, which may not be available to us, and if we raise additional capital, it may dilute our stockholders' ownership in us.***

We may need to raise additional funds through public or private debt or equity financings in order to meet various objectives, such as:

acquiring businesses, customer, technologies, products and services;

taking advantage of growth opportunities, including more rapid expansion;

making capital improvements to increase our capacity;  
developing new services or products; and  
responding to competitive pressures.



**Table of Contents**

Any debt incurred by us could impair our ability to obtain additional financing for working capital, capital expenditures or further acquisitions. Covenants governing any debt we incur would likely restrict our ability to take specific actions, including our ability to pay dividends or distributions on, or redeem or repurchase our capital stock, enter into transactions with affiliates, merge, consolidate or sell our assets or make capital expenditure investments. In addition, the use of a substantial portion of the cash generated by our operations to cover debt service obligations and any security interests we grant on our assets could limit our financial and business flexibility.

Any additional capital raised through the sale of equity, or convertible debt securities may dilute our stockholders respective ownership percentages in us. Furthermore, any additional debt or equity financing we may need may not be available on terms favorable to us, or at all. If future financing is not available or is not available on acceptable terms, we may not be able to raise additional capital, which could significantly limit our ability to implement our business plan. In addition, we may issue securities, including debt securities that may have rights, preferences and privileges senior to our common stock.

***Our financing source customers may elect to use competing third-party services, either in addition to or instead of our network.***

Our financing source customers continue to receive credit applications and purchase retail installment sales and lease contracts directly from their dealer customers through traditional indirect financing methods, including via facsimile and other electronic means of communication, in addition to using our network. Many of our financing source customers are involved in other ventures as participants and/or as equity holders, and such ventures or newly created ventures may compete with us and our network now and in the future. Continued use of alternative methods to ours by these financing source customers may have a material adverse effect on our business, prospects, financial condition and results of operations.

***Some provisions in our certificate of incorporation and by-laws may deter third parties from acquiring us.***

Our fifth amended and restated certificate of incorporation and our amended and restated by-laws contain provisions that may make the acquisition of our company more difficult without the approval of our board of directors, including, but not limited to, the following:

- our board of directors is classified into three classes, each of which serves for a staggered three-year term;
- only our board of directors may call special meetings of our stockholders;
- we have authorized undesignated preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval;
- our stockholders have only limited rights to amend our by-laws; and
- we require advance notice for stockholder proposals.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take other corporate actions you desire. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team.

In addition, we are subject to Section 203 of the Delaware General Corporation Law which, subject to certain exceptions, prohibits business combinations between a publicly-held Delaware corporation and an interested stockholder, which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation's voting stock, for a three-year period following the date that such stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control of our company that our stockholders might consider to be in their best interests.

**Table of Contents**

***If our intangible assets, such as trademarks and goodwill, become impaired we may be required to record a significant non-cash charge to earnings which would negatively impact our results of operations.***

Under accounting principles generally accepted in the United States, we review our intangible assets, including our trademarks licenses and goodwill, for impairment annually in the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate the carrying value of our intangible assets may not be fully recoverable. The carrying value of our intangible assets may not be recoverable due to factors such as a decline in our stock price and market capitalization, reduced estimates of future cash flows, including those associated with the specific brands to which intangibles relate, or slower growth rates in our industry. Estimates of future cash flows are based on a long-term financial outlook of our operations and the specific brands to which the intangible assets relate. However, actual performance in the near-term or long-term could be materially different from these forecasts, which could impact future estimates and the recorded value of the intangibles. For example, a significant, sustained decline in our stock price and market capitalization may result in impairment of certain of our intangible assets, including goodwill, and a significant charge to earnings in our financial statements during the period in which an impairment is determined to exist. For twelve days between October 24, 2008 and November 24, 2008 and on January 21, 2009 our market capitalization dropped below the carrying value of our consolidated net assets. Despite the fact that our market cap traded below our book value for twelve days we do not believe that there has been an impairment based on the duration and depth of the market decline as well as an implied control premium. A control premium is the amount that a buyer is willing to pay over the current market price of a company as indicated by the market capitalization, in order to acquire a controlling interest. The premium is justified by the expected synergies, such as the expected increase in cash flow resulting from the cost savings and revenue enhancements. However, due to the ongoing uncertainty in market conditions, which may continue to negatively impact our market capitalization, we will continue to monitor and evaluate the carrying value of our goodwill. In the event we had to reduce the carrying value of our goodwill, any such impairment charge could materially reduce our results of operations.

***Funds associated with certain of our auction rate securities may not be accessible for in excess of 12 months and our investment portfolio has been subject to impairment charges due to the recent financial crisis in the capital markets and may be adversely impacted by further deterioration of the capital markets.***

As of December 31, 2008, we have \$5.3 million (net of impairment charge) of auction rate securities (ARS), of which, \$3.7 million (net of impairment charge) is invested in tax-advantaged preferred stock trusts in which the underlying equities are preferred stock of financial institutions and \$1.6 million invested in tax-exempt state government obligations. Our investments securities are classified as available for sale and reported at fair value. ARS have long-term underlying maturities, but have interest rates that reset every six months or less. The \$3.7 million invested in tax-advantaged preferred stock trust securities are associated with failed auctions, for which we have been, or expect to be notified that the trust will be dissolved and will distribute the underlying security. As we expect to receive the liquid underlying preferred stock instruments within ninety days of year end, we believe that the most representative measure of fair value of these trusts to be the Level 2 quoted market prices of the underlying preferred stock instruments. Based upon our assessment, we reduced the fair value of the investments in the preferred stock trusts from \$9.6 million to \$3.7 million and recorded an other-than-temporary charge of \$6.0 million to earnings and an unrealized gain of \$0.1 million to stockholders' equity during the year ended December 31, 2008. The \$1.6 million invested in tax-exempt state government obligations was valued at par using Level 3 data. Our intent is not to hold the \$1.6 million of ARS invested in tax-exempt state government obligations to maturity, but rather use the interest reset feature to provide liquidity as necessary.

We reviewed the ARS portfolio for impairment in accordance with FAS 115-1 and FAS 124-1, *The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments* and Staff Accounting Bulletin Topic 5M *Other-Than-Temporary Impairment of Certain Investments in Debt and Equity Securities*, to determine the classification of the impairment as temporary or other-than-temporary. A temporary impairment charge results in an

unrealized loss being recorded in the other comprehensive income component of stockholders' equity. It occurs if a loss in an investment is determined to be temporary in nature and we have the ability and intent to hold the investment until a recovery in market value takes place. Such an unrealized loss does not reduce our net income

## **Table of Contents**

for the applicable accounting period because the loss is not viewed as other-than-temporary. An impairment charge is recorded against earnings to the extent we determine that there is a loss of fair value that is other-than-temporary. We have determined that the significant reduction in fair value related to our preferred stock trusts ARS was other-than-temporary and we recorded an impairment charge in our consolidated statements of operations based on a variety of factors, including the significant decline in fair value indicated for the individual investments and the adverse market conditions impacting ARS. Based on our available cash and other investments, we do not currently anticipate that the lack of liquidity caused by failed auctions will have a material adverse effect on our operating cash flows or will affect our ability to operate our business as usual. The valuation of our ARS portfolio is subject to uncertainties that are difficult to predict and we may be required to further reduce the carrying value of these securities, which would result in an additional loss being recognized in our statement of operations, which could be material.

We may be required to recognize additional impairment charges for other-than-temporary declines in fair market value of our investments. A total loss of an investment or a significant decline in the value of our investment portfolio could adversely affect our financial condition.

***The price of our common stock may be volatile, particularly given the economic downturn and volatility in domestic and international stock markets.***

The trading price of our common stock may fluctuate substantially. Factors that could cause fluctuations in the trading price of our common stock include, but are not limited to:

price and volume fluctuations in the overall stock market from time to time;

actual or anticipated changes in our earnings or fluctuations in our operating results or in the expectations of equity research analysts;

trends in the automotive and automotive finance industries;

catastrophic events;

loss of one or more significant customers or strategic alliances;

significant acquisitions, strategic alliances, joint ventures or capital commitments by us or our competitors;

legal or regulatory matters, including legal decisions affecting the indirect automotive finance industry or involving the enforceability or order of priority of security interests of electronic chattel paper affecting our electronic contracting product; and

additions or departures of key employees.

The stock market in general, the NASDAQ Global Market, and the market for technology companies in particular, have experienced extreme price and volume fluctuations. These fluctuations have often been unrelated or disproportionate to operating performance. These forces reached unprecedented levels in the second half of 2008, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions and a material decline in economic conditions. In particular, the U.S. equity markets experienced significant price and volume fluctuations that have affected the market prices of equity securities of many technology companies. During 2008, our stock price has experienced volatility, with the closing price of our common stock on the NASDAQ Global Market having ranged from \$34.07 on January 2, 2008 to \$8.84 on November 6, 2008. These broad

market and industry factors could materially and adversely affect the market price of our stock, regardless of our actual operating performance.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Due to the potential volatility of our stock price, we may therefore be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources from our business.

**Item 1B. *Unresolved Staff Comments***

None.

## **Table of Contents**

### **Item 2. *Properties***

Our corporate headquarters are located in Lake Success, New York, where we lease approximately 75,000 square feet of office space. Our principal offices are located in Santa Barbara, California; Portland, Oregon; Wilmington, Ohio; Mississauga, Ontario; and South Jordan, Utah.

In connection with the purchase of certain assets from JM Dealer Services, Inc, including AAX, on January 23, 2009, we expect to assume approximately 29,000 square feet of office space in Dallas, Texas.

We believe our existing facilities are adequate to meet our current requirements.

### **Item 3. *Legal Proceedings***

From time to time, we are a party to litigation matters arising in connection with the normal course of our business, none of which is expected to have a material adverse effect on us. In addition to the litigation matters arising in connection with the normal course of our business, we are party to the litigation described below.

#### **DealerTrack Inc. v. RouteOne LLC**

On January 28, 2004, we filed a Complaint and Demand for Jury Trial against RouteOne LLC ( RouteOne ) in the United States District Court for the Eastern District of New York, Civil Action No. CV 04-322 (SJF). The complaint sought injunctive relief as well as damages against RouteOne for infringement of two patents owned by us: U.S. Patent No. 6,587,841 (the 841 Patent ) and U.S. Patent No. 5,878,403 (the 403 Patent ). These patents relate to computer implemented automated credit application analysis and decision routing inventions. The complaint also sought relief for RouteOne s acts of copyright infringement, circumvention of technological measures and common law fraud and unfair competition.

The court approved a joint stipulation of dismissal with respect to this action. Pursuant to the joint stipulation, the patent count was dismissed without prejudice to be pursued as part of the below consolidated actions and all other counts were dismissed with prejudice.

#### **DealerTrack, Inc. v. Finance Express et al., CV-06-2335:**

#### **DealerTrack Inc. v. RouteOne and Finance Express et al., CV-06-6864: and**

#### **DealerTrack Inc. v. RouteOne and Finance Express et al., CV-07-215**

On April 18, 2006, we filed a Complaint and Demand for Jury Trial against David Huber, Finance Express LLC ( Finance Express ), and three of their unnamed dealer customers in the United States District Court for the Central District of California, Civil Action No. CV-06-2335 AG (FMOx). The complaint sought declaratory and injunctive relief, as well as damages, against the defendants for infringement of the 403 Patent and the 841 Patent. Finance Express denied infringement and challenged the validity and enforceability of the patents-in-suit.

On October 27, 2006, we filed a Complaint and Demand for Jury Trial against RouteOne, David Huber and Finance Express in the United States District Court for the Central District of California, Civil Action No. CV-06-6864 (SJF). The complaint sought declaratory and injunctive relief as well as damages against the defendants for infringement of the 403 Patent and 841 Patent. On November 28, 2006 and December 4, 2006, respectively, defendants RouteOne, David Huber and Finance Express filed their answers. The defendants denied infringement and challenged the validity and enforceability of the patents-in-suit.

On February 20, 2007, we filed a Complaint and Demand for Jury Trial against RouteOne, David Huber and Finance Express in the United States District Court for the Central District of California, Civil Action No. CV-07-215 (CWx). The complaint sought declaratory and injunctive relief as well as damages against the defendants for infringement of U.S. Patent No. 7,181,427 (the 427 Patent ). On April 13, 2007 and April 17, 2007, respectively, defendants RouteOne, David Huber and Finance Express filed their answers. The defendants denied infringement and challenged the validity and enforceability of the 427 Patent.

*The DealerTrack, Inc. v. Finance Express et al.*, CV-06-2335 action, the *DealerTrack Inc. v. RouteOne and Finance Express et al.*, CV-06-6864 action and the *DealerTrack v. RouteOne and Finance Express et al.*, CV-07-215 action, described above, were consolidated by the court. A hearing on claims construction, referred to as a



**Table of Contents**

*Markman* hearing, was held on September 25, 2007. Fact and expert discovery and motions for summary judgment have been completed.

On July 21, 2008 and September 30, 2008, the court issued summary judgment orders disposing of certain issues and preserving other issues for trial.

On January 29, 2009, the parties filed a proposed pretrial order that the court has not yet entered. Under the proposed pretrial order, we expect the following claims to be tried:

1. RouteOne infringes claims 1, 3 and 4 of the 427 Patent pursuant to 35 U.S.C. Section 271(a).
2. Finance Express infringes claims 7-9, 12, 14, 16 and 17 of the 841 Patent pursuant to 35 U.S.C. Sections 271(a) and (b).
3. Finance Express infringes claims 1, 3 and 4 of the 427 Patent pursuant to 35 U.S.C. Section 271(a).

RouteOne and Finance Express continue to assert that the patents are invalid and unenforceable, and continue to deny infringement.

Trial is currently scheduled to begin April 21, 2009.

We intend to pursue our claims vigorously.

We believe that the potential liability from all current litigations will not have a material effect on our financial position or results of operations when resolved in a future period.

**Item 4. *Submission of Matters to a Vote of Security Holders***

No matters were submitted to a vote of our security holders during the fourth quarter of the year covered by this Annual Report on Form 10-K.

**PART II**

**Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

**Market Information**

As of January 31, 2009, there were 36 holders of record of our common stock. Our common stock is listed and traded on the NASDAQ Global Market under the symbol TRAK. The following table sets forth the range of high and low sales prices for the common stock in each quarter of 2008 and 2007, as reported by the NASDAQ Global Market.

	<b>High</b>	<b>Low</b>
<b>Year Ended December 31, 2008</b>		
Fourth Quarter	\$ 16.79	\$ 8.84
Third Quarter	\$ 20.82	\$ 13.66
Second Quarter	\$ 22.72	\$ 14.08

First Quarter	\$ 34.07	\$ 15.22
<b>Year Ended December 31, 2007</b>		
Fourth Quarter	\$ 50.37	\$ 31.10
Third Quarter	\$ 42.75	\$ 34.35
Second Quarter	\$ 38.20	\$ 30.04
First Quarter	\$ 33.25	\$ 26.00

**Table of Contents****Dividend Policy**

We have not paid any cash dividends on our common stock and currently intend to retain any future earnings for use in our business.

**Repurchases**

From time to time, in connection with the vesting of restricted common stock under our incentive award plans, we may receive shares of our common stock from certain restricted common stockholders in consideration of the tax withholdings due upon the vesting of restricted common stock. Additionally, on March 18, 2008, the board of directors authorized a stock repurchase program under which we may spend up to \$75.0 million to repurchase our common stock. Stock repurchases under this program may be made on the open market, through 10b5-1 programs, or in privately negotiated transaction in accordance with all applicable laws, rules and regulations. The transactions may be made from time to time without prior notice and in such amounts as management deems appropriate and will be funded from cash on hand. The number of shares to be repurchased and the timing of repurchases will be based on several factors, including the price of our common stock, legal or regulatory requirements, general business and market conditions, and other investment opportunities. The stock repurchase program will expire on March 31, 2009, but may be limited or terminated at any time by the board of directors without prior notice. From inception of the program through December 31, 2008, we repurchased 3.0 million shares of common stock for an aggregate price of approximately \$49.8 million.

The following table sets forth the repurchases for the three months ended December 31, 2008:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of	Maximum Number of Shares That May Yet be Purchased Under the Program
			Publicly Announced Program	
October 2008	361,041	\$ 12.82	360,000	(1)
November 2008	45,150	\$ 10.48	45,000	(1)
December 2008		\$	n/a	n/a

(1) As of December 31, 2008, an additional \$25.2 million of our common stock may still be purchased under the repurchase program.

**Item 6. Selected Consolidated Financial Data**

The selected consolidated financial data as of December 31, 2008 and 2007 and for each of the three years in the period ended December 31, 2008 have been derived from our consolidated financial statements and related notes thereto included elsewhere herein, which have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The selected historical consolidated financial data as of December 31, 2006, 2005

and December 31, 2004 and for each of the two years in the period ended December 31, 2005 have been derived from our audited consolidated financial statements and related notes thereto, which are not included in this filing, and which have also been audited by PricewaterhouseCoopers LLP.

We completed acquisitions during the periods presented below, the operating results of which have been included in our historical results of operations from the respective acquisition dates. These acquisitions have significantly affected our revenue, results of operations and financial condition. Accordingly, the results of operations for the periods presented may not be comparable due to these acquisitions.

**Table of Contents**

The following selected consolidated financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 in this Annual Report on Form 10-K and Financial Statements and Supplementary Data in Part II, Item 8 in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2008	2007	2006	2005	2004
	(In thousands, except per share and share amounts)				
<b>Consolidated Statements of Operations Data:</b>					
Net revenue	\$ 242,706	\$ 233,845	\$ 173,272	\$ 120,219	\$ 70,044
Income from operations	7,052	27,531	20,739	9,831	7,722
Income before (provision) benefit for income taxes	5,697	32,786	26,133	8,528	7,661
Net income	\$ 1,736	\$ 19,752	\$ 19,336	\$ 4,468	\$ 11,253
Basic net income per share <sup>(1)</sup>	\$ 0.04	\$ 0.50	\$ 0.54	\$ 0.17	\$ 0.45
Diluted net income per share <sup>(1)(2)</sup>	\$ 0.04	\$ 0.48	\$ 0.51	\$ 0.12	\$ 0.02
Weighted average shares outstanding	40,461,896	39,351,138	36,064,796	2,290,439	40,219
Weighted average shares outstanding assuming dilution	41,673,007	41,198,773	37,567,488	3,188,180	1,025,248

	As of December 31,				
	2008	2007	2006	2005	2004
	(In thousands)				
<b>Consolidated Balance Sheets Data:</b>					
Cash and cash equivalents, short-term and long-term investments	\$ 203,198	\$ 220,144	\$ 171,195	\$ 103,264	\$ 21,753
Working capital <sup>(3)</sup>	197,797	222,810	168,817	101,561	24,421
Total assets	437,215	482,926	321,513	220,615	76,681
Capital lease obligations (short and long-term), due to acquirees (short and long-term) and other long-term liabilities	11,663	11,872	10,103	9,984	7,999
Total redeemable convertible participating preferred stock					72,226
Retained earnings (accumulated deficit)	20,258	18,522	(1,230)	(20,566)	(25,034)
Total stockholders' equity (deficit)	396,220	438,362	284,337	186,671	(20,001)

(1) For the years ended December 31, 2005 and 2004, the basic and diluted earnings per share calculations include adjustments to net income relating to preferred dividends earned, but not paid, and net income amounts allocated to the participating preferred stockholders in order to compute net income applicable to common stockholders in accordance with SFAS No. 128, *Earnings per Share* and EITF 03-6, *Participating Securities and the Two-Class Method under FASB No. 128*.

(2)

In accordance with SFAS No. 128, for the years ended December 31, 2008, 2007 and 2006, we have excluded 393,333, 196,666 and 400,000 contingently issuable shares, respectively, from diluted weighted average common stock outstanding as their contingent conditions (a) have not been satisfied at the reporting date nor (b) would have been satisfied if the reporting date was the end of the contingency period (Please see Note 13 to the consolidated financial statements in this Annual Report on Form 10-K for further information).

(3) Working capital is defined as current assets less current liabilities.

**Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and related notes thereto. In addition, you should read the sections entitled *Cautionary Statements Relating to Forward-Looking Statements* and *Risk Factors* in Part I, Item 1 and Item 1A, respectively, in this Annual Report on Form 10-K.*

**Overview**

DealerTrack is a leading provider of on-demand software and data solutions for the automotive retail industry in the United States. Utilizing the Internet, we have built a network connecting automotive dealers with banks, finance companies, credit unions and other financing sources, and other service and information providers, such as aftermarket providers and the major credit reporting agencies. We have established a network of active relationships in the United States, which as of December 31, 2008, consisted of over 19,000 dealers, over 730 financing sources

**Table of Contents**

and many other service and information providers to the automotive retail industry. We consider a financing source to be active in our network as of a date if it has accepted credit application data electronically from dealers in the DealerTrack network in that month, including financing sources visible to dealers through drop down menus. Our credit application processing product enables dealers to automate and accelerate the indirect automotive financing process by increasing the speed of communications between these dealers and their financing sources. We have leveraged our leading market position in credit application processing to address other inefficiencies in the automotive retail industry value chain. We believe our proven network provides a competitive advantage for distribution of our software and data solutions. Our dealership management system (DMS) and integrated subscription-based software solutions enable our dealer customers to manage their dealership data and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory, document compliance with certain laws and execute financing contracts electronically. We have also created efficiencies for financing source customers by providing a comprehensive digital and electronic contracting solution. In addition, we offer data and other products and services to various industry participants, including lease residual value and automobile configuration data.

We are a Delaware corporation formed in August 2001. We are organized as a holding company and conduct a substantial amount of our business through our subsidiaries including Automotive Lease Guide (alg), Inc., DealerTrack Systems, Inc., Chrome Systems, Inc., DealerTrack AAX, Inc., DealerTrack Aftermarket Services, Inc., DealerTrack Canada, Inc., DealerTrack Digital Services, Inc., and DealerTrack, Inc.

We monitor our performance as a business using a number of measures that are not found in our consolidated financial statements. These measures include the number of active dealers, financing sources, and active lender to dealership relationships in the DealerTrack network, the number of transactions processed, the number of product subscriptions, the average transaction and subscription prices and the average monthly subscription revenue per subscribing dealership. We believe that improvements in these metrics will result in improvements in our financial performance over time. We also view the acquisition and successful integration of acquired companies as important milestones in the growth of our business as these acquired companies bring new products to our customers and expand our technological capabilities. We believe that successful acquisitions will also lead to improvements in our financial performance over time. In the near term, however, the purchase accounting treatment of acquisitions can have a negative impact on our net income as the depreciation and amortization expenses associated with acquired assets, as well as particular intangibles (which tend to have a relatively short useful life), can be substantial in the first several years following an acquisition. As a result, we monitor our EBITDA and other business statistics as a measure of operating performance in addition to net income and the other measures included in our consolidated financial statements.

The following is a table consisting of EBITDA and certain other business statistics that management is continually monitoring (only amounts in thousands, are EBITDA, capital expenditure data and transactions processed):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>EBITDA and Other Business Statistics:</b>			
EBITDA <sup>(1)(10)</sup>	\$ 41,377	\$ 66,014	\$ 48,027
Capital expenditures, software and website development costs	\$ 16,783	\$ 15,068	\$ 10,605
Active dealers in DealerTrack network as of end of the year <sup>(2)</sup>	19,652	22,043	22,147
Active financing sources in DealerTrack network as of end of year <sup>(3)</sup>	733	536	370
Active lender to dealer relationships <sup>(4)</sup>	156,437	226,314	n/a
Transactions processed <sup>(5)</sup>	79,655	90,869	71,515

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Product subscriptions <sup>(6)</sup>	34,243	28,966	21,681
Average transaction price <sup>(7)</sup>	\$ 1.66	\$ 1.62	\$ 1.58
Average subscription price <sup>(8)</sup>	\$ 248	\$ 245	\$ 246
Average monthly subscription revenue per subscribing dealership <sup>(9)</sup>	\$ 550	\$ 474	\$ 415



**Table of Contents**

(1) EBITDA represents net income before interest (income) expense, taxes, depreciation and amortization. We present EBITDA because we believe that EBITDA provides useful information with respect to the performance of our fundamental business activities and is also frequently used by securities analysts, investors and other interested parties in the evaluation of comparable companies. We rely on EBITDA as a primary measure to review and assess the operating performance of our company and management team in connection with our executive compensation plan incentive payments.

EBITDA has limitations as an analytical tool and you should not consider it in isolation, or as a substitute for analysis of our results as reported under Generally Accepted Accounting Principles (GAAP). Some of these limitations are:

EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debts;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and

Other companies may calculate EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA only supplementally. EBITDA is a measure of our performance that is not required by, or presented in accordance with, GAAP. EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity.

The following table sets forth the reconciliation of EBITDA, a non-GAAP financial measure, to net income, our most directly comparable financial measure in accordance with GAAP (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
GAAP net income	\$ 1,736	\$ 19,752	\$ 19,336
Interest income	(4,720)	(5,606)	(4,289)
Interest expense	324	355	268
Provision for income taxes	3,961	13,034	6,797
Depreciation of property and equipment and amortization of capitalized software and website costs	13,295	10,262	8,629
Amortization of acquired identifiable intangibles	26,781	28,217	17,286
EBITDA (Non-GAAP) <sup>(10)</sup>	\$ 41,377	\$ 66,014	\$ 48,027

- (2) We consider a dealer to be active as of a date if the dealer completed at least one revenue-generating credit application processing transaction using the DealerTrack network during the most recently ended calendar month.
- (3) We consider a financing source to be active in our network as of a date if it is accepting credit application data electronically from dealers in the DealerTrack or DealerTrack Canada network, including financing sources visible to dealers through drop down menus. This counting methodology reflects revisions we made in July 2008 to more accurately reflect the number of financing sourced available on the network.
- (4) Lender to dealer relationships are made up of two components, the number of financing sources on the DealerTrack network and the number of active dealers submitting applications. Lender to dealer relationships

## **Table of Contents**

are counted by pair. For example, one lender's relationship with 50 dealerships is counted as fifty relationships; the next lender's relationship with the same 50 dealership would bring our relationship count to 100.

- (5) Represents revenue-generating transactions processed in the DealerTrack, DealerTrack Digital Services and DealerTrack Canada networks at the end of a given period. A new agreement executed during the fourth quarter of 2006 resulted in a different method of measurement regarding transaction volumes and fees from a particular credit bureau provider. This agreement resulted in an additional 2.5 million revenue-generating transactions processed through the network for the year ended December 31, 2006.
- (6) Represents revenue-generating subscriptions in the DealerTrack and DealerTrack Canada networks at the end of a given period.
- (7) Represents the average revenue earned per transaction processed in the DealerTrack, DealerTrack Digital Services and DealerTrack Canada networks during a given period.
- (8) Represents the average revenue earned per subscription in the DealerTrack and DealerTrack Canada networks during a given period.
- (9) Represents net subscription revenue divided by subscribing dealers in the DealerTrack and DealerTrack Canada networks.
- (10) For the year ended December 31, 2008, EBITDA includes an impairment charge of \$6.0 million, related to the significant decline in certain auction rate securities, as described in Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K, and a charge of \$1.9 million included in amortization of acquired identifiable intangibles, related to the impairment of an application processing contract, as described in Note 7 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K. For the year ended December 31, 2006, EBITDA includes \$1.4 million in other income resulting from the DealerAccess purchase price adjustment, as described in Note 4 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K.

## **Revenue**

*Transaction Services Revenue.* Transaction services revenue consists of revenue earned from our financing source customers for each credit application or contract that dealers submit to them. We also earn transaction services revenue from financing source customers for each financing contract executed via our electronic contracting and digital contract processing solutions, as well as for any portfolio residual value analyses we perform for them. We also earn transaction services revenue from dealers or other service and information providers, such as aftermarket providers, accessory providers, and credit report providers, for each fee-bearing product accessed by dealers.

*Subscription Services Revenue.* Subscription services revenue consists of revenue earned from our customers (typically on a monthly basis) for use of our subscription or license-based products and services. Some of these subscription services enable dealer customers to manage their dealership data and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory, and execute financing contracts electronically.

*Other Revenue.* Other revenue consists of revenue primarily earned through training and installations of our DMS suite, shipping commissions earned from our digital contract business and consulting and analytical revenue earned from ALG.

## **Cost of Revenue and Operating Expenses**

*Cost of Revenue.* Cost of revenue primarily consists of expenses related to running our network infrastructure (including Internet connectivity and data storage), amortization expense on acquired intangible assets, compensation and related benefits for network and technology development personnel, amounts paid to third parties pursuant to contracts under which a portion of certain revenue is owed to those third parties (revenue share), direct costs (printing, binding, and delivery) associated with our residual value guides, installation and hardware costs associated with our DMS product offering, allocated overhead and amortization associated with capitalization of software.

*Product Development Expenses.* Product development expenses consist primarily of compensation and related benefits, consulting fees and other operating expenses associated with our product development

## **Table of Contents**

departments. The product development departments perform research and development, as well as enhance and maintain existing products.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses consist primarily of compensation and related benefits, facility costs and professional services fees for our sales, marketing, customer service and administrative functions.

We allocate certain overhead such as occupancy, telecommunications charges, and depreciation expense to all departments based on headcount, as we believe this to be the most accurate measure. As a result, a portion of general overhead expenses is reflected in our cost of revenue and each other operating expense category.

### ***Acquisitions and Related Amortization Expense***

We have grown our business since inception through a combination of organic growth and acquisitions. The operating results of each business acquired have been included in our consolidated financial statements from the respective dates of acquisition.

On January 23, 2009, we acquired AAX<sup>®</sup> suite of inventory management solutions and other assets from JM Dealer Services, Inc., a subsidiary of JM Family Enterprises, Inc., for a purchase price of \$32.6 million in cash. The AAX inventory management suite will be marketed in conjunction with our current inventory management solution. In accordance with SFAS 141R *Business Combinations* we expensed approximately \$0.4 million of professional fees associated with the acquisition during the first quarter of 2009. We are in the process of finalizing the fair value assessment for the acquired assets, which is expected to be completed December 31, 2009, and accordingly the related purchase accounting is not final.

On August 1, 2007, we completed the purchase of all of the outstanding shares of AutoStyleMart, Inc. (ASM), for a purchase price of \$4.0 million in cash (including direct acquisition costs of \$0.2 million). ASM is a provider of accessories-related solutions to automotive dealerships. Under the terms of the merger agreement, we have a future contingent payment obligation of up to \$11.0 million in cash, based upon the achievement of certain operational targets from February 2008 through February 2011. As the terms of the merger agreement required certain of the former stockholders to remain employees or consultants of DealerTrack for a certain period, a portion of the contingent purchase price if earned, will be classified as compensation. As of December 31, 2008, we are uncertain if the operational targets for the earnout will be achieved, and as such no compensation expense or purchase price has been recorded in connection with this contingent payment obligation. Quarterly, we will re-assess the probability of the achievement of the operational targets.

On June 6, 2007, we completed the purchase of all of the outstanding shares of Arkona, for a cash purchase price of approximately \$60.0 million (including direct acquisition costs of approximately \$1.0 million). Arkona is a provider of on-demand dealer management systems for automotive dealerships.

On February 1, 2007, we completed the purchase of all of the outstanding shares of Curomax pursuant to a shares purchase agreement, dated as of January 16, 2007, for an adjusted cash purchase price of approximately \$40.7 million (including direct acquisition and restructuring costs of approximately \$1.6 million). Curomax is a provider of an Internet-based credit application and contract processing network in Canada. Under the terms of the shares purchase agreement, we have future contingent payment obligations of approximately \$1.8 million in cash to be paid out based upon the achievement of certain operational objectives over the subsequent twenty-four months. As of December 31, 2008, we have determined that certain operational conditions have been met and as such we have recorded a liability of approximately \$1.4 million which was paid out on February 9, 2009. The operational conditions related to the remaining amount of \$0.4 million were determined as of September 30, 2008 not to be achieved, however a

subsequent reassessment determined that the operational conditions had been met and the additional \$0.4 million of contingent purchase price was recorded as a liability at December 31, 2008 and will be paid in 2009. The \$1.8 million of additional purchase consideration was recorded as goodwill.

Our acquisitions have been recorded under the purchase method of accounting, pursuant to which the total purchase price, including direct acquisition costs for all acquisitions completed prior to December 31, 2008, is allocated to the net assets acquired based upon estimates of the fair value of those assets. Any excess purchase price is allocated to goodwill. Amortization expense relating to intangible assets is recorded as a cost of revenue.

## **Table of Contents**

### **Critical Accounting Policies and Estimates**

Our management's discussion and analysis of our financial condition and results of our operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the amounts reported for assets, liabilities, revenue, expenses and the disclosure of contingent liabilities.

Our critical accounting policies are those that we believe are both important to the portrayal of our financial condition and results of operations and that involve difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The estimates are based on historical experience and on various assumptions about the ultimate outcome of future events. Our actual results may differ from these estimates if unforeseen events occur or should the assumptions used in the estimation process differ from actual results.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

#### ***Revenue Recognition***

We recognize revenue in accordance with SAB No. 104, *Revenue Recognition in Financial Statements* and EITF No. 00-21, *Revenue Arrangements with Multiple Deliverables*. In addition, for certain subscription products and services we also recognize revenue under SOP 97-2, *Software Revenue Recognition*.

*Transaction Services Revenue.* Transaction services revenue consists of revenue earned from our financing source customers for each credit application or contract that dealers submit to them. We also earn transaction services revenue from financing source customers for each financing contract executed via our electronic contracting and digital contract processing solutions, as well as for any portfolio residual value analyses we perform for them. We also earn transaction services revenue from dealers or other service and information providers, such as aftermarket providers, accessory providers, and credit report providers, for each fee-bearing product accessed by dealers.

We offer our web-based service to financing sources for the electronic receipt of credit application data and contract data for automobile financing transactions in consideration for a transaction fee. This service is sold based upon contracts that include fixed or determinable prices and that do not include the right of return or other similar provisions or significant post service obligations. Credit application and digital and electronic contracting processing revenue is recognized on a per transaction basis, after customer receipt and when collectability is reasonably assured. Set-up fees charged to the financing sources for establishing connections, if any, are recognized ratably over the expected customer relationship period of four years.

Our credit report service provides our dealer customers the ability to access credit reports from several major credit reporting agencies or resellers online. We sell this service based upon contracts with the customer or credit report provider, as applicable, that include fixed or determinable prices and that do not include the right of return or other similar provisions or other significant post-service obligations. We recognize credit report revenue on a per transaction basis, when services are rendered and when collectability is reasonably assured. We offer these credit reports on both a reseller and an agency basis. We recognize revenue from all but one provider of credit reports on a net basis due to the fact that we are not considered the primary obligor, and recognize revenue on a gross basis with respect to one of the providers as we have the risk of loss and are considered the primary obligor in the transaction.

*Subscription Services Revenue.* Subscription services revenue consists of revenue earned from our customers (typically on a monthly basis) for use of our subscription or license-based products and services. Some of these subscription services enable dealer customers to manage their dealership data and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory, and execute financing contracts electronically. These subscription services are typically sold based upon contracts that include fixed or determinable prices and that do not include the right of return or other similar provisions or significant post service obligations. We recognize revenue from such contracts ratably over the contract period. We recognize set-up fees, if any, ratably over the expected customer relationship of three years. For contracts that



## **Table of Contents**

contain two or more products or services, we recognize revenue in accordance with the above policy using relative fair value.

Our revenue is presented net of a provision for sales credits, which are estimated based on historical results, and established in the period in which services are provided.

### ***Allowance for Doubtful Accounts***

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The amount of the allowance account is based on historical experience and our analysis of the accounts receivable balance outstanding. While credit losses have historically been within our expectations when the provisions are established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. If the financial condition of our customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required which would result in an additional expense in the period that this determination was made.

### ***Goodwill, Other Intangibles and Long-lived Assets***

We record as goodwill the excess of purchase price over the fair value of the tangible and identifiable intangible assets acquired. Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142), requires goodwill to be tested for impairment annually, as well as when an event or change in circumstance indicates an impairment may have occurred. Goodwill is tested for impairment using a two-step approach. The first step tests for impairment by comparing the fair value of our one reporting unit to our carrying amount to determine if there is potential goodwill impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value.

SFAS No. 142 requires that goodwill be assessed at the operating segment or lower level. After considering the factors included in SFAS No. 131 and EITF Topic No. D-101, we determined that the components of our one operating segment have similar economic characteristics, nature of products, distribution, shared resources and type of customer such that the components should be aggregated into a single reporting unit for purposes of performing the impairment test for goodwill. We estimate the fair value of our reporting unit using a market capitalization approach. From time to time an independent third-party valuation expert may be utilized to assist in the determination of fair value. Determining the fair value of a reporting unit is judgmental and often involves the use of significant estimates and assumptions, such as cash flow projections and discount rates. We perform our annual goodwill impairment test as of October 1 of every year or when there is a triggering event. Our estimate of the fair value of our reporting unit was in excess of its carrying value as of October 1, 2008 and 2007.

Historically, our market capitalization has been above the carrying value of our consolidated net assets and there has been no indication of potential impairment. The results of our most recent annual assessment performed on October 1, 2008 did not indicate any potential impairment of our goodwill.

Subsequent to our October 1, 2008 goodwill impairment test, our market capitalization was impacted by the volatility in the U.S equity markets. For twelve days between October 24, 2008 and November 24, 2008 and on January 21, 2009 our market capitalization was approximately 5% or less below the carrying value of our consolidated net assets of approximately \$400 million, as of October 1, 2008. The period of October 24, 2008 and November 24, 2008, coincided with two specific events, the stock markets 52 week lows and the Detroit's Big Three automakers first meeting in Washington to plead their case for financial aid from the federal government.

Despite the fact that our market cap traded below our book value for twelve days we do not believe that there has been an impairment based on the duration and depth of the market decline as well as an implied control premium. A control premium is the amount that a buyer is willing to pay over the current market price of a company as indicated by the market capitalization, in order to acquire a controlling interest. The premium is justified by the expected synergies, such as the expected increase in cash flow resulting from the cost savings and revenue enhancements. Long-lived assets, including property and equipment and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

## **Table of Contents**

In reviewing for impairment, the carrying value of such assets is compared to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. If such cash flows are not sufficient to support the asset's recorded value, an impairment charge is recognized to reduce the carrying value of the long-lived asset to its estimated fair value. The determination of future cash flows, as well as the estimated fair value of long-lived assets involves significant estimates on the part of management. In order to estimate the fair value of a long-lived asset, we may engage a third party to assist with the valuation. If there is a material change in economic conditions or other circumstances influencing the estimate of our future cash flows or fair value, we could be required to recognize impairment charges in the future. We evaluate the remaining useful life of our intangible assets on a periodic basis to determine whether events and circumstances warrant a revision to the remaining estimated amortization period. If events and circumstances were to change significantly, such as a significant decline in the financial performance of our business, we could incur a significant non-cash charge to our income statement.

As discussed in Note 7 of our consolidated financial statements included in this Annual Report on Form 10-K, during the fourth quarter of 2008, as a result of a specific event, we recorded an impairment of an intangible asset of approximately \$1.9 million to cost of revenue.

Our financial results are impacted by trends in the number of dealers serviced, the level of indirect financing and leasing by our participating financing source customers, the number of new and used vehicles sold, special promotions by automobile manufacturers and the level of indirect financing and leasing by captive finance companies not available in our network. We expect to continue to experience challenges due to the ongoing adverse outlook for the credit markets and automobile sales. In addition, volatility in our stock price and declines in our market capitalization could lead to an impairment of the carrying value of our goodwill and other long-lived assets. As a result, we may be required to write-off some of our goodwill or long-lived assets if these conditions persist for an extended period of time.

### ***Income Taxes***

We account for income taxes in accordance with the provisions of SFAS No. 109, *Accounting for Income Taxes*, (SFAS No. 109) which requires deferred tax assets and liabilities to be recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

We adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109 of FIN 48*, on January 1, 2007. FIN 48 specifies the way public companies are to account for uncertainty in income tax reporting, and prescribes the methodology for recognizing, reversing, and measuring the tax benefits of a tax position taken, or expected to be taken, in a tax return. Our adoption of FIN 48 did not result in any change to the level of our liability for uncertain tax positions, and there was no adjustment to our retained earnings for the cumulative effect of an accounting change. At December 31, 2007, the total liability for uncertain tax positions recorded in our balance sheet in accrued other liabilities was \$0.1 million. At December 31, 2008, the total liability for uncertain tax positions recorded in our balance sheet in accrued other liabilities was \$0.5 million.

### ***Retail Sales Tax***

The Ontario Ministry of Revenue (the Ministry) has conducted a retail sales tax field audit on the financial records of our Canadian subsidiary, DealerTrack Canada, Inc. (formerly known as DealerAccess Canada, Inc.), for the period

from March 1, 2001 through May 31, 2003. We received a formal assessment from the Ministry indicating unpaid Ontario retail sales tax totaling approximately \$0.2 million, plus interest. Although we are disputing the Ministry's findings, the assessment, including interest, has been paid in order to avoid potential future interest and penalties.

## **Table of Contents**

As part of the purchase agreement dated, December 31, 2003 between us and Bank of Montreal for the purchase of 100% of the issued and outstanding capital stock of DealerAccess, Inc., Bank of Montreal agreed to indemnify us specifically for this potential liability for all sales tax periods prior to January 1, 2004. The potential sales tax liability for the period covered by this indemnification is now closed due to the statutory expiration of the periods open for audit by the Ministry. To date, all amounts paid to the Ministry by us for this assessment have been reimbursed by the Bank of Montreal under this indemnity.

We undertook a comprehensive review of the audit findings of the Ministry using external tax experts. Our position has been that our financing source revenue transactions are not subject to Ontario retail sales tax. We filed a formal Notice of Objection with the Ministry on December 12, 2005. We received a letter dated November 2, 2007 from an appeals officer of the Ministry stating that the assessment was, in his opinion, properly raised and his intention was to recommend his confirmation to senior management of the Ministry. The officer agreed, however, to defer his recommendation for a period of thirty business days to enable us to submit any additional information not yet provided. We submitted additional information to the Ministry to support our position that the services are not subject to sales tax.

We received a letter dated December 21, 2007 from the Ministry stating that no change should be made to the appeals officer's opinion. The letter further stated that we had ninety days from the date of the letter to file a Notice of Appeal with the Superior Court of Justice. A Notice of Appeal was filed on our behalf on March 18, 2008 to challenge the assessment because we did not believe these services are subject to sales tax. On December 15, 2008, the Ministry filed its response to our Notice of Appeal. The response reiterates the Ministry's position that the transactions are subject to Ontario retail sales tax. The parties are now engaged in the discovery process and we expect this matter will be heard by the Superior Court in late 2009. We have not accrued any related sales tax liability for the period subsequent to May 31, 2003, for these financing source revenue transactions. This appeal is supported by the financial institutions whose source revenue transactions were subject to the assessment. These financial institutions have agreed to participate in the cost of the litigation.

In the event we are obligated to charge sales tax for this type of transaction, we believe this Canadian subsidiary's contractual arrangements with its financing source customers obligate these customers to pay all sales taxes that are levied or imposed by any taxing authority by reason of the transactions contemplated under the particular contractual arrangement. In the event of any failure to pay such amounts, we would be required to pay the obligation, which could range from \$4.4 million (CAD) to \$4.9 million (CAD), including penalties and interest.

### ***Stock-Based Compensation***

We have three types of stock-based compensation programs: stock options, restricted common stock, and an employee stock purchase plan (ESPP) that allows employees to purchase our common stock at a 15% discount each quarter through payroll deductions.

SFAS 123(R) requires us to measure and recognize the cost of employee services received in exchange for an award of equity instruments. Under the fair value recognition provisions of SFAS 123(R), share-based compensation cost is measured at the grant date, based on the fair value of the award, and recognized as an expense over the requisite service period net of an estimated forfeiture rate. As permitted by SFAS 123(R), we elected the prospective transition method because we previously applied the minimum value method, as a private company, under FAS 123. Under this method, prior periods are not revised. Upon the adoption of SFAS No. 123(R), we did not have a cumulative effect of accounting change.

Determining the appropriate fair value model and calculating the fair value of the share-based payment awards require the input of highly subjective assumptions, including the expected life of the share-based payment awards, the number

of expected options or restricted common stock that will be forfeited prior to the completion of the vesting requirements, and the stock price volatility. We use the Black-Scholes and binomial lattice-based valuation pricing models to value our stock-based awards. Due to our limited public company history, we believe we do not have appropriate historical experience to estimate future exercise patterns or our expected volatility; as such we based our expected life and expected volatility on the historical expected life and historical expected volatility of similar entities whose common shares are publicly traded. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation and consequently, the related

**Table of Contents**

amounts recognized in our consolidated statements of operations. The provisions of SFAS No. 123(R) apply to new or modified stock awards on the effective date.

On December 13, 2005, we commenced an initial public offering of our common stock. Prior to our initial public offering, we applied APB No. 25 and related interpretations for our stock option and restricted common stock grants and we measured awards using the minimum-value method for SFAS 123 pro forma disclosure purposes. APB No. 25 provides that the compensation expense is measured based on the intrinsic value of the stock award at the date of grant. SFAS 123(R) requires that a company that measured awards using the minimum-value method for SFAS 123 prior to the filing of its initial public offering, but adopts SFAS 123(R) as a public company, should not record any compensation amounts measured using the minimum-value method in its financial statements. As a result, we will continue to account for pre-initial public offering awards under APB No. 25 unless they are modified after the adoption of SFAS 123(R).

On August 2, 2006, November 2, 2006 and July 21, 2007, the compensation committee of the board of directors granted long-term performance equity awards (under the 2005 Incentive Award Plan) consisting of 565,000, 35,000 and 10,000 shares of restricted common stock, respectively, to certain executive officers and other employees. Each individual's award is allocated 50% to achieving earnings before interest, taxes, depreciation and amortization, as adjusted to reflect any future acquisitions (EBITDA Performance Award) and 50% to the market value of our common stock (Market Value Award). The awards are earned upon our achievement of EBITDA and market-based targets for the fiscal years 2007, 2008 and 2009, but will not vest unless the grantee remains continuously employed in active service until January 31, 2010. If an EBITDA Performance Award or Market Value Award is not earned in an earlier year, it can be earned upon achievement of that target in a subsequent year. The awards will accelerate in full upon a change in control, if any. In accordance with SFAS 123(R), we valued the EBITDA Performance Award and the Market Value Award using the Black-Scholes and binomial lattice-based valuation pricing models, respectively. The total fair value of the entire EBITDA Performance Award is \$6.0 million (prior to estimated forfeitures), of which, in January 2007, we began expensing on a straight-line basis the amount associated with the 2007 award as it was deemed probable that the threshold for the year ending December 31, 2007 would be met. We have met the EBITDA target for 2007 and have recorded expense related to the 2007 target for the years ended December 31, 2008 and 2007, of \$0.7 million and \$0.6 million, respectively. As of December 31, 2008, we have not begun to expense the EBITDA Performance Awards for 2008 and 2009 as it has not been deemed probable that the targets will be achieved. We will continue to evaluate the probability of achieving the targets on a quarterly basis. The total value of the entire Market Value Award is \$2.5 million (including estimated forfeitures), which is expensed on a straight-line basis from the date of grant over the applicable service period. As long as the service condition is satisfied, the expense is not reversed, even if the market conditions are not satisfied. The expense recorded related to the market value award for the years ended December 31, 2008, 2007 and 2006, was \$0.7 million, \$0.7 million and \$0.3 million, respectively.

***Impairment of auction rate securities***

As of December 31, 2008, we have \$5.3 million (net of impairment charge) of auction rate securities (ARS), of which, \$3.7 million (net of impairment charge) is invested in tax-advantaged preferred stock trusts in which the underlying equities are preferred stock of financial institutions and \$1.6 million invested in tax-exempt state government obligations. Our investments securities are classified as available for sale and reported at fair value. ARS have long-term underlying maturities, but have interest rates that reset every six months or less. The \$3.7 million invested in tax-advantaged preferred stock trust securities are associated with failed auctions, for which we have been, or expect to be notified that the trust will be dissolved and will distribute the underlying security. As we expect to receive the liquid underlying preferred stock instruments within ninety days of year end, we believe that the most representative measure of fair value of these trusts to be the Level 2 quoted market prices of the underlying preferred stock instruments. Based upon our assessment, we reduced the fair value of the investments in the preferred stock trusts from \$9.6 million to \$3.7 million and recorded an other-than-temporary charge of \$6.0 million to earnings and

an unrealized gain of \$0.1 million to stockholders' equity during the year ended December 31, 2008. The \$1.6 million invested in tax-exempt state government obligations was valued at par using Level 3 data. Our intent is not to hold the \$1.6 million of ARS invested in tax-exempt state government obligations to maturity, but rather use the interest reset feature to provide liquidity as necessary.



**Table of Contents**

We reviewed the ARS portfolio for impairment in accordance with FAS 115-1 and FAS 124-1, *The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments* and Staff Accounting Bulletin Topic 5M *Other-Than-Temporary Impairment of Certain Investments in Debt and Equity Securities*, to determine the classification of the impairment as temporary or other-than-temporary. A temporary impairment charge results in an unrealized loss being recorded in the other comprehensive income component of stockholders' equity. It occurs if a loss in an investment is determined to be temporary in nature and we have the ability and intent to hold the investment until a recovery in market value takes place. Such an unrealized loss does not reduce our net income for the applicable accounting period because the loss is not viewed as other-than-temporary. An impairment charge is recorded against earnings to the extent we determine that there is a loss of fair value that is other-than-temporary. We have determined that the significant reduction in fair value related to our preferred stock trusts ARS was other-than-temporary and we recorded an impairment charge in our consolidated statements of operations based on a variety of factors, including the significant decline in fair value indicated for the individual investments and the adverse market conditions impacting ARS. Based on our available cash and other investments, we do not currently anticipate that the lack of liquidity caused by failed auctions will have a material adverse effect on our operating cash flows or will affect our ability to operate our business as usual. The valuation of our ARS portfolio is subject to uncertainties that are difficult to predict and we may be required to further reduce the carrying value of these securities, which would result in an additional loss being recognized in our statement of operations, which could be material.

**Results of Operations**

The following table sets forth, for the periods indicated, the selected consolidated statements of operations:

	Year Ended December 31,					
	2008		2007		2006	
	\$ Amount	% of Net Revenue	\$ Amount	% of Net Revenue	\$ Amount	% of Net Revenue
(In thousands, except percentages)						
<b>Consolidated Statements of Operations Data:</b>						
Net revenue <sup>(1)</sup>	\$ 242,706	100.0%	\$ 233,845	100.0%	\$ 173,272	100.0%
Operating costs and expenses:						
Cost of revenue <sup>(1)</sup>	113,731	46.9	99,631	42.6	70,843	40.9
Product development	11,658	4.8	9,808	4.2	9,153	5.2
Selling, general and administrative	110,265	45.4	96,875	41.4	72,537	41.9
Total operating costs and expenses	235,654	97.1	206,314	88.2	152,533	88.0
Income from operations	7,052	2.9	27,531	11.8	20,739	12.0
Interest income	4,720	1.9	5,606	2.4	4,289	2.5
Interest expense	(324)	(0.1)	(355)	(0.2)	(268)	(0.2)
Other income, net	205	0.1	4		1,373	0.8
Impairment of auction rate securities	(5,956)	(2.4)				

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Income before provision for income taxes	5,697	2.4	32,786	14.0	26,133	15.1
Provision for income taxes, net	(3,961)	(1.7)	(13,034)	(5.6)	(6,797)	(3.9)
Net income	\$ 1,736	0.7%	\$ 19,752	8.4%	\$ 19,336	11.2%

**Table of Contents**

	Year Ended December 31,					
	2008		2007		2006	
	\$ Amount	% of Net Revenue	\$ Amount	% of Net Revenue	\$ Amount	% of Net Revenue
(In thousands, except percentages)						
(1) Related party revenue	\$ 2,419	1.0%	\$ 2,425	1.0%	\$ 33,380	19.3%
Related party cost of revenue	9	0.0%	38	0.0%	1,840	1.1%

**Years Ended December 31, 2008 and 2007****Revenue**

	Year Ended December 31,	
	2008	2007
(In thousands)		
Transaction services revenue	\$ 132,419	\$ 147,312
Subscription services revenue	94,690	75,061
Other	15,597	11,472
Total net revenue	\$ 242,706	\$ 233,845

Total net revenue increased \$8.9 million, or 4%, to \$242.7 million for the year ended December 31, 2008 from \$233.8 million for the year ended December 31, 2007.

*Transaction Services Revenue.* Transaction services revenue decreased \$14.9 million, or 10%, to \$132.4 million for the year ended December 31, 2008 from \$147.3 million for the year ended December 31, 2007. The decrease was primarily due to the decline in the volume of transactions processed through the DealerTrack network to 79.7 million for the year ended December 31, 2008 from 90.9 million for the year ended December 31, 2007, which was impacted by the 31% decrease in our number of lender to dealer relationships to 156,437 at December 31, 2008 from 226,314 at December 31, 2007. The 12% decrease in transaction volume resulted in an \$18.6 million reduction in revenue for the year ended December 31, 2008. The ongoing tightening of the credit market caused a significant decline in the number of lending relationships between the various financing sources and automobile dealers available through our network; this together with the continual decline in vehicle sales, has meaningfully impacted our transaction volume compared to historical levels. The revenue decline of \$18.6 million related to the decrease in transaction volume was offset by a \$3.6 million increase in the average transaction price to \$1.66 as of December 31, 2008 from \$1.62 for the year ended December 31, 2007. The contributing factor to the increase in average transaction price was the 37% increase in financing source customers active in our network to 733 as of December 31, 2008 from 536 as of December 31, 2007. The additional 197 financing source customers added are generally lower transaction volume customers with higher price per application tiers.

*Subscription Services Revenue.* Subscription services revenue increased \$19.6 million, or 26%, to \$94.7 million for the year ended December 31, 2008 from \$75.1 million for the year ended December 31, 2007. Subscription services

revenue growth was favorably impacted by the increase in the total number of subscriptions to 34,243 as of December 31, 2008 from 28,966 as of December 31, 2007, together with a 1% increase in the average subscription price to \$248 as of December 31, 2008 from \$245 for the year ended December 31, 2007, resulting from a change in the subscription product mix. These factors contributed \$16.7 million to the increase in revenue, which includes \$5.1 million related to acquisitions. In addition to the \$16.7 million increase in subscription service revenue is an increase of \$4.3 million related to Chrome subscription revenue offset by a decrease of \$1.4 million in ALG and other subscription revenue.

*Other Revenue.* Other revenue increased \$4.1 million, or 36%, to \$15.6 million for the year ended December 31, 2008 from \$11.5 million for the year ended December 31, 2007. The \$4.1 million increase was primarily resulting from approximately \$5.4 million increase in installation revenue from our DMS business acquired in June 2007, offset by a decrease in other revenue from SCS of \$1.3 million.

**Table of Contents*****Operating Costs and Expenses***

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>	
Cost of revenue	\$ 113,731	\$ 99,631
Product development	11,658	9,808
Selling, general and administrative	110,265	96,875
Total cost of revenue and operating expenses	\$ 235,654	\$ 206,314

*Cost of Revenue.* Cost of revenue increased \$14.1 million, or 14%, to \$113.7 million for the year ended December 31, 2008 from \$99.6 million for the year ended December 31, 2007. The \$14.1 million increase was primarily the result of increased software amortization and depreciation charges of \$2.1 million, coupled with increased compensation and related benefit costs of \$6.2 million and increased occupancy and telecommunications costs of \$0.6 million due to headcount additions and salary increases, \$2.4 million in technology expense, \$2.1 million in cost of revenue from our DMS business, \$0.5 million in increased stock-based compensation expense due to additional stock options and restricted common stock awards granted since December 31, 2007, an increase in amortization of intangible assets of approximately \$1.9 million related to an impaired application processing contract with DHL where the remaining amortization was accelerated and recorded to cost of revenue (refer to Note 7 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K for further information regarding the impairment charge), offset by a decrease in amortization of intangible assets of approximately \$3.3 million resulting from fully amortized acquired intangibles.

*Product Development Expenses.* Product development expenses increased \$1.9 million, or 19%, to \$11.7 million for the year ended December 31, 2008 from \$9.8 million for the year ended December 31, 2007. The \$1.9 million increase was primarily a result of increased compensation and related benefit costs of \$1.4 million and occupancy and telecommunications costs of \$0.2 million, both due to overall headcount additions and salary increases, and increased depreciation expense of \$0.2 million.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased \$13.4 million, or 14%, to \$110.3 million for the year ended December 31, 2008 from \$96.9 million for year ended December 31, 2007. The \$13.4 million increase in selling, general and administrative expenses was primarily the result of increased compensation and related benefit costs of approximately \$6.6 million due to headcount additions and salary increases, \$4.9 million in increased professional fees related primarily to pending litigation, \$2.5 million in increased stock-based compensation expense due to additional stock options and restricted common stock awards granted since December 31, 2007 and \$0.8 million in increased depreciation expense, offset by a decrease in marketing expenses of \$1.0 million.

***Interest Income***

<b>Year Ended December 31,</b>	
<b>2008</b>	<b>2007</b>

**(In thousands)**

Interest Income	\$ 4,720	\$ 5,606
-----------------	----------	----------

Interest income decreased \$0.9 million to \$4.7 million for the year ended December 31, 2008 from \$5.6 million for the year ended December 31, 2007. The \$0.9 million decrease is primarily related to the decrease in our cash balance attributable to the repurchase of 3.0 million shares of common stock for an aggregate price of approximately \$49.8 million, and the decrease in our weighted average interest rate to approximately 2.38% for the year ended December 31, 2008 from approximately 3.99% for the year ended December 31, 2007.

**Table of Contents*****Impairment of auction rate securities***

	<b>Year Ended December 31, 2008      2007 (In thousands)</b>	
Impairment of auction rate securities	\$ (5,956)	\$

Due to the continued decline in the auction rate securities market we measured the fair value of our auction rate securities at each of the quarters in 2008, and determined in the third and fourth quarters of 2008 that the valuation of certain of our auction rate securities had significantly declined from the previously reported amounts. As a result we recognized a \$5.7 million impairment charge during the three months ended September 30, 2008, and an additional impairment charge of \$0.3 million for the three months ended December 31, 2008. Refer to Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K for further information regarding this impairment charge.

***Provision for Income Taxes***

	<b>Year Ended December 31, 2008      2007 (In thousands)</b>	
Provision for income taxes, net	\$ (3,961)	\$ (13,034)

The provision for income taxes for the year ended December 31, 2008 of \$4.0 million consisted primarily of \$0.7 million of federal tax expense, \$0.6 of state income tax benefit, and \$3.9 million of tax expense for our Canadian subsidiary. The provision for income taxes for the year ended December 31, 2007 of \$13.0 million consisted primarily of \$8.3 million of federal tax expense, \$2.1 million of state and local income taxes, \$0.5 million of adjustments due primarily to the changes in the New York State tax rate, and \$2.1 million of tax expense for our Canadian subsidiaries. Included in tax expense for our Canadian subsidiary for the year ended December 31, 2008 and 2007 is \$1.2 million and \$1.1 million, respectively, for a permanent item relating to intangible amortization. These amounts have a 20.2% and 3.4% impact on the effective tax rate for the year ended December 31, 2008 and 2007, respectively. Our effective tax rate for the year ended December 31, 2008 is 69.5% compared with 39.8% for the year ended December 31, 2007. The primary reason for the variation in tax rates is the impairment loss on auction rate securities recorded during the year ended December 31, 2008. No tax benefit is recorded with respect to the impairment loss recorded on the auction rate securities. If such securities were sold and the losses were realized for tax purposes, the losses on such sales would be capital losses. Capital losses generally may only be used to offset income from capital gains. Since we do not anticipate any capital gains in the foreseeable future, no tax benefit is recorded with respect to the impairment losses as it is not more likely than not that tax benefits would ultimately be realized from such losses. A full valuation allowance has been booked for the losses. Had it not been for the significant tax rate variation resulting from the impact of the impairment losses, our effective tax rate for the year ended December 31, 2008 would have been 34.0% compared with 39.8% for the year ended December 31, 2007. The primary reason for the reduction in tax rate are the impact of rate changes on deferred taxes, tax return true-ups, and an increase in tax exempt or tax preferred income as a percentage of overall pre-tax income. The rate reduction attributable to tax return true-ups is primarily the result of state and local tax reductions due to planning initiatives.

In the event that the future income streams that we currently project do not materialize, we may be required to record a valuation allowance. Any increase in a valuation allowance would result in a charge that would adversely impact our operation performance.



**Table of Contents****Years Ended December 31, 2007 and 2006*****Revenue***

	<b>Year Ended December 31, 2007                  2006 (In thousands)</b>	
Transaction services revenue	\$ 147,312	\$ 112,752
Subscription services revenue	75,061	53,352
Other	11,472	7,168
Total net revenue	\$ 233,845	\$ 173,272

Total net revenue increased \$60.5 million, or 35%, to \$233.8 million for the year ended December 31, 2007 from \$173.3 million for the year ended December 31, 2006.

*Transaction Services Revenue.* Transaction services revenue increased \$34.6 million, or 31%, to \$147.3 million for the year ended December 31, 2007 from \$112.7 million for the year ended December 31, 2006. The increase was primarily the result of a 27% increase in the volume of transactions processed through our network to 90.9 million for the year ended December 31, 2007 from 71.5 million for the year ended December 31, 2006, coupled with an increase in the average transaction price to \$1.62 for the year ended December 31, 2007 from \$1.58 for the year ended December 31, 2006. The 27% increase in transaction volume resulted in a \$31.3 million increase in revenue for the year ended December 31, 2007. The increase in the average transaction price resulted in a \$2.9 million increase in revenue for the year ended December 31, 2007. The contributing factor to the increase in the average transaction price was the 45% increase in financing source customers active in our network to 536 as of December 31, 2007 from 370 as of December 31, 2006. The additional 166 financing source customers added are generally lower transaction volume customers with higher price per application tiers. Included in the \$34.6 million increase is \$13.1 million related to acquisitions.

*Subscription Services Revenue.* Subscription services revenue increased \$21.7 million, or 41%, to \$75.1 million for the year ended December 31, 2007 from \$53.4 million for the year ended December 31, 2006. Revenue growth was favorably impacted by the increase in the total number of subscriptions to 28,966 as of December 31, 2007 from 21,681 as of December 31, 2006, offset by a decrease in the average subscription price to \$245 for the year ended December 31, 2007 from \$246 for the year ended December 31, 2006 resulting from a change in the subscription product mix. These factors contributed \$21.2 million to the increase in revenue which includes \$6.6 million related to acquisitions.

***Operating Costs and Expenses***

	<b>Year Ended December 31, 2007                  2006 (In thousands)</b>	
--	--	--

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Cost of revenue	\$ 99,631	\$ 70,843
Product development	9,808	9,153
Selling, general and administrative	96,875	72,537
Total cost of revenue and operating expenses	\$ 206,314	\$ 152,533

*Cost of Revenue.* Cost of revenue increased \$28.8 million, or 41%, to \$99.6 million for the year ended December 31, 2007 from \$70.8 million for the year ended December 31, 2006. The \$28.8 million increase was primarily the result of increased amortization and depreciation charges of \$11.9 million primarily relating to the acquired identifiable intangibles from our 2007 acquisitions of Arkona, AutoStyleMart, Curomax, and the asset acquisition from Manheim Auction (See Note 6 for further information), coupled with twelve months amortization relating to our 2006 acquisitions of Global Fax and DealerWare, increased compensation and related benefit costs of \$10.9 million and increased occupancy and telecommunications costs of \$1.0 million due to overall headcount additions including those from acquired companies, \$1.7 million in cost of revenue from the Arkona business and \$2.5 million in cost of revenue from our digital contract business, offset by \$1.1 million of expense recorded in 2006 related to the impairment and write off of a prepaid contract due to non performance.

**Table of Contents**

*Product Development Expenses.* Product development expenses increased \$0.6 million, or 7%, to \$9.8 million for the year ended December 31, 2007 from \$9.2 million for the year ended December 31, 2006. The \$0.6 million increase was primarily a result of increased compensation and related benefit costs due to overall headcount additions.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased \$24.3 million, or 34%, to \$96.8 million for the year ended December 31, 2007 from \$72.5 million for year ended December 31, 2006. The \$24.3 million increase in selling, general and administrative expenses was primarily the result of increased compensation and related benefit costs of approximately \$13.8 million due to headcount additions and salary increases, \$2.6 in increased professional fees, \$3.0 million related to increased marketing and travel expenses, \$2.0 million related to increased bad debt expense and \$1.0 million in occupancy and telecommunications expenses. These amounts are partially offset by a decrease in non-cash stock-based compensation expense of \$1.0 million (included in the year ended December 31, 2006 non-cash stock-based compensation is a one-time \$5.0 million in non-cash stock-based compensation related to the departure of an executive officer).

**Interest Income**

	<b>Year Ended December 31, 2007      2006 (In thousands)</b>	
Interest Income	\$ 5,606	\$ 4,289

Interest income increased \$1.3 million to \$5.6 million for the year ended December 31, 2007 from \$4.3 million for the year ended December 31, 2006. The \$1.3 million increase is primarily related to the interest income earned on net cash proceeds from our public offerings in October 2007 and October 2006.

**Other Income**

	<b>Year Ended December 31, 2007      2006 (In thousands)</b>	
Other Income, net	\$ 4	\$ 1,373

As described in Note 4 to our consolidated financial statements included in this Annual Report on Form 10-K, other income of \$1.4 million for the year ended December 31, 2006 represents a reimbursement of purchase price from the seller of our DealerAccess acquisition.

**Provision for Income Taxes**

	<b>Year Ended December 31, 2007      2006 (In thousands)</b>	
--	--	--

Provision for income taxes, net	\$ (13,034)	\$ (6,797)
---------------------------------	-------------	------------

The provision for income taxes for the year ended December 31, 2007 of \$13.0 million consisted primarily of \$8.3 million of federal tax expense, \$2.1 million of state and local income taxes, \$0.5 million of adjustments due primarily to the change in the New York State tax rate, and \$2.1 million of tax expense for our Canadian subsidiaries. The provision for income taxes for the year ended December 31, 2006 of \$6.8 million consisted primarily of \$7.1 million of federal tax expense, \$1.8 million of state and local income taxes, and \$0.6 million of adjustments due to the changes in tax rate. These amounts were offset by a Canadian tax benefit of \$2.7 million. The \$2.7 million net tax benefit relating to our Canadian subsidiary consists primarily of the reversal of a deferred tax valuation allowance in the amount of \$3.7 million. The reversal of this Canadian subsidiary's deferred tax valuation allowance during the third quarter of 2006 was based on a number of factors, including a history of pre-tax income over a significant period and the level of projected future pre-tax income based on current operations. Our Canadian Subsidiary generated sufficient taxable income in subsequent years and utilized all the deferred tax asset associated with net operating losses existing as of December 31, 2006.

**Table of Contents**

In the event that the future income streams that we currently project do not materialize, we may be required to record a valuation allowance. Any increase in a valuation allowance would result in a charge that would adversely impact our operation performance.

**Quarterly Results of Operations**

The following table presents our unaudited quarterly consolidated results of operations for each of the eight quarters ended December 31, 2008. The unaudited quarterly consolidated information has been prepared substantially on the same basis as our audited consolidated financial statements. You should read the following tables presenting our quarterly consolidated results of operations in conjunction with our audited consolidated financial statements for our full years and the related notes. This table includes all adjustments, consisting only of normal recurring adjustments, that we consider necessary for the fair statement of our consolidated financial position and operating results for the quarters presented. The operating results for any quarters are not necessarily indicative of the operating results for any future period.

	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter<sup>(2)</sup></b>	<b>Fourth Quarter<sup>(3)</sup></b>
	<b>(Unaudited)</b>			
	<b>(In thousands, except for share and per share data)</b>			
<b>2008</b>				
Net revenue	\$ 64,308	\$ 63,181	\$ 60,525	\$ 54,692
Gross profit	35,696	35,302	32,585	25,392
Operating income (loss)	2,822	4,208	3,056	(3,034)
Net income (loss)	2,338	3,066	(2,603)	(1,065)
Basic net income (loss) per share <sup>(1)</sup>	\$ 0.06	\$ 0.07	\$ (0.07)	\$ (0.03)
Diluted net income (loss) per share <sup>(1)</sup>	\$ 0.05	\$ 0.07	\$ (0.07)	\$ (0.03)
Weighted average shares outstanding	41,636,035	41,505,503	39,769,990	38,963,048
Weighted average shares outstanding assuming dilution	42,882,662	42,764,086	39,769,990	38,963,048

	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
	<b>(Unaudited)</b>			
	<b>(In thousands, except for share and per share data)</b>			
<b>2007</b>				
Net revenue	\$ 51,725	\$ 58,507	\$ 62,871	\$ 60,742
Gross profit	30,425	34,349	35,193	34,247
Operating income	6,797	9,755	6,834	4,145
Net income	4,825	6,284	4,512	4,131
Basic net income per share <sup>(1)</sup>	\$ 0.12	\$ 0.16	\$ 0.12	\$ 0.10
Diluted net income per share <sup>(1)</sup>	\$ 0.12	\$ 0.15	\$ 0.11	\$ 0.10
Weighted average shares outstanding	38,625,215	38,748,405	39,058,863	40,956,826
Weighted average shares outstanding assuming dilution	40,231,194	40,569,993	40,840,688	42,845,842

- (1) The addition of earnings per share by quarter may not equal total earnings per share for the year.
- (2) Included in the third quarter of 2008 net loss is an impairment charge of \$5.7 million, related to the significant decline in certain auction rate securities, as described in Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K.
- (3) Included in the fourth quarter of 2008 net loss is an impairment charge of \$0.3 million, related to the significant decline in certain auction rate securities, as described in Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K, and a charge of \$1.9 million, related to the

## **Table of Contents**

impairment of an application processing contract with DHL, as described in Note 7 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K.

## **Liquidity and Capital Resources**

Our liquidity requirements will continue to be for working capital, acquisitions, capital expenditures and general corporate purposes. Our capital expenditures, software and website development costs for the year ended December 31, 2008 were \$16.8 million, of which \$15.1 million was in cash. We expect to finance our future liquidity needs through working capital and cash flows from operations, however future acquisitions or other strategic initiatives may require us to incur or seek additional financing. On April 15, 2008, our \$25.0 million revolving credit facility expired and was not renewed. As of December 31, 2008, we do not have a credit facility in place.

As of December 31, 2008, we had \$155.5 million of cash and cash equivalents, \$43.3 million in short-term investments, \$4.4 million in non-current investments and \$197.8 million in working capital, as compared to \$50.5 million of cash and cash equivalents, \$169.6 million in short-term investments and \$222.8 million in working capital as of December 31, 2007.

Reductions in interest rates and changes in investments could materially impact our interest income and may negatively impact future reported operating results and earnings per share.

Based on our available cash and other investments, we do not currently anticipate a lack of liquidity caused by failed auctions will have a material adverse effect on our operating cash flows. Refer to Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K for further information regarding our auction rate securities.

As of December 31, 2008, there was \$25.2 million remaining in our stock repurchase program to purchase our common stock through March 31, 2009. The stock repurchase program may be limited or terminated at any time by our board of directors without prior notice.

On January 23, 2009, we acquired the AAX<sup>®</sup> suite of inventory management solutions and other assets from JM Dealer Services, Inc., a subsidiary of JM Family Enterprises, Inc., for a purchase price of \$32.6 million in cash. The AAX inventory management suite will be marketed in conjunction with our current inventory management solution. In accordance with SFAS 141R *Business Combinations* we expensed approximately \$0.4 million of professional fees associated with the acquisition during the first quarter of 2009. We are in the process of finalizing the fair value assessment for the acquired assets, which is expected to be completed December 31, 2009, and accordingly the related purchase accounting is not final.

Under the terms of the merger agreement with ASM and Curomax, we have future contingent payment obligations of up to \$11.0 million and \$1.8 million in cash, respectively, based upon the achievement of certain operational targets. As of December 31, 2008, we are uncertain if the operational targets for the earnouts for ASM will be achieved, and as such no compensation expense or purchase price has been recorded in connection with the contingent payment obligation. For Curomax, as of December 31, 2008, we have determined that certain operational conditions have been met and as such, we have recorded a liability of approximately \$1.4 million which was paid out on February 9, 2009. The operational conditions related to the remaining amount of \$0.4 million were determined as of September 30, 2008 not to be achieved, however a subsequent reassessment determined that the operational conditions had been met and the additional \$0.4 million of contingent purchase price was recorded as a liability at December 31, 2008 and will be paid in 2009. The \$1.8 million of additional purchase consideration was recorded as goodwill.

In connection with the purchase of Automotive Lease Guide (ALG) on May 25, 2005, we had a contractual agreement with the seller to pay an additional \$0.8 million per year for 2006 through 2010. There is additional contingent consideration of \$11.3 million that may be paid contingent upon future increases in revenue of ALG and another one of our subsidiaries through December 2009. For the years ended December 31, 2008, 2007 and 2006, we paid \$1.1 million, \$0.5 million and \$0.2 million of additional consideration. The remaining potential contingent consideration as of December 31, 2008 is \$9.4 million. The additional purchase price consideration was recorded as goodwill on our consolidated balance sheet.



**Table of Contents**

The following table sets forth the cash flow components for the following periods (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
	<b>(In thousands)</b>		
Net cash provided by operating activities	\$ 61,494	\$ 56,926	\$ 45,489
Net cash provided by (used in) investing activities	94,874	(168,725)	(168,390)
Net cash (used in) provided by financing activities	(47,816)	114,216	66,740

***Operating Activities***

Net cash provided by operating activities of \$61.5 million for the year ended December 31, 2008 was primarily attributable to net income of \$1.7 million, which includes depreciation and amortization of \$40.1 million, stock-based compensation expense of \$14.0 million, an increase to the provision for doubtful accounts and sales credits of \$9.6 million, an impairment recognized on auction rate securities of \$6.0 million (refer to Note 3 in the accompanying notes to the consolidated financial statements included in this Annual Report on Form 10-K for further information regarding this impairment charge), an increase to deferred revenue and other current liabilities of \$1.7 million, and an increase in other long-term liabilities of \$1.5 million, partially offset by decreases in accounts payable and accrued expenses of \$6.7 million, a deferred tax benefit of \$2.1 million, a stock-based compensation windfall tax benefit of \$0.4 million, an increase in prepaid expenses and other current assets of \$2.9 million, and an increase in accounts receivable of \$1.6 million. Net cash provided by operating activities of \$56.9 million for the year ended December 31, 2007 was primarily attributable to net income of \$19.8 million, which includes depreciation and amortization of \$38.5 million, stock-based compensation expense of \$10.9 million, an increase to the provision for doubtful accounts and sales credits of \$6.8 million, an increase in accounts payable and accrued expenses of \$3.9 million and an increase to deferred revenue and other current liabilities of \$0.6 million, partially offset by a deferred tax benefit of \$4.6 million, a stock-based compensation windfall tax benefit of \$7.0 million, an increase in accounts receivable (including related party) of \$11.0 million due to an overall increase in revenue. Net cash provided by operating activities of \$45.5 million for the year ended December 31, 2006 was attributable to net income of \$19.3 million, which includes depreciation and amortization of \$25.9 million, stock-based compensation expense of \$10.7 million, an increase to the provision for doubtful accounts and sales credits of \$4.8 million, and an increase in accounts payable and accrued expenses (including related party) of \$2.9 million, offset by a deferred tax benefit of \$11.6 million, stock-based compensation windfall tax benefit of \$2.3 million and an increase in accounts receivable (including related party) of \$4.3 million due to an overall increase in revenue.

***Investing Activities***

Net cash provided by investing activities of \$94.9 million for the year ended December 31, 2008 was primarily attributable to the net sale of investments of \$115.8 million offset by capital expenditures of \$6.5 million, capitalized software and web site development costs of \$8.6 million, and the payment for net assets acquired of \$6.0 million. Net cash used in investing activities of \$168.7 million for the year ended December 31, 2007 was primarily attributable to capital expenditures of \$7.2 million, capitalized software and web site development costs of \$6.5 million, payment for net assets acquired of \$109.6 million, and the net purchase of short-term investments of \$45.5 million. Net cash used in investing activities of \$168.4 million for the year ended December 31, 2006 was attributable to capital expenditures of \$3.2 million, capitalized software and web site development costs of \$3.6 million, payment for net assets acquired of \$37.5 million and the net purchase of short-term investments of \$124.1 million.

***Financing Activities***

Net cash used in financing activities of \$47.8 million for the year ended December 31, 2008 was primarily attributable to the repurchase of 3.0 million shares of common stock for an aggregate price of approximately \$49.8 million, offset by net proceeds received from employee stock purchases under our employee stock purchase plan of \$1.7 million and the exercise of employee stock options of \$1.0 million. Net cash provided by financing activities of \$114.2 million for the year ended December 31, 2007 was primarily attributable to the receipt of cash proceeds from our public offering of \$102.2 million, the exercise of employee stock options of \$4.0 million, net

**Table of Contents**

proceeds received from employee stock purchases under our employee stock purchase plan of \$1.8 million, and stock-based compensation windfall tax benefit of \$7.0 million, offset by principal payments on note payable and capital lease obligations of \$0.7 million. Net cash provided by financing activities of \$66.7 million for the year ended December 31, 2006 was attributable to the receipt of cash proceeds from our public offering of \$61.6 million, the exercise of employee stock options of \$2.7 million, net proceeds from employee stock purchases under our employee stock purchase plan of \$0.8 million and stock-based compensation windfall tax benefit of \$2.3 million, offset by principal payments on notes payable and capital lease obligations of \$0.7 million.

**Contractual Obligations**

The following table summarizes our contractual obligations as of December 31, 2008:

	<b>Total</b>	<b>Less Than 1 Year</b>	<b>1-3 Years (In thousands)</b>	<b>4-5 Years</b>	<b>After 5 Years</b>
Operating lease obligations	\$ 29,468	\$ 4,720	\$ 6,942	\$ 5,923	\$ 11,883
Capital lease obligations	881	417	464		
Payments due to acquirees	2,642	1,892	750		
<b>Total contractual cash obligation</b>	<b>\$ 32,991</b>	<b>\$ 7,029</b>	<b>\$ 8,156</b>	<b>\$ 5,923</b>	<b>\$ 11,883</b>

Payments due to acquirees are non-interest bearing and fixed in nature.

Pursuant to employment or severance agreements with certain employees, as of December 31, 2008 we have a commitment to pay severance of approximately \$5.4 million in the event of termination without cause, as defined in the agreements, as well as certain potential gross-up payments to the extent any such severance payment would constitute an excess parachute payment under the Internal Revenue Code. We also have a commitment to pay additional severance of \$2.9 million as of December 31, 2008 if there is a change in control. Due to the realignment of our workforce and business on January 5, 2009, the severance commitment was reduced by approximately \$1.9 million. Refer to Note 15 of the consolidated financial statements included in this Annual Report on Form 10-K for further information.

Pursuant to a merger agreement related to the ASM acquisition, we have a future contingent payment obligation of up to \$11.0 million in cash, based upon the achievement of certain operational targets from February 2008 through February 2011. As the terms of the merger agreement require certain of the former stockholders to remain employees or consultants of DealerTrack for a certain period, a portion of the contingent purchase price if earned, will be classified as compensation. As of December 31, 2008, we are uncertain if the operational targets for the earnout will be achieved, and as such no compensation expense or purchase price has been recorded in connection with this contingent payment obligation.

Pursuant to a share purchase agreement related to the Curomax acquisition, we had future contingent payment obligations of approximately \$1.8 million in cash to be paid out based upon the achievement of certain operational objectives over the subsequent twenty-four months. As of December 31, 2008, we have determined that certain operational conditions have been met and as such, we have recorded a liability of approximately \$1.4 million which was paid out on February 9, 2009. The operational conditions related to the remaining amount of \$0.4 million were determined as of September 30, 2008 not to be achieved, however subsequent to our third quarter assessment

additional facts made it clear that the operational conditions have been met and the additional \$0.4 million of contingent purchase price will be paid. The \$1.8 million of additional purchase consideration was recorded as goodwill.

On January 5, 2009, we announced a realignment of our workforce and business aimed at sharpening our focus on high growth opportunities and to reflect current market conditions. To do this we reduced our workforce by approximately 90 people, or 8% of our total employees, including several executive and senior-level positions. As a result of the realignment, we anticipate a restructuring charge in the first quarter of 2009 of approximately \$7.1 million on a pre-tax basis, including approximately \$4.0 million of non-cash compensation expense.

## **Table of Contents**

### **Credit Facility**

Our \$25.0 million revolving credit facility expired on April 15, 2008, pursuant to its terms. As of December 31, 2008, we do not have a credit facility in place.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are typically established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### **Effects of Inflation**

Our monetary assets, consisting primarily of cash and cash equivalents, receivables and long-term investments, and our non-monetary assets, consisting primarily of intangible assets and goodwill, are not affected significantly by inflation. We believe that replacement costs of equipment, furniture and leasehold improvements will not materially affect our operations. However, the rate of inflation affects our expenses, which may not be readily recoverable in the prices of products and services we offer.

### **Recent Accounting Pronouncements**

In April 2008, the FASB issued FSP SFAS No. 142-3 *Determination of the Useful Life of Intangible Assets* (FSP SFAS No. 142-3). FSP SFAS No. 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. The intent of FSP SFAS No. 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under other accounting principles generally accepted in the United States of America. FSP SFAS No. 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The guidance for determining the useful life of a recognized intangible asset is to be applied prospectively, therefore, the impact of the implementation of this pronouncement cannot be determined until the transactions occur. We are currently determining the impact this will have on our AAX acquisition. Certain disclosure requirements shall be applied prospectively to all intangible assets recognized as of, and subsequent to, the effective date.

In February 2008, the FASB issued FSP SFAS No. 157-2, *Effective Date of FASB Statement 157*, delaying the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). We are currently evaluating the impact that this statement will have on our consolidated financial statements.

In June 2007, the FASB issued FSP No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, which clarifies that share-based payment awards that entitle their holders to receive nonforfeitable dividends, or dividend equivalents, before vesting should be considered participating securities. As participating securities, these instruments should be included in the calculation of basic EPS. FSP No. EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008. Once effective, all prior-periods EPS data presented must be adjusted retroactively to conform with the provision of the FSP. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159

**Table of Contents**

is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We have elected not to apply SFAS No. 159 to any of our existing assets or liabilities.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations (SFAS No. 141R), which replaced SFAS No. 141. SFAS No. 141R retains the fundamental requirements of SFAS No. 141, but revises certain principles, including the definition of a business combination, the recognition and measurement of assets acquired and liabilities assumed in a business combination, the accounting for goodwill, and financial statement disclosure. SFAS No. 141R will impact us in the first quarter of 2009 related to our recent acquisition of AAX. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

**Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

**Foreign Currency Exposure**

We only have operations located in, and provide services to, customers in the United States and Canada. Our earnings are affected by fluctuations in the value of the U.S. dollar as compared with the Canadian dollar. Our exposure is mitigated, in part, by the fact that we incur certain operating costs in the same foreign currency in which revenue is denominated. The foreign currency exposure that does exist is limited by the fact that the majority of transactions are paid according to our standard payment terms, which are generally short-term in nature.

**Interest Rate Exposure**

As of December 31, 2008, we had cash, cash equivalents, short-term investments and long-term investments of \$203.2 million invested in money market instruments, corporate bonds, municipal notes, tax-exempt state government obligations and tax advantaged preferred securities. Such investments are subject to interest rate and credit risk. Our policy of investing in securities with original maturities of three months or less minimizes our interest and credit risk.

We reduced the fair value of our investments in preferred stock trusts from \$9.6 million to \$3.7 million and recorded an other-than-temporary impairment charge of \$6.0 million to earnings and an unrealized gain of \$0.1 million to shareholders' equity for the year ended December 31, 2008. Refer to Note 3 in the accompanying notes to the consolidated financial statements in this Annual Report on form 10-K for further information regarding this impairment charge.

**Table of Contents**

**Item 8. *Financial Statements and Supplementary Data***

**INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE**

	<b>Page</b>
<b>DEALERTRACK HOLDINGS, INC.:</b>	
<u>Report of Independent Registered Public Accounting Firm</u>	53
<u>Consolidated Balance Sheets</u>	54
<u>Consolidated Statements of Operations</u>	55
<u>Consolidated Statements of Cash Flows</u>	56
<u>Consolidated Statements of Stockholders' Equity and Comprehensive Income</u>	57
<u>Notes to Consolidated Financial Statements</u>	60
<u>Schedule II - Valuation and Qualifying Accounts</u>	89



**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of DealerTrack Holdings, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of DealerTrack Holdings, Inc. and its subsidiaries at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and the financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Part II, Item 9A in this Annual Report on Form 10-K. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Note 3 to the consolidated financial statements, the Company changed the manner in which it accounts for fair value measurements of its investments in 2008.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may

deteriorate.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 24, 2008

**Table of Contents**

**DEALERTRACK HOLDINGS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(In thousands, except share and per share amounts)</b>	
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 155,456	\$ 50,564
Short-term investments	43,350	169,580
Accounts receivable, net of allowances of \$1,848 and \$2,615 at December 31, 2008 and 2007, respectively	18,462	26,957
Prepaid expenses and other current assets	9,624	7,305
Deferred tax assets	2,195	3,827
Restricted cash	142	
<b>Total current assets</b>	<b>229,229</b>	<b>258,233</b>
Long-term investments	4,392	
Property and equipment, net	13,448	12,792
Software and web site developments costs, net	12,705	10,771
Intangible assets, net	44,405	69,528
Goodwill	114,886	117,702
Restricted cash	250	540
Deferred taxes and other long-term assets	17,900	13,360
<b>Total assets</b>	<b>\$ 437,215</b>	<b>\$ 482,926</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities		
Accounts payable	\$ 4,488	\$ 4,762
Accrued compensation and employee benefits	7,850	12,527
Accrued other	11,385	11,387
Deferred revenues	5,609	4,016
Due to acquirees	1,740	2,251
Capital leases payable	360	480
<b>Total current liabilities</b>	<b>31,432</b>	<b>35,423</b>
Capital leases payable long-term	454	1,076
Due to acquirees long-term	682	1,280
Deferred tax liabilities long-term	2,477	2,800
Deferred revenue and other long-term liabilities	5,950	3,985

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Total liabilities	40,995	44,564
Commitments and contingencies (Note 15)		
Stockholders' equity		
Preferred stock, \$0.01 par value; 10,000,000 shares authorized and no shares issued and outstanding at December 31, 2008 and 2007, respectively		
Common stock, \$0.01 par value; 175,000,000 shares authorized; 42,841,737 shares issued and 39,833,616 shares outstanding at December 31, 2008; and 42,556,925 shares issued and 42,552,723 shares outstanding at December 31, 2007	428	426
Treasury stock, at cost, 3,008,121 and 4,202 shares at December 31, 2008 and 2007, respectively	(50,061)	(139)
Additional paid-in capital	428,771	413,428
Deferred stock-based compensation (APB 25)	(446)	(2,056)
Accumulated other comprehensive income	(2,730)	8,181
Retained earnings	20,258	18,522
Total stockholders' equity	396,220	438,362
Total liabilities and stockholders' equity	\$ 437,215	\$ 482,926

The accompanying notes are an integral part of these financial statements.

**Table of Contents****DEALERTRACK HOLDINGS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
	<b>(In thousands, except per share and share amounts)</b>		
<b>Revenue</b>			
Net revenue <sup>(1)</sup>	\$ 242,706	\$ 233,845	\$ 173,272
<b>Operating costs and expenses</b>			
Cost of revenue <sup>(1)(2)</sup>	113,731	99,631	70,843
Product development <sup>(2)</sup>	11,658	9,808	9,153
Selling, general and administrative <sup>(2)</sup>	110,265	96,875	72,537
Total operating costs and expenses	235,654	206,314	152,533
Income from operations	7,052	27,531	20,739
Interest income	4,720	5,606	4,289
Interest expense	(324)	(355)	(268)
Other income, net	205	4	1,373
Impairment of auction rate securities (Note 3)	(5,956)		
Income before provision for income taxes	5,697	32,786	26,133
Provision for income taxes, net	(3,961)	(13,034)	(6,797)
Net income	\$ 1,736	\$ 19,752	\$ 19,336
Basic net income per share	\$ 0.04	\$ 0.50	\$ 0.54
Diluted net income per share	\$ 0.04	\$ 0.48	\$ 0.51
Weighted average shares outstanding	40,461,896	39,351,138	36,064,796
Weighted average shares outstanding assuming dilution	41,673,007	41,198,773	37,567,488

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
	<b>(In thousands)</b>		
(1) Related party revenue	\$ 2,419	\$ 2,425	\$ 33,380
Related party cost of revenue	9	38	1,840

(2) Stock-based compensation expense recorded for the years ended December 31, 2008, 2007 and 2006 was classified as follows:

**Year Ended December 31,**

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

	<b>2008</b>	<b>2007</b>	<b>2006</b>
	<b>(In thousands)</b>		
Cost of revenue	\$ 2,497	\$ 2,022	\$ 1,115
Product development	712	589	361
Selling, general and administrative	10,782	8,295	9,200

The accompanying notes are an integral part of these financial statements

**Table of Contents****DEALERTRACK HOLDINGS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
	<b>(In thousands)</b>		
<b>Cash flows from operating activities</b>			
Net income	\$ 1,736	\$ 19,752	\$ 19,336
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	40,076	38,479	25,915
Deferred tax benefit	(2,051)	(4,631)	(11,600)
Stock-based compensation expense	13,991	10,906	10,676
Provision for doubtful accounts and sales credits	9,639	6,767	4,838
Loss (gain) on sale of property and equipment		17	(53)
Amortization of bond premium	132		
Amortization of deferred interest	178	187	175
Non cash deferred compensation	264	294	214
Amortization of bank financing costs	30	122	124
Stock-based compensation windfall tax benefit	(418)	(6,995)	(2,317)
Impairment of auction rate securities	5,956		
Changes in operating assets and liabilities, net of effects of acquisitions			
Trade accounts receivable	(1,556)	(11,139)	(9,290)
Accounts receivable related party	(78)	166	4,988
Prepaid expenses and other current assets	(2,928)	(1,286)	(501)
Accounts payable and accrued expenses	(6,678)	3,905	4,878
Accounts payable related party			(2,021)
Deferred revenue and other current liabilities	1,650	567	(193)
Other long-term liabilities	1,501	19	180
Deferred rent	473	86	357
Other long-term assets	(423)	(290)	(217)
Net cash provided by operating activities	61,494	56,926	45,489
<b>Cash flows from investing activities</b>			
Capital expenditures	(6,502)	(7,189)	(3,228)
Funds released from escrow and other restricted cash	149		50
Purchase of investments	(549,159)	(554,445)	(214,950)
Sale of investments	664,932	508,980	90,835
Capitalized software and web site development costs	(8,560)	(6,474)	(3,636)
Proceeds from sale of property and equipment	3	8	58
Payment for acquisition of business and intangible assets, net of acquired cash	(5,989)	(109,605)	(37,519)
Net cash provided by (used in) investing activities	94,874	(168,725)	(168,390)

**Cash flows from financing activities**

Principal payments on capital lease obligations	(742)	(229)	(394)
Proceeds from the exercise of employee stock options	951	4,009	2,685
Proceeds from employee stock purchase plan	1,691	1,779	849
Purchase of treasury stock	(49,922)	(108)	(31)
Proceeds from public offerings, net of expenses		102,192	61,617
Principal payments on notes payable	(212)	(422)	(315)
Stock-based compensation expense windfall tax benefit	418	6,995	2,317
Other			12
Net cash (used in) provided by financing activities	(47,816)	114,216	66,740
Net increase (decrease) in cash and cash equivalents	108,552	2,417	(56,161)
Effect of exchange rate changes on cash and cash equivalents	(3,660)	1,067	(23)
Beginning of year	50,564	47,080	103,264
End of year	\$ 155,456	\$ 50,564	\$ 47,080

**Supplemental disclosure**

## Non cash investing and financing activities:

Assets acquired under capital leases	\$	\$ 219	\$
Acquisition of capitalized software through note payable	867		2,608
Accrued capitalized hardware, software and fixed assets	795	1,186	1,133
Goodwill adjustment	2,699	620	494
Payable for acquired intangible assets	500		
Deferred compensation expense reversal to equity	264	360	325
Cash paid for:			
Income taxes	\$ 6,995	\$ 15,308	\$ 13,707
Interest	128	153	82

The accompanying notes are an integral part of these financial statements.



**Table of Contents**

**DEALERTRACK HOLDINGS, INC.**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY AND COMPREHENSIVE INCOME**

	Preferred Stock	Common Stock	Common Stock	In Treasury	Paid-In	Stock-Based	Comprehensive	Accumulated	Stockholders	Total
	Shares	Shares	Amount	Shares	Capital	Compensation	Income	Deficit	Equity	Income
	Amount			Amount						
	(In thousands, except share amounts)									
Balance as of January 1,	\$	35,379,717	\$ 354	\$	\$ 214,471	\$ (7,745)	\$ 157	\$ (20,566)	\$ 186,671	
Issuance of options for restricted stock		387,748	4			2,681				2,685
Share repurchase										
Share-based compensation expense		14,917				324				324
Share-based compensation expense related to employee stock purchase plan		42,137				849				849
Share-based compensation expense related to executive departure benefit						150				150
Share-based compensation expense of restricted stock						4,892	112			5,004
Share-based compensation expense of restricted stock						2,317				2,317
Share-based compensation expense of restricted stock								(120)		(120)
Share-based compensation expense of restricted stock				1,219	(31)					(31)
Share-based compensation expense of restricted stock		784,250	8			(7)				1

on stock					
ted					
on stock					
reversal			(355)	355	
based					
nsation					
e (APB					
				1,877	1,877
based					
nsation					
e					
23(R))			2,011		2,011
ted					
on					
based					
nsation					
e (APB					
				472	472
ted					
on					
based					
nsation					
e					
23(R))			1,162		1,162
s and					
ed share					
ations			(625)	625	
ce of					
on stock					
ffering	2,750,000	27	61,590		61,617
			30	(18)	12

**Table of Contents**

	Preferred Stock		Common Stock		Common Stock, In Treasury		Additional Paid-In Capital	Deferred Stock-Based Compensation	Other Comprehensive Income	Accumulated Retained Earnings (Accumulated Deficit)	Total Stockholder Equity
	Shares	Amount	Shares	Amount	Shares	Amount					
	(In thousands, except share amounts)										
										19,336	19,336
Net income											
December 31, 2006	\$	39,358,769	\$	393	1,219	\$ (31)	\$ 289,490	\$ (4,322)	\$ 37	\$ (1,230)	\$ 284,337
Common stock		633,320		6			4,003				4,009
Preferred stock		8,133					294				294
Preferred stock		2,177					66				66
Common employee stock purchase plan expense		59,202		2			1,777				1,779
Common employee stock purchase plan expense from the restricted stock plan							314				314
Common stock repurchase expense							6,995				6,995
Common stock repurchase expense					2,983	(108)			8,144		8,144
Common stock grants expense		235,725		2			(2)				(108)
Common stock expense								1,729			1,729
Common stock expense							4,604				4,604
Common stock expense								397			397
Common stock expense							3,862				3,862

expense										
restricted										
tions	(40,401)				(140)		140			
common										
offering	2,300,000	23			102,169					102,192
					(4)					(4)
								19,752		19,752
ve income										
<b>, 2007</b>	\$ 42,556,925	\$ 426	4,202	\$ (139)	\$ 413,428	\$ (2,056)	\$ 8,181	\$ 18,522		\$ 438,362
				58						

---

**Table of Contents**

Preferred Stock Shares	Common Stock Shares	Common Stock Amount	Common Stock,		Additional Paid-In Capital	Deferred Stock-Based Compensation	Accumulated Other Comprehensive Income	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
			In Treasury Shares	Amount (In thousands, except share amounts)					
	102,182	1			950				
	17,638				264				
	123,587	1			1,690				1,690
					299				299
					(1)				(1)
			3,003,919	(49,922)			(10,926)		(10,926)
	49,357						15		15
						1,196			1,196
					7,191				7,191
						342			342
					5,022				5,022
	(7,952)				(72)	72		1,736	1,736

8           \$       42,841,737   \$ 428       3,008,121   \$ (50,061)   \$ 428,771   \$ (446)   \$ (2,730)   \$ 20,258   \$ 396,

The accompanying notes are an integral part of these financial statements.

59

---

**Table of Contents**

**DEALERTRACK HOLDINGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business Description**

DealerTrack Holdings, Inc. is a leading provider of on-demand software and data solutions for the automotive retail industry in the United States. Utilizing the Internet, we have built a network connecting automotive dealers with banks, finance companies, credit unions and other financing sources, and other service and information providers, such as aftermarket providers and the major credit reporting agencies. We have established a network of active relationships in the United States, which as of December 31, 2008, consisted of over 19,000 dealers, over 730 financing sources and many other service and information providers to the automotive retail industry. We consider a financing source to be active in our network as of a date if it has accepted credit application data electronically from dealers in the DealerTrack network in that month, including financing sources visible to dealers through drop down menus. Our credit application processing product enables dealers to automate and accelerate the indirect automotive financing process by increasing the speed of communications between these dealers and their financing sources. We have leveraged our leading market position in credit application processing to address other inefficiencies in the automotive retail industry value chain. We believe our proven network provides a competitive advantage for distribution of our software and data solutions. Our dealership management system (DMS) and integrated subscription-based software solutions enable our dealer customers to manage their dealership and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory, document compliance with certain laws and execute financing contracts electronically. We have also created efficiencies for financing source customers by providing a comprehensive digital and electronic contracting solution. In addition, we offer data and other products and services to various industry participants, including lease residual value and automobile configuration data.

**2. Summary of Significant Accounting Policies**

The consolidated financial statements of DealerTrack Holdings, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America.

***Basis of Presentation***

The accompanying consolidated financial statements include the accounts of DealerTrack Holdings, Inc. and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates, and such differences may be material to the consolidated financial statements.

On an on-going basis, we evaluate our estimates, including those related to the accounts receivable allowance, the fair value of financial assets, acquired intangible assets, goodwill, and other assets and liabilities; the useful lives of intangible assets, property and equipment, capitalized software and web site development costs; FAS 123(R) assumptions including volatility, expected term and forfeiture; and income taxes, among others. We base our

estimates on historical experience and on other various assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.



## **Table of Contents**

### ***Revenue Recognition***

We recognize revenue in accordance with SAB, No. 104, *Revenue Recognition in Financial Statements* and EITF No. 00-21, *Revenue Arrangements with Multiple Deliverables*. In addition, for certain subscription products and services we also recognize revenue under SOP 97-2, *Software Revenue Recognition*.

*Transaction Services Revenue.* Transaction services revenue consists of revenue earned from our financing source customers for each credit application or contract that dealers submit to them. We also earn transaction services revenue from financing source customers for each financing contract executed via our electronic contracting and digital contract processing solutions, as well as for any portfolio residual value analyses we perform for them. We also earn transaction services revenue from dealers or other service and information providers, such as aftermarket providers, and credit report providers, for each fee-bearing product accessed by dealers.

We offer web-based service to financing sources for the electronic receipt of credit application data and contract data for automotive financing transactions in consideration for a transaction fee. This service is sold based upon contracts that include fixed or determinable prices and that do not include the right of return or other similar provisions or significant post service obligations. Credit application and digital and electronic contracting processing revenue is recognized on a per transaction basis, after customer receipt and when collectability is reasonably assured. Set-up fees charged to the financing sources for establishing connections, if any, are recognized ratably over the expected customer relationship period of four years.

Our credit report service provides our dealer customers the ability to access credit reports from several major credit reporting agencies or resellers online. We sell this service based upon contracts with the customer or report provider, as applicable, that include fixed or determinable prices and that does not include the right of return or other similar provisions or other significant post service obligations. We recognize credit report revenue on a per transaction basis, when services are rendered and when collectability is reasonably assured. We offer these credit reports on both a reseller and an agency basis. We recognize revenue from all but one provider of credit reports on a net basis due to the fact that we are not considered the primary obligor, and recognize revenue on a gross basis with respect to one of the providers as we have the risk of loss and are considered the primary obligor in the transaction.

*Subscription Services Revenue.* Subscription services revenue consists of revenue earned from our customers (typically on a monthly basis) for use of our subscription or license-based products and services. Some of these subscription services enable dealer customers to manage their dealership data and operations, compare various financing and leasing options and programs, sell insurance and other aftermarket products, analyze inventory and execute financing contracts electronically. These subscription services are typically sold based upon contracts that include fixed or determinable prices and that do not include the right of return or other similar provisions or significant post service obligations. We recognize revenue from such contracts ratably over the contract period. We recognize set-up fees, if any, ratably over the expected customer relationship of three years. For contracts that contain two or more products or services, we recognize revenue in accordance with the above policy using relative fair value.

*Other Revenue.* Other revenue consists of revenue primarily earned through training and installations of our DMS suite, shipping commissions earned from our digital contract business and consulting and analytical revenue earned from ALG.

Our revenue is presented net of a provision for sales credits, which is estimated based on historical results, and established in the period in which services are provided.

### ***Shipping Costs***

Shipping charges billed to customers are included in net revenue, and the related shipping costs are included in cost of revenue.

## **Table of Contents**

### ***Cash and Cash Equivalents***

Cash and cash equivalents consist of cash and highly liquid investments purchased with original maturity of three months or less.

### ***Short-term and long-term Investments***

We account for investments in marketable securities in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*.

Short-term and long-term investments as of December 31, 2008 and 2007 consist of corporate bonds, municipal notes, and auction rate securities (ARS) that are invested in tax-exempt state government obligations and tax-advantaged preferred stock trust securities. We classify investment securities as available for sale, and as a result, report the investments at fair value. For the years ended December 31, 2008, 2007 and 2006, there were unrealized gains of \$15,000, \$0 and \$0 included in accumulated other comprehensive income, respectively. Refer to Note 3 for information regarding the fair value measurement of our ARS.

### ***Translation of Non-U.S. Currencies***

We have maintained business operations in Canada since January 1, 2004. The translation of assets and liabilities denominated in foreign currency into U.S. dollars is made at the prevailing rate of exchange at the balance sheet date. Revenue, costs and expenses are translated at the average exchange rates during the period. Translation adjustments are reflected in accumulated other comprehensive income on our consolidated balance sheets, while gains and losses resulting from foreign currency transactions are included in our consolidated statements of operations. Amounts resulting from foreign currency transactions were not material for the years ended December 31, 2008, 2007 and 2006.

### ***Allowance for Doubtful Accounts***

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The amount of the allowance account is based on historical experience and our analysis of the accounts receivable balance outstanding. While credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. If the financial condition of our customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required which would result in an additional expense in the period that this determination was made.

### ***Property, Equipment and Depreciation***

Property and equipment are stated at cost less accumulated depreciation, which is provided for by charges to income over the estimated useful lives of the assets using the straight-line method. Maintenance and repairs are charged to operating expenses as incurred. Upon sale or other disposition, the applicable amounts of asset cost and accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to income.

### ***Software and Web Site Development Costs and Amortization***

We account for the costs of software and web site development costs developed or obtained for internal use in accordance with SOP No. 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use* and EITF 00-2, *Accounting for Web Site Development Costs*. We capitalize costs of materials, consultants and

payroll and payroll-related costs incurred by employees involved in developing internal use computer software. Costs incurred during the preliminary project and post-implementation stages are charged to expense. Software and web site development costs are amortized on a straight-line basis over estimated useful lives ranging from two to four years. Capitalized software and web site development costs, net were \$12.7 million and \$10.8 million as of December 31, 2008 and 2007, respectively. Amortization expense totaled \$7.4 million, \$6.2 million and \$5.8 million for the years ended December 31, 2008, 2007 and 2006, respectively.

**Table of Contents**

***Goodwill, Other Intangibles and Long-lived Assets***

We record as goodwill the excess of purchase price over the fair value of the tangible and identifiable intangible assets acquired. SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142), requires goodwill to be tested for impairment annually as well as when an event or change in circumstance indicates an impairment may have occurred. Goodwill is tested for impairment using a two-step approach. The first step tests for impairment by comparing the fair value of our one reporting unit to its carrying amount to determine if there is a potential goodwill impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value.

SFAS No. 142 requires that goodwill be assessed at the operating segment or lower level. After considering the factors included in SFAS No. 131 and EITF Topic No. D-101, we determined that the components of our one operating segment have similar economic characteristics, nature of products, distribution, shared resources and type of customer such that the components should be aggregated into a single reporting unit for purposes of performing the impairment test for goodwill. We estimate the fair value of our reporting unit using a market capitalization approach. From time to time an independent third-party valuation expert may be utilized to assist in the determination of fair value. Determining the fair value of a reporting unit is judgmental and often involves the use of significant estimates and assumptions. We perform our annual goodwill impairment test on October 1 of every year or when there is a triggering event. Our estimate of the fair value of the reporting unit was in excess of its carrying value as of October 1, 2008 and 2007.

Historically, our market capitalization has been above the carrying value of our consolidated net assets and there has been no indication of potential impairment. The results of our most recent annual assessment performed on October 1, 2008 did not indicate any potential impairment of our goodwill.

Subsequent to our October 1, 2008 goodwill impairment test, our market capitalization was impacted by the volatility in the U.S equity markets. For twelve days between October 24, 2008 and November 24, 2008 and on January 21, 2009 our market capitalization was approximately 5% or less below the carrying value of our consolidated net assets of approximately \$400 million, as of October 1, 2008. The period of October 24, 2008 and November 24, 2008, coincided with two specific events, the stock markets 52 week lows and the Detroit's Big Three automakers first meeting in Washington to plead their case for financial aid from the federal government.

Despite the fact that our market cap traded below our book value for twelve days we do not believe that there has been an impairment based on the duration and depth of the market decline as well as an implied control premium. A control premium is the amount that a buyer is willing to pay over the current market price of a company as indicated by the market capitalization, in order to acquire a controlling interest. The premium is justified by the expected synergies, such as the expected increase in cash flow resulting from the cost savings and revenue enhancements.

Long-lived assets, including property and equipment and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. In reviewing for impairment, the carrying value of such assets is compared to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. If such cash flows are not sufficient to support the asset's recorded value, an impairment charge is recognized to reduce the carrying value of the long-lived asset to its estimated fair value. The determination of future cash flows as well as the estimated fair value of long-lived assets involves significant estimates on the part of management. In order to estimate the fair value of a long-lived asset, we may engage a third party to assist with the valuation. If there is a material change in economic conditions or other circumstances influencing the estimate of future cash flows or fair value, we could be required to recognize impairment charges in the future. We evaluate the remaining useful life of intangible assets on a periodic basis to determine whether events and circumstances warrant a revision to the remaining estimated amortization period. If

events and circumstances were to change significantly, such as a significant decline in the financial performance of our business, we could incur a significant non-cash charge to our income statement.

As discussed in Note 7 of our consolidated financial statements, during the fourth quarter of 2008, as a result of a specific event, we recorded an impairment of an intangible asset of approximately \$1.9 million to cost of revenue.

## **Table of Contents**

Our financial results are impacted by trends in the number of dealers serviced and the level of indirect financing and leasing by our participating financing source customers, number of new and used vehicles sold, special promotions by automobile manufacturers and the level of indirect financing and leasing by captive finance companies not available in our network. We expect to continue to experience challenges due to the ongoing adverse outlook for the credit markets and automobile sales. In addition, volatility in our stock price and declines in our market capitalization could lead to an impairment of the carrying value of our goodwill and other long-lived assets. As a result, we may be required to write-off some of our goodwill or long-lived assets if these conditions persist for an extended period of time.

### ***Income Taxes***

We account for income taxes in accordance with the provisions of SFAS No. 109, *Accounting for Income Taxes*, (SFAS No. 109) which requires deferred tax assets and liabilities to be recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

We adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No 109 of FIN 48*, on January 1, 2007. FIN 48 specifies the way public companies are to account for uncertainty in income tax reporting, and prescribes the methodology for recognizing, reversing, and measuring the tax benefits of a tax position taken, or expected to be taken in a tax return. Our adoption of FIN 48 did not result in any change to the level of our liability for uncertain tax positions, and there was no adjustment to our retained earnings for the cumulative effect of an accounting change. As of December 31, 2007, the total liability for the uncertain tax positions recorded in our balance sheet in accrued other liabilities was \$0.1 million. At December 31, 2008, the total liability for uncertain tax positions recorded in our balance sheet in accrued other liabilities was \$0.5 million.

### ***Advertising Expenses***

We expense the cost of advertising and promoting our services as incurred. Such costs are included in selling, general and administrative expenses in the consolidated statements of operations and totaled \$1.4 million, \$1.7 million and \$0.9 million for the years ended December 31, 2008, 2007 and 2006, respectively.

### ***Concentration of Credit Risk***

Our assets that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents, short-term and long-term investments and receivables from clients. We place our cash, cash equivalents, short-term investments and long-term investments with financial institutions. We regularly evaluate the creditworthiness of the issuers in which we invest. Our trade receivables are spread over many customers. We maintain an allowance for uncollectible accounts receivable based on expected collectability and perform ongoing credit evaluations of customers' financial condition. As of December 31, 2008 and 2007 no customer accounted for more than 10% of our accounts receivable. For the three years ended December 31, 2008 no customer accounted for more than 10% of our revenue.

Our revenue is generated from customers associated with the automotive industry.

### ***Net Income per Share***

We computed net income per share in accordance SFAS No. 128, *Earnings per Share*. Under the provisions of SFAS No. 128, basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding, assuming dilution, during the period. The diluted earnings per share calculation assumes that (i) all stock options which are in the money are exercised at the



**Table of Contents**

beginning of the period and the proceeds used by us to purchase shares at the average market price for the period and (ii) if applicable, unvested awards that are considered to be contingently issuable shares because they contain either a performance or market condition will be included in diluted earnings per share in accordance with SFAS No. 128 if dilutive and if their conditions (a) have been satisfied at the reporting date or (b) would have been satisfied if the reporting date was the end of the contingency period.

The following table sets forth the computation of basic and diluted net income (in thousands, except share and per share amounts):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Numerator:</b>			
Net income	\$ 1,736	\$ 19,752	\$ 19,336
<b>Denominator:</b>			
Weighted average common stock outstanding (basic)	40,461,896	39,351,138	36,064,796
Common equivalent shares from options to purchase common stock, restricted common stock and contingent Long-Term Incentive Equity Awards	1,211,111	1,847,635	1,502,692
Weighted average common stock outstanding (diluted)	41,673,007	41,198,773	37,567,488
Basic net income per share	\$ 0.04	\$ 0.50	\$ 0.54
Diluted net income per share <sup>(1)</sup>	\$ 0.04	\$ 0.48	\$ 0.51

(1) In accordance with SFAS No. 128, for the years ended December 31, 2008, 2007 and 2006, we have excluded 393,333, 196,666 and 400,000 contingently issued shares, respectively, from diluted weighted average common stock outstanding as their contingent considerations (a) have not been satisfied at the reporting date nor (b) would have been satisfied if the reporting date was the end of the contingency period (Refer to Note 13 for further information).

The following is a summary of the weighted securities outstanding during the respective periods that have been excluded from the diluted net income per share calculation because the effect would have been antidilutive:

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Stock options	2,257,841	476,464	819,500
Restricted common stock	202,513	36,877	59,667
Total	2,460,354	513,341	879,167

**Stock-Based Compensation**

We have three types of stock-based compensation programs: stock options, restricted common stock, and an employee stock purchase plan (ESPP) that allows employees to purchase our common stock at a 15% discount each quarter through payroll deductions.

SFAS 123(R) requires us to measure and recognize the cost of employee services received in exchange for an award of equity instruments. Under the fair value recognition provisions of SFAS 123(R), share-based compensation cost is measured at the grant date, based on the fair value of the award, and recognized as an expense over the requisite service period, net of an estimated forfeiture rate. As permitted by SFAS 123(R), we elected the prospective transition method because we previously applied the minimum value method, as a private company, under FAS 123. Under this method, prior periods are not revised. Upon the adoption of SFAS No. 123(R), we did not have a cumulative effect of accounting change.

**Table of Contents**

Determining the appropriate fair value model and calculating the fair value of the share-based payment awards require the input of highly subjective assumptions, including the expected life of the share-based payment awards, the number of expected options or restricted common stock that will be forfeited prior to the completion of the vesting requirements, and the stock price volatility. We use the Black-Scholes and binomial lattice-based valuation pricing models to value our stock-based awards. Due to our limited public company history, we believe we do not have appropriate historical experience to estimate future exercise patterns or our expected volatility; as such we based our expected life and expected volatility on the historical expected life and historical expected volatility of similar entities whose common shares are publicly traded. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation and consequently, the related amounts recognized in our consolidated statements of operations. The provisions of SFAS No. 123(R) apply to new or modified stock awards on the effective date.

On December 13, 2005, we commenced the initial public offering of our common stock. Prior to our initial public offering, we applied APB No. 25 and related interpretations for our stock option and restricted common stock grants and we measured awards using the minimum-value method for SFAS 123 pro forma disclosure purposes. APB No. 25 provides that the compensation expense is measured based on the intrinsic value of the stock award at the date of grant. SFAS 123(R) requires that a company that measured awards using the minimum-value method for SFAS 123 prior to the filing of its initial public offering, but adopts SFAS 123(R) as a public company, should not record any compensation amounts measured using the minimum-value method in its financial statements. As a result, we will continue to account for pre-initial public offering awards under APB No. 25 unless they are modified after the adoption of SFAS 123(R).

The following summarizes stock-based compensation expense recognized for the three years ended December 31, 2008, 2007 and 2006 (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Stock options	\$ 8,331	\$ 6,333	\$ 8,671
Restricted common stock	5,361	4,260	1,855
ESPP	299	313	150
Total stock-based compensation expense	\$ 13,991	\$ 10,906	\$ 10,676

The intrinsic value and/or fair value per stock option and restricted common stock are being recognized as compensation expense over the applicable vesting period.

Stock-based compensation expense recognized for the year ended December 31, 2008 was \$14.0 million, of which \$12.5 million was in accordance with SFAS 123(R) and \$1.5 million in accordance with APB 25. Stock-based compensation expense recognized for the year ended December 31, 2007 was \$10.9 million, of which \$8.8 million was in accordance with SFAS 123(R) and \$2.1 million in accordance with APB 25. Stock-based compensation expense recognized for the year ended December 31, 2006 was \$10.7 million, of which \$3.7 million was in accordance with SFAS 123(R) and \$7.0 million in accordance with APB 25.

Included in the stock-based compensation expense for restricted common stock for the years ended December 31, 2008, 2007 and 2006, was \$1.4 million, \$1.3 million, and zero, respectively, related to the long-term incentive equity awards. Refer to Note 13 for further information regarding our long-term incentive equity awards.



**Table of Contents**

The following is the effect of adopting SFAS No. 123(R) as of January 1, 2006 (in thousands, except per share amounts):

	<b>Year Ended December 31, 2006</b>
Stock options, restricted common stock and employee stock purchase plan compensation expense recognized:	
Cost of revenue	\$ 753
Product development	252
Selling, general and administrative	2,658
Total stock-based compensation expense	3,663
Related deferred income tax benefit	(1,429)
Decrease in net income	\$ 2,234
Decrease in basic earnings per share	\$ 0.06
Decrease in diluted earnings per share	\$ 0.06

For the year ended December 31, 2008, 2007, and 2006, the fair market value of each option grant has been estimated on the date of grant using the Black-Scholes Option Pricing Model with the following SFAS 123(R) weighted-average assumptions:

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Expected life (in years) <sup>(1)</sup>	4.33 - 4.47	4.33 - 6.25	6.25
Risk-free interest rate	2.35 - 3.14%	3.09 - 4.76%	4.27 - 5.04%
Expected volatility <sup>(2)</sup>	47 - 48.6%	47%	47%
Expected dividend yield	0%	0%	0%

(1) For the year ended December 31, 2008, the expected lives of options were determined based on the historical lives of similar entities whose common shares are publicly traded. For the year ended December 31, 2007 and 2006, the expected lives of options were determined based on the simplified method under the provisions of SAB 107. Due to our limited history as a public company, we believe we do not have appropriate historical experience to estimate future exercise patterns. As more information becomes available, we may revise this estimate on a prospective basis.

(2) For the years ended December 31, 2008, 2007, and 2006, we estimated our expected volatility based on the historical volatility of similar entities whose common shares are publicly traded.

Refer to Note 13 for the weighted-average assumptions used in determining the expense for our Long-Term Incentive Equity Awards.

Using the Black-Scholes Option Pricing Model, the estimated weighted average fair value of an option to purchase one share of common stock granted during 2008, 2007 and 2006 was \$9.61, \$16.47 and \$11.17, respectively.

***Recent Accounting Pronouncements***

In April 2008, the FASB issued FSP SFAS No. 142-3 *Determination of the Useful Life of Intangible Assets* (FSP SFAS No. 142-3). FSP SFAS No. 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. The intent of FSP SFAS No. 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under other accounting principles generally accepted in the United States of America. FSP SFAS No. 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The guidance

## **Table of Contents**

for determining the useful life of a recognized intangible asset is to be applied prospectively, therefore, the impact of the implementation of this pronouncement cannot be determined until the transactions occur. We are currently determining the impact this will have on our AAX acquisition. Certain disclosure requirements shall be applied prospectively to all intangible assets recognized as of, and subsequent to, the effective date.

In February 2008, the FASB issued FSP SFAS No. 157-2, *Effective Date of FASB Statement 157*, delaying the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). We are currently evaluating the impact that this statement will have on our consolidated financial statements.

In June 2007, the FASB issued FSP No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, which clarifies that share-based payment awards that entitle their holders to receive nonforfeitable dividends, or dividend equivalents, before vesting should be considered participating securities. As participating securities, these instruments should be included in the calculation of basic EPS. FSP No. EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008. Once effective, all prior-periods EPS data presented must be adjusted retroactively to conform with the provision of the FSP. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We have elected not to apply SFAS No. 159 to any of our existing assets or liabilities.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations* (SFAS No. 141R), which replaced SFAS No. 141. SFAS No. 141R retains the fundamental requirements of SFAS No. 141, but revises certain principles, including the definition of a business combination, the recognition and measurement of assets acquired and liabilities assumed in a business combination, the accounting for goodwill, and financial statement disclosure. SFAS No. 141R will impact us in the first quarter of 2009 related to our recent acquisition of AAX. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

### **3. Fair Value Measurements**

Effective January 1, 2008, we adopted Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS No. 157), which defines the fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair values are as follows:

Level 1 Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Level 2 Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3 Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.



**Table of Contents**

We have segregated all financial assets that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the table below.

Assets measured at fair value on a recurring basis include the following as of December 31, 2008 (in thousands):

	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total Carrying Value</b>
Cash equivalents <sup>(1)</sup>	\$ 124,497	\$	\$	\$ 124,497
Short-term investments <sup>(2)(3)</sup>	42,490	860		43,350
Long-term investments <sup>(4)</sup>		2,842	1,550	4,392
<b>Total</b>	<b>\$ 166,987</b>	<b>\$ 3,702</b>	<b>\$ 1,550</b>	<b>\$ 172,239</b>

- (1) Cash equivalents consist primarily of money market funds with original maturity dates of three months or less, for which we determine fair value through quoted market prices.
- (2) Level 1 short-term investments consist primarily of corporate bonds and municipal notes with maturity dates of one year or less, for which we determine fair value through quoted market prices.
- (3) Level 2 short-term and long-term investments consist of auction rate securities (ARS) invested in tax-advantaged preferred stock trusts in which the underlying equities are preferred stock of financial institutions. As of December 31, 2008, we have \$3.7 million (net of impairment charge) of ARS invested in tax-advantaged preferred stock trusts. Our investments securities are classified as available for sale and reported at fair value. ARS have long-term underlying maturities, but have interest rates that reset every six months or less. The \$3.7 million invested in tax-advantaged preferred stock trust securities are associated with failed auctions, for which we have been, or expect to be notified that the trust will be dissolved and will distribute the underlying security. As we expect to receive the liquid underlying preferred stock instruments within ninety days of year end, we believe that the most representative measure of fair value of these trusts to be the quoted market prices of the underlying preferred stock instruments. Based upon our assessment we reduced the fair value of the investments in the preferred stock trusts from \$9.6 million to \$3.7 million and recorded an other-than-temporary charge of \$6.0 million to earnings and an unrealized gain of \$0.1 million to stockholders' equity during the year ended December 31, 2008.
- (4) Level 3 long-term investments consist of auction rate securities (ARS) invested in tax-exempt state government obligations that was valued at par. Our intent is not to hold the \$1.6 million of ARS invested in tax-exempt state government obligations to maturity, but rather use the interest reset feature to provide liquidity as necessary.

We reviewed the ARS portfolio for impairment in accordance with FAS 115-1 and FAS 124-1, *The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments* and Staff Accounting Bulletin Topic 5M *Other-Than-Temporary Impairment of Certain Investments in Debt and Equity Securities*, to determine the

classification of the impairment as temporary or other-than-temporary . A temporary impairment charge results in an unrealized loss being recorded in the other comprehensive income component of stockholders equity. It occurs if a loss in an investment is determined to be temporary in nature and we have the ability and intent to hold the investment until a recovery in market value takes place. Such an unrealized loss does not reduce our net income for the applicable accounting period because the loss is not viewed as other-than-temporary. An impairment charge is recorded against earnings to the extent we determine that there is a loss of fair value that is other-than-temporary. We have determined that the significant reduction in fair value related to our preferred stock trusts ARS was other-than-temporary and we recorded an impairment charge in our consolidated statements of operations based on a variety of factors, including the significant decline in fair value indicated for the individual investments and the adverse market conditions impacting ARS. Based on our available cash and other investments, we do not currently anticipate that the lack of liquidity caused by failed auctions will have a material adverse effect on our operating cash flows or will affect our ability to operate our business as usual. The valuation of our ARS portfolio is subject to uncertainties that are

**Table of Contents**

difficult to predict and we may be required to further reduce the carrying value of these securities, which would result in an additional loss being recognized in our statement of operations, which could be material.

The change in the carrying amount of Level 3 investments for the twelve months ended December 31, 2008 is as follows (in thousands):

Balance as of January 1, 2008	\$	
Reclassification from Level 1 investments to Level 3 investments		169,580
Reclassification from Level 3 investments to Level 2 investments		(3,936)
Net sales of auction rate securities		(158,430)
Other-than-temporary impairment included in net income		(5,664)
Balance as of December 31, 2008	\$	1,550

**4. Business Combinations*****AutoStyleMart, Inc. (ASM)***

On August 1, 2007, we completed the purchase of all of the outstanding shares of ASM, for a purchase price of \$4.0 million in cash (including direct acquisition costs of \$0.2 million). ASM is a provider of accessories-related solutions to automotive dealerships. Under the terms of the merger agreement, we have a future contingent payment obligation of up to \$11.0 million in cash, based upon the achievement of certain operational targets from February 2008 through February 2011. As the terms of the merger agreement required certain of the former stockholders to remain employees or consultants of DealerTrack for a certain period, a portion of the contingent purchase price if earned, will be classified as compensation, purchase price, or a combination thereof. As of December 31, 2008, we are uncertain if the operational targets for the earnout will be achieved, and as such no compensation expense or purchase price has been recorded in connection with this contingent payment obligation. Quarterly, we will re-assess the probability of the achievement of the operational targets.

This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$	69
Property and equipment		32
Intangible assets		4,126
Goodwill		808
Total assets acquired		5,035
Total liabilities assumed		(1,018)
Net assets acquired	\$	4,017

The liabilities assumed includes a \$1.4 million deferred tax liability that relates to the future amortization of acquired intangibles offset by a \$1.0 million deferred tax asset that relates primarily to acquired net operating loss carryovers.

We allocated the amounts of intangibles and goodwill based on fair value as follows: approximately \$3.7 million of the purchase price has been allocated to purchased technology and \$0.4 million to non-compete agreements. These intangibles are being amortized on a straight line basis over four to five years based on each intangible's estimated useful life. We also recorded approximately \$0.8 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of AutoStyleMart were included in our consolidated statements of operations from the date of acquisition.

**Table of Contents*****Arkona, Inc. (Arkona)***

On June 6, 2007, we completed the purchase of all of the outstanding shares of Arkona for a cash purchase price of approximately \$60.0 million (including direct acquisition costs of approximately \$1.0 million). This acquisition expands our product suite with an on-demand dealership management system that can be utilized by franchised, independent and other specialty retail dealers.

This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$ 2,842
Property and equipment	2,065
Other assets	191
Intangible assets	25,660
Goodwill	39,091
Total assets acquired	69,849
Total liabilities assumed	(9,876)
Net assets acquired	\$ 59,973

The liabilities assumed includes a \$9.3 million deferred tax liability that relates primarily to the future amortization of acquired intangibles offset by a \$4.5 million deferred tax asset that relates primarily to acquired net operating loss carryovers. Additionally, the liabilities assumed include approximately a \$2.0 million sales tax liability, which had been reduced by \$0.8 million from \$2.8 million during the year ended December 31, 2008. Subsequent to the acquisition we expensed approximately \$0.5 million of additional potential sales tax liability.

We allocated the amounts of intangible assets and goodwill based on fair value appraisals as follows: approximately \$14.7 million of the purchase price has been allocated to purchased technology (five year life), \$9.2 million to customer contracts (four year life) and \$1.8 million to non-compete agreements (one and three year lives). These estimated intangibles are being amortized on a straight line basis over each intangible's estimated useful life. We also recorded approximately \$39.1 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of Arkona were included in our consolidated statements of operations from the date of acquisition.

***Curomax Corporation and its subsidiaries (collectively, Curomax)***

On February 1, 2007, we completed the purchase of all of the outstanding shares of Curomax pursuant to a shares purchase agreement, dated as of January 16, 2007, for an adjusted cash purchase price of approximately \$40.7 million (including direct acquisition and restructuring costs of approximately \$1.6 million). Curomax is a provider of an Internet-based credit application and contract processing network in Canada. Under the terms of the share purchase agreement, we have future contingent payment obligations of approximately \$1.8 million in cash to be paid out based upon the achievement of certain operational objectives over the subsequent twenty-four months. As of December 31, 2008, we have determined that certain operational conditions have been met and as such, we have recorded a liability of approximately \$1.4 million which was paid out on February 9, 2009. The operational conditions related to the

remaining amount of \$0.4 million were determined as of September 30, 2008 not to be achieved, however a subsequent reassessment determined that the operational conditions had been met and the additional \$0.4 million of contingent purchase price was recorded as a liability at December 31, 2008 and will be paid in 2009. The \$1.8 million of additional purchase consideration was recorded as goodwill.

**Table of Contents**

This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$ 1,925
Property and equipment	339
Intangible assets	21,670
Goodwill	21,929
Total assets acquired	45,863
Total liabilities assumed	(5,154)
Net assets acquired	\$ 40,709

The liabilities assumed includes a \$3.9 million deferred tax liability that relates primarily to the future amortization of acquired intangibles offset by a \$0.3 million deferred tax asset that relates primarily to acquired net operating loss carryovers.

We allocated the amounts to intangible assets and goodwill based on fair value appraisals as follows: approximately \$17.2 million of the purchase price has been allocated to customer contracts (four year life), \$0.8 million to purchased technology (one and two year lives) and \$3.7 million to non-compete agreements (two year lives). These intangibles are being amortized on a straight-line basis over each intangible's estimated useful life. We also recorded approximately \$21.9 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of Curomax were included in our consolidated statements of operations from the date of acquisition. On January 1, 2008, Curomax Corporation was amalgamated into DealerTrack Canada, Inc.

***DealerWare L.L.C. (DealerWare)***

On August 1, 2006, we acquired substantially all of the assets and certain liabilities of DealerWare. DealerWare is a provider of aftermarket menu-selling software and other dealership software. DealerWare's software suite also includes reporting and compliance solutions that complement DealerTrack's existing products. The aggregate purchase price was \$5.2 million in cash (including direct acquisition costs of approximately \$0.2 million). This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$ 12
Intangible assets	2,200
Goodwill	2,942
Total assets acquired	5,154
Total liabilities assumed	
Net assets acquired	\$ 5,154

We allocated the amounts to intangible assets and goodwill based on fair value appraisals as follows: approximately \$1.3 million of the purchase price has been allocated to customer contracts and approximately \$0.9 million to purchased technology. These intangibles are being amortized on a straight-line basis over eighteen months to three years based on each intangible's estimated useful life. We also recorded approximately \$2.9 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of DealerWare were included in our consolidated statement of operations from the date of the acquisition.



**Table of Contents*****Global Fax, L.L.C. (Global Fax)***

On May 3, 2006, we acquired substantially all of the assets and certain liabilities of Global Fax. Global Fax provides outsourced document scanning, storage, data entry, and retrieval services for automotive financing customers. The aggregate purchase price was \$24.6 million in cash (including direct acquisition costs of approximately \$0.3 million). This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$ 1,261
Property and equipment	537
Other long-term assets	14
Intangible assets	11,192
Goodwill	11,718
Total assets acquired	24,722
Total liabilities assumed	(167)
Net assets acquired	\$ 24,555

We allocated the amounts to intangible assets and goodwill based on fair value appraisals as follows: approximately \$5.9 million of the purchase price has been allocated to customer contracts, \$4.4 million to an application processing contract with DHL, \$0.5 million to purchased technology and \$0.4 million to non-compete agreements. These intangibles are being amortized on a straight-line basis over two to five years based on each intangible's estimated useful life. We also recorded approximately \$11.7 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of Global Fax were included in our consolidated statement of operations from the date of the acquisition.

***WiredLogic, Inc. (DealerWire)***

On February 2, 2006, we acquired substantially all of the assets and certain liabilities of DealerWire. DealerWire allows a dealership to evaluate its sales and inventory performance by vehicle make, model and trim, including information about unit sales, costs, days to turn and front-end gross profit. The aggregate purchase price was \$6.0 million in cash (including direct acquisition costs of approximately \$0.1 million). This acquisition was recorded under the purchase method of accounting, resulting in the total purchase price being allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition as follows (in thousands):

Current assets	\$ 18
Property and equipment	36
Other long-term assets	5
Intangible assets	2,262
Goodwill	3,734
Total assets acquired	6,055
Total liabilities assumed	(22)

Net assets acquired \$ 6,033

We allocated the amounts to intangible assets and goodwill based on fair value appraisals as follows: approximately \$1.3 million of the purchase price has been allocated to customer contracts, \$0.7 million to purchased technology and \$0.3 million to non-compete agreements. These intangibles are being amortized on a straight-line basis over two years based on each intangible's estimated useful life. We also recorded approximately

## **Table of Contents**

\$3.7 million in goodwill, which represents the remainder of the excess of the purchase price over the fair value of the net assets acquired.

The results of DealerWire were included in our consolidated statement of operations from the date of the acquisition.

### ***DealerAccess Purchase Price Adjustment***

In connection with the purchase of DealerAccess, Inc. (DealerAccess) on January 1, 2004, we had a contractual agreement with the seller providing that (i) if the seller or any of its related parties submitted one or more on-line credit applications prior to December 31, 2006 in regard to purchases of vehicles, other than recreational or marine vehicles, to any third-party which offers services in Canada that are similar to the credit application portal services and (ii) the aggregate volume of the funded transactions submitted by the seller or any of its related parties to DealerAccess through the portal during the period beginning January 1, 2004 through December 31, 2006 is less than the volume defined in the purchase agreement, then the purchase price would be adjusted downward.

We were made aware during 2006 that a party related to the seller began submitting on-line electronic credit applications through a competing portal. After the contractual measurement period expired on December 31, 2006, we calculated the purchase price adjustment of \$1.4 million. The adjustment was paid by the seller in February 2007. We recorded this purchase price adjustment to other income during the fourth quarter 2006, as DealerAccess had no remaining goodwill or identifiable intangibles from purchase accounting.

### ***Automotive Lease Guide Purchase Price Adjustment***

In connection with the purchase of Automotive Lease Guide (ALG) on May 25, 2005, we had a contractual agreement with the seller to pay an additional \$0.8 million per year for 2006 through 2010. There is additional contingent consideration of \$11.3 million that may be paid contingent upon future increases in revenue of ALG and another one of our subsidiaries through December 2009. For the years ended December 31, 2008, 2007 and 2006, we paid \$1.1 million, \$0.5 million and \$0.2 million of additional consideration. The remaining potential contingent consideration as of December 31, 2008 is \$9.4 million. The additional purchase price consideration was recorded as goodwill on our consolidated balance sheet.

## **5. Related Party Transactions**

### ***Service Agreements with Related Parties Other Service and Information Providers***

We entered into an agreement with a stockholder who is a service provider for automotive dealers. Automotive dealer customers may subscribe to a product that, among other things, permits the electronic transfer of customer credit application data between our network and the related party's dealer systems. We share a portion of the revenue earned from automobile dealer subscriptions for this product, with this related party, subject to certain minimums. The total amount of expense to this related party for the year ended December 31, 2006 was \$1.7 million. As of December 31, 2006, this service provider did not own at least 5% of our shares and is no longer considered a related party.

We entered into several agreements with a stockholder and its affiliates that is a service provider for automotive dealers. These automotive dealers may utilize our network to access customer credit reports and customer leads provided by or through this related party. We earn revenue from this related party for each credit report or customer lead that is accessed using our web-based service. The total amounts of net revenue from this related party for the year ended December 31, 2008, 2007 and 2006 were \$2.4 million, \$2.4 million, and \$2.7 million. The total amount of accounts receivable from this related party as of December 31, 2008 and 2007 was \$0.3 million and \$0.2 million, respectively.

***Service Agreement with Related Parties Financing Sources***

We have entered into agreements with the automotive financing source affiliates of certain of our former stockholders. Each has agreed to subscribe to and use our network to receive credit application data and transmit

**Table of Contents**

credit decisions electronically and several have subscribed to our data services and other products. Under the agreements to receive credit application data and transmit credit decisions electronically, the automotive financing source affiliates of our stockholders have most favored nation status, granting each of them the right to no less favorable pricing terms for certain of our products and services than those granted by us to other financing sources, subject to limited exceptions. The agreements of the automotive financing source affiliates of these stockholders also restrict our ability to terminate such agreements.

The total amount of net revenue from these related parties for the year ended December 31, 2006 was \$30.7 million.

As a result of our October 12, 2006 public offering, we no longer had a financing source as a related party.

**6. Property and Equipment**

Property and equipment are recorded at cost and consist of the following (dollars in thousands):

	<b>Estimated Useful Life (Years)</b>	<b>December 31, 2008</b>	<b>December 31, 2007</b>
Computer equipment	3 - 5	\$ 20,431	\$ 16,719
Office equipment	5	2,896	2,189
Furniture and fixtures	5	3,068	2,840
Leasehold improvements	5 - 11	1,233	992
Total property and equipment, gross		27,628	22,740
Less: Accumulated depreciation and amortization		(14,180)	(9,948)
Total property and equipment, net		\$ 13,448	\$ 12,792

Depreciation and amortization expense related to property and equipment for the years ended December 31, 2008, 2007 and 2006, was \$5.9 million, \$4.1 million and \$2.8 million, respectively, and is calculated on a straight line basis over the estimated useful life of the asset.

**7. Intangible Assets**

Intangible assets principally are comprised of customer contracts, database, trade names, patents, technology, non-competition agreements, and application processing contract with DHL. The amortization expense relating to intangible assets is recorded as a cost of revenue. The gross book value, accumulated amortization and amortization periods of the intangible assets were as follows (dollars in thousands):

<b>December 31, 2008</b>		<b>December 31, 2007</b>		<b>Amortization Period (Years)</b>
<b>Gross Book Value</b>	<b>Accumulated Amortization</b>	<b>Gross Book Value</b>	<b>Accumulated Amortization</b>	

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Customer contracts	\$ 33,673	\$ (17,289)	\$ 41,569	\$ (14,789)	2-4
Database	13,333	(8,818)	16,433	(9,577)	3-6
Trade names	10,500	(5,469)	10,500	(4,460)	5-10
Technology	22,684	(7,209)	35,212	(16,618)	2-5
Non-compete agreement	10,697	(7,697)	14,062	(6,214)	2-5
Application processing contract			4,400	(1,029)	5
Other			900	(861)	5
Total	\$ 90,887	\$ (46,482)	\$ 123,076	\$ (53,548)	

The amortization expense charged to income for the years ended December 31, 2008, 2007, and 2006, was \$26.8 million, \$28.2 million, and \$17.3 million, respectively.

**Table of Contents**

Amortization expense that will be charged to income for the subsequent five years and thereafter is estimated, based on the December 31, 2008 book value, to be \$17.8 million in 2009, \$14.6 million in 2010, \$6.9 million in 2011, \$2.6 million in 2012, \$1.3 million in 2013 and \$1.2 million thereafter.

On May 4, 2007, we completed an asset acquisition from Manheim Auction, Inc. of a non-compete agreement, customer list and a three-year data license for approximately \$5.1 million. Based upon a fair value assessment we allocated \$4.2 million to the non-compete agreement, \$0.4 million to the customer list and \$0.5 million to the data license. All three intangibles will be amortized to cost of revenue over three years.

On November 10, 2008, we entered into a perpetual license agreement for certain CRM technology components with AutoNation Holding Corp, Inc. for \$3.0 million. The entire \$3.0 million was allocated to the fair value of the technology acquired and will be amortized to cost of revenue over its useful life. As of December 31, 2008, \$2.5 million has been paid and the remaining amount of \$0.5 million is payable on the earlier of one hundred eighty days from the delivery date of the technology or completion of the first successful installation of the technology by DealerTrack.

During May 2006, as a part of our acquisition of Global Fax, LLC we recorded an intangible asset related to an application processing contract with DHL of \$4.4 million. During the fourth quarter of 2008, we were notified by DHL that they would be cancelling their contract and as such management concluded that this asset was impaired and accelerated the remaining amortization of approximately \$1.9 million to cost of revenue.

**8. Goodwill**

The changes in the carrying amount of goodwill for the year ended December 31, 2008 is as follows (in thousands):

Balance as of January 1, 2008	\$ 117,702
Purchase price adjustments Curomax (see Note 4)	1,799
Impact of change in Canadian dollar exchange rate	(4,610)
Purchase price adjustments ALG (Note 4)	1,139
Purchase price adjustments Arkona (Note 4)	(836)
Other	(308)
Balance as of December 31, 2008	\$ 114,886

The changes in the carrying amount of goodwill for the year ended December 31, 2007 is as follows (in thousands):

Balance as of January 1, 2007	\$ 52,499
Acquisition of Curomax (see Note 4)	20,130
Impact of change in Canadian dollar exchange rate	3,768
Acquisition of Arkona (see Note 4)	39,927
Acquisition of AutoStyleMart (see Note 4)	803
Purchase price adjustments ALG	547
Purchase price adjustments Go Big	74
Other adjustments	(46)
Balance as of December 31, 2007	\$ 117,702





**Table of Contents****9. Other Accrued Liabilities**

Following is a summary of the components of other accrued liabilities (in thousands):

	<b>December 31, 2008</b>	<b>December 31, 2007</b>
Customer deposits	\$ 2,749	\$ 2,773
Revenue share	1,700	1,196
Taxes	1,511	3,379
Accrued Curomax contingent consideration (Note 4)	1,837	
Software licenses	1,341	1,212
Professional fees	1,158	1,462
Public company costs	240	174
Severance	34	271
Other	815	920
<b>Total other accrued liabilities</b>	<b>\$ 11,385</b>	<b>\$ 11,387</b>

**10. Public Offerings**

On October 24, 2007, we completed the public offering of 5,175,000 shares (including 675,000 shares sold upon the exercise of the underwriters' over-allotment option) of our common stock at a price of \$46.40 per share. In this offering, 2,300,000 shares were sold by us and 2,875,000 shares were sold by a stockholder. We did not receive any proceeds from the sale of our common stock by the selling stockholder. The net proceeds to us from the sale of our common stock in this offering were \$102.2 million after the exercise of the over-allotment, after deducting the underwriting discounts and commissions, financial advisory fees and expenses of the offering.

On October 12, 2006, we completed the public offering of 11,500,000 shares of our common stock at a price of \$23.76 per share. In this offering, we sold 2,750,000 shares of our common stock and certain of our stockholders sold 8,750,000 shares of our common stock, including 1,500,000 shares of our common stock sold by the selling stockholders in connection with the full exercise of the underwriters' over-allotment option. We did not receive any proceeds from the sale of shares of our common stock by the selling stockholders. We received net proceeds of \$61.6 million after the exercise of the over-allotment, after deducting the underwriting discounts and commissions, financial advisory fees and expenses of the offering.

**11. 401(k) Plan**

Our 401(k) plan covers substantially all employees meeting certain age requirements in accordance with section 401(k) of the Internal Revenue Code. Under the provisions of the 401(k) plan, we have the ability to make matching contributions equal to a percentage of the qualifying portion of the employee's voluntary contribution, as well as an additional matching contribution at year end and a nonelective contribution. Contributions under such plans for the years ended December 31, 2008, 2007 and 2006 were \$2.0 million, \$1.6 million and \$1.0 million, respectively.

**12. Income Taxes**

The components of our income before income taxes are as follows (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
United States	\$ (2,467)	\$ 29,433	\$ 23,554
Canada	8,164	3,353	2,579
Total income before taxes	\$ 5,697	\$ 32,786	\$ 26,133

**Table of Contents**

The provision for income taxes consists of the following (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Current tax:			
Federal	\$ 2,440	\$ 14,123	\$ 15,558
State and local	290	2,373	2,839
Canada	3,283	1,169	
Total current tax	6,013	17,665	18,397
Deferred tax:			
Federal	(1,783)	(5,757)	(8,510)
State and local	(913)	179	(471)
Canada	644	947	(2,619)
Total deferred tax	(2,052)	(4,631)	(11,600)
Provision for income taxes, net	\$ 3,961	\$ 13,034	\$ 6,797

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes using enacted tax rates in effect in the year in which the differences are expected to reverse.

Deferred tax assets and liabilities as of December 31, 2008 and 2007 consisted of the amounts shown below:

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Deferred tax assets:		
Net operating loss carryforwards	\$ 4,465	\$ 8,092
Depreciation and amortization		143
Deferred compensation	11,053	7,543
Acquired intangibles	5,650	1,230
Tax credits		511
Impairment loss	2,171	
Other	2,021	2,940
	25,360	20,459
Deferred tax liabilities:		
Acquired Intangibles	(1,299)	(2,795)
Capitalized software and web site development	(2,076)	(2,264)
Depreciation and amortization	(864)	
Tax credits	(100)	
Other	(1,144)	(733)

Deferred tax asset valuation allowance	19,877 (3,322)	14,667 (954)
Total Deferred tax assets, net	\$ 16,555	\$ 13,713

As of December 31, 2007, the deferred tax asset other included SRED Pool carryforwards in the amount of \$1.0 million. The SRED Pool deferred tax asset as of December 31, 2007 was fully utilized by December 31, 2008.

As required by SFAS No. 109, the conclusion that it is more likely than not that the net deferred tax asset of approximately \$16.6 million and \$13.7 million at December 31, 2008 and 2007, respectively, would be realized was based on careful evaluation of the nature and weight of all of the available positive and negative evidence in

**Table of Contents**

accordance with SFAS No. 109. In reaching our conclusion, we balanced the weight of both the negative and positive evidence including cumulative losses; recent positive earnings; the expected level of future earnings; the length of the carry forward periods applicable to the deferred tax assets; and the change in business activity in recent years as compared to the initial years of operation.

We have state net operating losses which expire in various times and amounts through 2027. For the year ended December 31, 2008, approximately \$1.1 million of the \$3.3 million represents a valuation allowance against our state net operating losses which may not be utilized, and \$2.2 million of the \$3.3 million represents a valuation allowance against our impairment loss for auction rate securities which may not be utilized. Capital losses generally may only be used to offset income from capital gains. Since we do not anticipate any capital gains in the foreseeable future, no tax benefit is recorded with respect to the impairment losses as it is not likely that tax benefits would ultimately be realized from such losses. For the year ended December 31, 2007, the deferred tax asset valuation allowance of approximately \$1.0 million represents a valuation allowance against our state net operating losses which may not be utilized.

As of December 31, 2008 and 2007, we had U.S. federal net operating loss carryforwards of \$9.2 million and \$20.0 million, respectively. As of December 31, 2008 and 2007, the utilization of \$9.2 million and \$20.0 million, respectively, of these loss carryforwards may be subject to limitation under Section 382 of the Internal Revenue Code. These losses are available to reduce future taxable income and expire in varying amounts beginning in 2022.

As of December 31, 2008, all Canadian net operating loss carryforwards from prior periods were fully utilized.

The difference in income tax expense between the amount computed using the statutory federal income tax rate and our effective tax rate is primarily due to state taxes and tax exempt income from investments. The effect of change in tax rate for 2008 and 2007 is primarily due to state taxes, differences in foreign tax rates and the benefits derived from tax exempt income. The effect of change in tax rate for 2006 represents the tax impact of a change in the estimated effective tax rate applicable to our deductible and taxable temporary differences for purpose of determining our deferred tax assets and liabilities. The change in the estimated effective tax rate was made in order to reflect the tax rate at which our temporary differences are expected to reverse in future years.

The analysis of the effective tax rate for 2008, 2007 and 2006 is as follows:

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Pre-tax book income	35.0%	35.0%	35.0%
State taxes	(2.7)	3.5	6.0
Foreign rate differential	18.8	2.8	0.2
Deferred tax rate adjustment	(7.9)	1.5	2.3
Valuation allowance and other	26.3	(3.1)	(17.5)
<b>Total</b>	<b>69.5%</b>	<b>39.7%</b>	<b>26.0%</b>

We do not provide for deferred taxes on the temporary differences related to investments in foreign subsidiaries since such profits are considered to be permanently invested.

We do not expect any significant increase or decrease in our unrecognized tax benefits within the next 12 months. We adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109 of FIN 48, on January 1, 2007. FIN 48 specifies the way public companies are to account for uncertainty in income tax reporting, and prescribes the methodology for recognizing, reversing, and measuring the tax benefits of a tax position taken, or expected to be taken, in a tax return. Our adoption of FIN 48 did not result in any change to the level of our liability for uncertain tax positions, and there was no adjustment to our retained earnings for the cumulative effect of an accounting change.

We file a consolidated US income tax return and tax returns in various state and local jurisdictions. Certain of our subsidiaries also file income tax returns in Canada. The Internal Revenue Service (IRS) has initiated a review of our consolidated federal income tax return for the period ended December 31, 2006. The IRS has also initiated an examination of Arkona, Inc. for the period ended March 31, 2006 (pre-acquisition period). At this time no issues

**Table of Contents**

have been identified in any audits which would lead us to believe any changes in reserves are necessary. All of our other significant taxing jurisdictions are closed for years prior to 2005.

Interest and penalties, if any, related to tax positions taken in our tax returns recorded in interest expense and general and administrative expenses, respectively, in our consolidated statement of operations. At December 31, 2007, no amounts were accrued for interest and penalties related to tax positions taken on our tax returns. At December 31, 2008, we accrued interest and penalties related to tax positions taken on our tax returns of approximately \$28,000.

A year-over-year reconciliation of our liability for uncertain tax positions is as follows (dollars in millions):

Balance January 1, 2008	\$ 0.1
Additions	0.4
Payments	
Balance December 31, 2008	\$ 0.5
Balance January 1, 2007	\$ 0.4
Additions	
Payments	(0.3)
Balance December 31, 2007	\$ 0.1

Approximately \$0.3 million of the liability for uncertain tax positions recorded in our balance sheet would affect our effective rate upon resolution of the uncertain tax positions.

**13. Stock Option and Deferred Compensation Plans*****2001 Stock Option Plan***

Options granted under the 2001 Stock Option Plan were all non-qualified stock options. Effective May 26, 2005, no options are available for future grant under the 2001 Stock Option Plan.

***Second Amended and Restated 2005 Incentive Award Plan***

On June 3, 2008, our stockholders approved a proposal to amend and restate our Amended and Restated DealerTrack Holdings, Inc. 2005 Incentive Award (2005 Incentive Award Plan) to, among other things, increase the aggregate number of shares authorized for issuance under the 2005 Plan by 1,550,000 shares. After giving effect to these additional shares there is an aggregate of 9,250,000 shares of common stock that have been reserved for issuance pursuant to the 2005 Incentive Award Plan. As of December 31, 2008, 1,559,996 shares were available for future issuance. The significant features of the Second Amended and Restated 2005 Incentive Award Plan are:

any shares underlying grants that are forfeited, cancelled or are terminated are added back for issuance;

shares tendered or held for taxes will not be added to the reserved pool;

upon the exercise of a stock appreciation rights, or SAR, the gross number of shares will be reduced from the pool;

we may grant non-qualified stock options, restricted common stock, SAR s, performance shares, performance stock units, dividend equivalent units, stock payment awards, deferred stock awards, restricted stock units performance-based awards payable in either cash or in shares to our employees, directors or consultants, and additionally, we may grant incentive stock options to our employees;

the option term for new stock options is now limited to seven years;

the maximum number of shares of common stock that may be awarded to any one person during any one year is 750,000 shares and the maximum amount payable with respect to cash performance bonus awards during any fiscal year is limited to \$3,000,000;



**Table of Contents**

to ensure that certain awards granted as performance-based compensation under section 162(m) of the Internal Revenue Code of 1986, the compensation committee may require that the vesting of such awards be conditioned on the satisfaction of performance criteria; and

the term of the Restated 2005 Plan is now extended to April 29, 2018.

Options granted under both the 2001 Stock Option Plan and the 2005 Incentive Award Plan generally vest over a period of four years from the vesting commencement date (three years for directors), and expire seven years from the date of grant (as defined by the plan document), except for stock options granted prior to July 11, 2007, which expire ten years from the date of grant (as defined by the plan document) and terminate, to the extent unvested, on the date of termination of employment, and to the extent vested, generally at the end of the three-month period following termination of employment, except in the case of executive officers, who under certain conditions have a twelve-month period following termination of employment to exercise.

The following table summarizes the activity under our stock option plans as of December 31, 2008:

	Number of Shares	Weighted-Average Exercise Price
Balance as of January 1, 2008	3,918,595	\$ 14.2141
Options Granted	1,041,900	\$ 23.6416
Options Exercised	(102,182)	\$ 9.3085
Options Cancelled	(124,964)	\$ 27.3064
Balance as of December 31, 2008	4,733,349	\$ 16.0616
Vested and unvested expected to vest as of December 31, 2008	4,610,656	\$ 15.8334

The intrinsic value of the stock options exercised during the years ended December 31, 2008, 2007 and 2006 was approximately \$1.1 million, \$18.9 million, and \$6.7 million, respectively. The intrinsic value of the stock options vested and unvested expected to vest at December 31, 2008 was approximately \$14.6 million. The weighted average remaining contractual term for options vested and unvested expected to vest at December 31, 2008 was 5.5758 years.

The following table summarizes information concerning currently outstanding and exercisable options as of December 31, 2008:

Exercise Price Range	Options Outstanding				Options Exercisable			
	Number of Shares Outstanding	Weighted- Average Remaining Contractual Life in Years	Weighted- Average Exercise Price	Aggregate Intrinsic Value ( 000)	Number Exercisable	Weighted- Average Remaining Contractual Life in Years	Weighted- Average Exercise Price	Aggregate Intrinsic Value ( 000)
\$2.80-\$47.98	4,733,349	5.5863	\$ 16.0616	\$ 14,617	3,024,306	5.3634	\$ 10.7873	\$ 14,555

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value, based on our closing stock price of \$11.89 for the year ended December 31, 2008.

We have granted restricted common stock to certain employees and directors under the 2005 Incentive Award Plan. The awards are generally subject to an annual cliff vest of four years from the date of grant (one year for directors).

**Table of Contents**

A summary of the status of the non-vested shares as of December 31, 2008 and changes during the year ended December 31, 2008, is presented below:

	<b>Restricted Common Stock Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested as of January 1, 2008	983,129	\$ 16.0433
Awards granted	49,357	\$ 19.9127
Awards vested	(141,510)	\$ 27.1847
Awards canceled/expired/forfeited	(7,801)	\$ 28.8505
Non-vested as of December 31, 2008	883,175	\$ 14.3609

As of December 31, 2008, there was \$15.5 million and \$10.4 million of unamortized APB 25 and FAS 123(R) stock-based compensation expense related to stock option and restricted common stock awards, respectively. The unamortized stock-based compensation expense related to stock options is expected to be recognized on a straight line basis over a weighted average remaining period of 2.2196 years. Of the \$10.4 million of deferred stock-based compensation expense related to restricted common stock awards, \$5.2 million is expected to be recognized on a straight-line basis over a weighted average remaining period of 1.3356 years. The remaining \$5.2 million of restricted common stock-based compensation relates to the long-term incentive equity awards, of which \$0.8 million relates to the Market Value Awards and \$4.4 million relates to the EBITDA Performance Awards. Refer to the section Long-Term Incentive Equity Awards , in this footnote, for expense recognition information.

***Employee Stock Purchase Plan***

The total number of shares of common stock reserved under the ESPP is 1,500,000 and the total number of shares available for future issuance as of December 31, 2008 under the ESPP is 1,275,074. For employees eligible to participate on the first date of an offering period, the purchase price of shares of common stock under the ESPP will be 85% of the fair market value of the shares on the last day of the offering period, which is the date of purchase. As of December 31, 2008, 224,926 shares of common stock were issued under the ESPP. The compensation expense that we recorded for the years ended December 31, 2008, 2007 and 2006, related to the ESPP was \$0.3 million, \$0.3 million and \$0.2 million, respectively.

***Employees' Deferred Compensation Plan***

The Employees' Deferred Compensation Plan is a non-qualified retirement plan. The Employees' Deferred Compensation Plan allows a select group of our management to elect to defer certain bonuses that would otherwise be payable to the employee. Amounts deferred under the Employees' Deferred Compensation Plan are general liabilities of ours and are represented by bookkeeping accounts maintained on behalf of the participants. Such accounts are deemed to be invested in share units that track the value of our common stock. Distributions will generally be made to a participant following the participant's termination of employment or other separation from service, following a change of control if so elected, or over a fixed period of time elected by the participant prior to the deferral. Distributions will generally be made in the form of shares of our common stock. As of December 31, 2008, 2,177 deferred stock units were recorded under a memo account and 147,823 shares of common stock are reserved and

available for distribution under the Employees' Deferred Compensation Plan.

***Directors' Deferred Compensation Plan***

The Directors' Deferred Compensation Plan is a non-qualified retirement plan that allows each board member to elect to defer certain fees that would otherwise be payable to the director. Amounts deferred under the Directors' Deferred Compensation Plan are general liabilities of ours and are represented by bookkeeping accounts maintained on behalf of the participants. Such accounts are deemed to be invested in share units that track the value of our common stock. Distributions will generally be made to a participant following the participant's termination of service following a change of control if so elected, or over a fixed period of time elected by the participant prior to the deferral. Distributions will generally be made in the form of shares of our common stock. As of December 31,

**Table of Contents**

2008, 32,703 deferred stock units were recorded under a memo account and 34,312 shares of common stock are reserved and available for distribution under the Directors' Deferred Compensation Plan.

***Long Term Incentive Equity Awards***

On August 2, 2006, November 2, 2006, and July 21, 2007, the compensation committee of the board of directors granted long-term performance equity awards (under the 2005 Incentive Award Plan) consisting of 565,000, 35,000 and 10,000 shares of restricted common stock, respectively, to certain executive officers and other employees. Each individual's award is allocated 50% to achieving earnings before interest, taxes, depreciation and amortization, as adjusted to reflect any future acquisitions (EBITDA Performance Award) and 50% to the market value of our common stock (Market Value Award). The awards are earned upon our achievement of EBITDA and market-based targets for the fiscal years 2007, 2008 and 2009, but will not vest unless the grantee remains continuously employed in active service until January 31, 2010. If an EBITDA Performance Award or Market Value Award is not earned in an earlier year, it can be earned upon achievement of that target in a subsequent year. The awards will accelerate in full upon a change in control, if any.

In accordance with FAS 123(R), we valued the EBITDA Performance Award and the Market Value Award using the Black-Scholes and binomial lattice-based valuation pricing models, respectively. The total fair value of the entire EBITDA Performance Award is \$6.0 million (prior to estimated forfeitures), of which, in January 2007, we began expensing on a straight-line basis the amount associated with the 2007 award as it was deemed probable that the threshold for the year ending December 31, 2007 would be met. We have met the EBITDA target for 2007 and have recorded expense related to the 2007 target for the years ended December 31, 2008 and 2007, of \$0.7 million and \$0.6 million, respectively. As of December 31, 2008, we have not begun to expense the EBITDA Performance Awards for 2008 and 2009 as it has not been deemed probable that the targets will be achieved. We will continue to evaluate the probability of achieving the targets on a quarterly basis. The total value of the entire Market Value Award is \$2.5 million (including estimated forfeitures), which is expensed on a straight-line basis from the date of grant over the applicable service period. As long as the service condition is satisfied, the expense is not reversed, even if the market conditions are not satisfied. The expense recorded related to the market value award for the years ended December 31, 2008, 2007 and 2006, was \$0.7 million, \$0.7 million and \$0.3 million, respectively.

The fair value of the EBITDA Performance Award for the years ended December 31, 2007 and 2006 has been estimated on the date of grant using a Black-Scholes valuation pricing model with the following weighted-average assumptions

	<b>July 21, 2007</b>	<b>November 2, 2006</b>	<b>August 2, 2006</b>
Expected volatility	47.00%	40.00%	40.00%
Expected dividend yield	0.00%	0.00%	0.00%
Expected life (in years)	2.37	3.16	3.42
Risk-free interest rate	4.43%	4.91%	4.99%
Weighted-average fair value of EBITDA Performance Award	\$ 38.01	\$ 25.39	\$ 18.95

The number of shares of restricted common stock that management expects to be earned for the Market Value Award for the years ended December 31, 2007 and 2006 has been estimated on the date of grant using a binomial lattice-based valuation pricing model with the following weighted-average assumptions:

	<b>July 21, 2007</b>	<b>November 2, 2006</b>	<b>August 2, 2006</b>
Expected volatility	47.00%	40.00%	40.00%
Expected dividend yield	0.00%	0.00%	0.00%
Expected life (in years)	2.37	1.16-3.16	1.41-3.42
Risk-free interest rate	4.43%	4.55-4.91%	4.83-4.99%
Weighted-average fair value of Market Value Award	\$ 29.77	\$ 15.86	\$ 7.49

**Table of Contents****14. Stock Repurchase Program**

On March 18, 2008, the board of directors authorized a stock repurchase program under which we may spend up to \$75.0 million to repurchase shares of our common stock. Stock repurchases under this program may be made on the open market, through 10b5-1 programs, or in privately negotiated transactions in accordance with all applicable laws, rules and regulations. The transactions may be made from time to time without prior notice and in such amounts as our management deems appropriate and will be funded from cash on hand. The number of shares to be repurchased and the timing of repurchases will be based on several factors, including the price of our common stock, legal or regulatory requirements, general business and market conditions, and other investment opportunities. The stock repurchase program will expire on March 31, 2009, but may be limited or terminated at any time by our board of directors without prior notice. From inception of the program through December 31, 2008, we repurchased 3.0 million shares of common stock for an aggregate price of approximately \$49.8 million. As of December 31, 2008, there was \$25.2 million remaining in our stock repurchase program.

**15. Commitments and Contingencies*****Operating Leases***

We lease our office space and various office equipment under cancelable and noncancelable operating leases which expire on various dates through October 15, 2018. For the years ended December 31, 2008, 2007 and 2006 the total operating lease expense was \$5.0 million, \$4.6 million and \$2.9 million, respectively.

Future minimum rental payments under the noncancelable operating leases are as follows (in thousands):

**Years Ending December 31,**

2009	\$	4,720
2010		3,756
2011		3,186
2012		3,062
2013		2,861
Thereafter		11,883
	\$	29,468

***Capital Leases***

The following is an analysis of the leased property under capital leases by major property class (in thousands):

	<b>As of December 31,</b>	
	<b>2008</b>	<b>2007</b>
Computer equipment	\$ 1,486	\$ 1,486
Furniture and fixtures	203	203
	1,689	1,689

Less: Accumulated depreciation	(870)	(274)
	\$ 819	\$ 1,415



**Table of Contents**

Future minimum rental payments under the capital leases are as follows (in thousands):

**Years Ending December 31,**

2009	\$ 417
2010	349
2011	115
Total minimum lease payments	881
Less: Amount representing taxes, included in total minimum lease payments	(50)
Net minimum lease payments	831
Less: Amount representing interest	(67)
Present value of net minimum lease payments	\$ 764

***Retail Sales Tax***

The Ontario Ministry of Revenue (the Ministry) has conducted a retail sales tax field audit on the financial records of our Canadian subsidiary, DealerTrack Canada, Inc. (formerly known as DealerAccess Canada, Inc.), for the period from March 1, 2001 through May 31, 2003. We received a formal assessment from the Ministry indicating unpaid Ontario retail sales tax totaling approximately \$0.2 million, plus interest. Although we are disputing the Ministry's findings, the assessment, including interest, has been paid in order to avoid potential future interest and penalties.

As part of the purchase agreement dated, December 31, 2003 between us and Bank of Montreal for the purchase of 100% of the issued and outstanding capital stock of DealerAccess, Inc., Bank of Montreal agreed to indemnify us specifically for this potential liability for all sales tax periods prior to January 1, 2004. The potential sales tax liability for the period covered by this indemnification is now closed due to the statutory expiration of the periods open for audit by the Ministry. To date, all amounts paid to the Ministry by us for this assessment have been reimbursed by the Bank of Montreal under this indemnity.

We undertook a comprehensive review of the audit findings of the Ministry using external tax experts. Our position has been that our financing source revenue transactions are not subject to Ontario retail sales tax. We filed a formal Notice of Objection with the Ministry on December 12, 2005. We received a letter dated November 2, 2007 from an appeals officer of the Ministry stating that the assessment was, in his opinion, properly raised and his intention was to recommend his confirmation to senior management of the Ministry. The officer agreed, however, to defer his recommendation for a period of thirty business days to enable us to submit any additional information not yet provided. We submitted additional information to the Ministry to support our position that the services are not subject to sales tax.

We received a letter dated December 21, 2007 from the Ministry stating that no change should be made to the appeals officer's opinion. The letter further stated that we had ninety days from the date of the letter to file a Notice of Appeal with the Superior Court of Justice. A Notice of Appeal was filed on our behalf on March 18, 2008 to challenge the assessment because we did not believe these services are subject to sales tax. On December 15, 2008, the Ministry filed its response to our Notice of Appeal. The response reiterates the Ministry's position that the transactions are subject to Ontario retail sales tax. The parties are now engaged in the discovery process and we expect this matter will be heard by the Superior Court in late 2009. We have not accrued any related sales tax liability for the period

subsequent to May 31, 2003, for these financing source revenue transactions. This appeal is supported by the financial institutions whose source revenue transactions were subject to the assessment. These financial institutions have agreed to participate in the cost of the litigation.

In the event we are obligated to charge sales tax for this type of transaction, we believe this Canadian subsidiary's contractual arrangements with its financing source customers obligate these customers to pay all sales taxes that are levied or imposed by any taxing authority by reason of the transactions contemplated under the particular contractual arrangement. In the event of any failure to pay such amounts, we would be required to pay the obligation, which could range from \$4.4 million (CAD) to \$4.9 million (CAD), including penalties and interest.

## **Table of Contents**

### ***Commitments***

Pursuant to employment or severance agreements with certain employees, we have a commitment to pay severance of approximately \$5.4 million as of December 31, 2008 and \$5.1 million as of December 31, 2007, in the event of termination without cause, as defined in the agreements, as well as certain potential gross-up payments to the extent any such severance payment would constitute an excess parachute payment under the Internal Revenue Code. We also have a commitment to pay additional severance of \$2.9 million as of December 31, 2008 and \$2.4 million as of December 31, 2007, if there is a change in control. Due to the realignment of our workforce and business on January 5, 2009, the severance commitment was reduced by approximately \$1.9 million. Refer to Note 18 for further information.

We are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party with respect to breach of contract, infringement and other matters. Typically, these obligations arise in the context of agreements entered into by us, under which we customarily agree to hold the other party harmless against losses arising from breaches of representations, warranties and/or covenants. In these circumstances, payment by us is generally conditioned on the other party making a claim pursuant to the procedures specified in the particular agreement, which procedures typically allow us to challenge the other party's claims. Further, our obligations under these agreements may be limited to indemnification of third-party claims only and limited in terms of time and/or amount. In some instances, we may have recourse against third parties for certain payments made by us.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. To date, we have not been required to make any such payment. We believe that if we were to incur a loss in any of these matters, it is not probable that such loss would have a material effect on our business or financial condition.

### ***Legal Proceedings***

From time to time, we are a party to litigation matters arising in connection with the normal course of our business, none of which is expected to have a material adverse effect on us. In addition to the litigation matters arising in connection with the normal course of our business, we are party to the litigation described below.

#### ***DealerTrack Inc. v. RouteOne LLC***

On January 28, 2004, we filed a Complaint and Demand for Jury Trial against RouteOne LLC ( RouteOne ) in the United States District Court for the Eastern District of New York, Civil Action No. CV 04-322 (SJF). The complaint sought injunctive relief as well as damages against RouteOne for infringement of two patents owned by us: U.S. Patent No. 6,587,841 (the 841 Patent ) and U.S. Patent No. 5,878,403 (the 403 Patent ). These patents relate to computer implemented automated credit application analysis and decision routing inventions. The complaint also sought relief for RouteOne's acts of copyright infringement, circumvention of technological measures and common law fraud and unfair competition.

The court approved a joint stipulation of dismissal with respect to this action. Pursuant to the joint stipulation, the patent count was dismissed without prejudice to be pursued as part of the below consolidated actions and all other counts were dismissed with prejudice.

#### ***DealerTrack, Inc. v. Finance Express et al., CV-06-2335;***

#### ***DealerTrack Inc. v. RouteOne and Finance Express et al., CV-06-6864; and***

*DealerTrack Inc. v. RouteOne and Finance Express et al., CV-07-215*

On April 18, 2006, we filed a Complaint and Demand for Jury Trial against David Huber, Finance Express LLC ( Finance Express ), and three of their unnamed dealer customers in the United States District Court for the Central District of California, Civil Action No. CV-06-2335 AG (FMOx). The complaint sought declaratory and injunctive relief, as well as damages, against the defendants for infringement of the 403 Patent and the 841 Patent. Finance Express denied infringement and challenged the validity and enforceability of the patents-in-suit.

## **Table of Contents**

On October 27, 2006, we filed a Complaint and Demand for Jury Trial against RouteOne, David Huber and Finance Express in the United States District Court for the Central District of California, Civil Action No. CV-06-6864 (SJF). The complaint sought declaratory and injunctive relief as well as damages against the defendants for infringement of the 403 Patent and 841 Patent. On November 28, 2006 and December 4, 2006, respectively, defendants RouteOne, David Huber and Finance Express filed their answers. The defendants denied infringement and challenged the validity and enforceability of the patents-in-suit.

On February 20, 2007, we filed a Complaint and Demand for Jury Trial against RouteOne, David Huber and Finance Express in the United States District Court for the Central District of California, Civil Action No. CV-07-215 (CWx). The complaint sought declaratory and injunctive relief as well as damages against the defendants for infringement of U.S. Patent No. 7,181,427 (the 427 Patent ). On April 13, 2007 and April 17, 2007, respectively, defendants RouteOne, David Huber and Finance Express filed their answers. The defendants denied infringement and challenged the validity and enforceability of the 427 Patent.

The DealerTrack, Inc. v. Finance Express et al., CV-06-2335 action, the DealerTrack Inc. v. RouteOne and Finance Express et al., CV-06-6864 action and the DealerTrack v. RouteOne and Finance Express et al., CV-07-215 action, described above, were consolidated by the court. A hearing on claims construction, referred to as a *Markman* hearing, was held on September 25, 2007. Fact and expert discovery and motions for summary judgment have been completed.

On July 21, 2008 and September 30, 2008, the court issued summary judgment orders disposing of certain issues and preserving other issues for trial.

On January 29, 2009, the parties filed a proposed pretrial order that the court has not yet entered. Under the proposed pretrial order, we expect the following claims to be tried:

1. RouteOne infringes claims 1, 3 and 4 of the 427 Patent pursuant to 35 U.S.C. Section 271(a).
2. Finance Express infringes claims 7-9, 12, 14, 16 and 17 of the 841 Patent pursuant to 35 U.S.C. Sections 271(a) and (b).
3. Finance Express infringes claims 1, 3 and 4 of the 427 Patent pursuant to 35 U.S.C. Section 271(a).

RouteOne and Finance Express continue to assert that the patents are invalid and unenforceable, and continue to deny infringement.

Trial is currently scheduled to begin April 21, 2009.

We intend to pursue our claims vigorously.

We believe that the potential liability from all current litigations will not have a material effect on our financial position or results of operations when resolved in a future period.

## **16. Segment Information**

In accordance with SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information* (SFAS No. 131) segment information is being reported consistent with our method of internal reporting. In accordance with SFAS No. 131, operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The chief operating decision maker reviews information at a

consolidated level, as such we have one reportable segment under SFAS No. 131. For enterprise-wide disclosure, we are organized primarily on the basis of service lines. Revenue earned outside of the United States for the years ended December 31, 2008 and 2007 is approximately 11% and 10% of our revenue, respectively, and is less than 10% of our revenue for 2006.

**Table of Contents**

Supplemental disclosure of revenue by service type is as follows (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Transaction services revenue	\$ 132,419	\$ 147,312	\$ 112,752
Subscription services revenue	94,690	75,061	53,352
Other	15,597	11,472	7,168
Total net revenue	\$ 242,706	\$ 233,845	\$ 173,272

**17. Credit Facility**

Our \$25.0 million revolving credit facility expired on April 15, 2008, pursuant to its terms.

**18. Subsequent Events*****Realignment of Workforce and Business***

On January 5, 2009, we announced a realignment of our workforce and business aimed at sharpening our focus on high growth opportunities and to reflect current market conditions. To do this we reduced our workforce by approximately 90 people, or 8% of our total employees, including several executive and senior-level positions. As a result of the realignment, we anticipate a restructuring charge in the first quarter of 2009 of \$7.1 million on a pre-tax basis, including approximately \$4.0 million of net non-cash compensation expense.

***AAX Asset Acquisition***

On January 23, 2009, we acquired the AAX<sup>®</sup> suite of inventory management solutions and other assets from JM Dealer Services, Inc., a subsidiary of JM Family Enterprises, Inc., for a purchase price of \$32.6 million in cash. The AAX inventory management suite will be marketed in conjunction with our current inventory management solution. In accordance with SFAS 141R *Business Combinations* we expensed approximately \$0.4 million of professional fees associated with the acquisition during the first quarter of 2009. We are in the process of finalizing the fair value assessment for the acquired assets, which is expected to be completed by December 31, 2009, and accordingly the related purchase accounting is not final.

***Exit from SCS Business***

On February 14, 2009, DealerTrack exited its non core SCS business in a transaction with a former senior executive of the company who left the organization in January 2009 as part of the realignment of our workforce. The SCS business, which accounted for approximately \$1.9 million of revenue in 2008, is an administration system used by aftermarket providers as their back-end origination solution. DealerTrack can earn up to \$2.0 million in contingent purchase price.

**Table of Contents****DEALERTRACK HOLDINGS, INC.****SCHEDULE II  
VALUATION AND QUALIFYING ACCOUNTS**

<b>Description</b>	<b>Balance at Beginning of Period</b>	<b>Additions Charged to Expenses</b>	<b>Deductions</b>	<b>Other Adjustments</b>	<b>Balance at End of Period</b>
As of December 31, 2008:					
Allowance for doubtful accounts	\$ 1,730	\$ 4,225	\$ (5,007)	\$	\$ 948
Allowance for sales credits	885	5,414	(5,399)		900
Deferred tax valuation allowance	954	141		2,227(1)	3,322
As of December 31, 2007:					
Allowance for doubtful accounts	\$ 1,884	\$ 3,620	\$ (3,883)	\$ 109	\$ 1,730
Allowance for sales credits	2,523	3,147	(4,785)		885
Deferred tax valuation allowance	214	109		631(2)	954
As of December 31, 2006:					
Allowance for doubtful accounts	\$ 1,531	\$ 1,527	\$ (1,174)	\$	\$ 1,884
Allowance for sales credits	1,133	3,311	(1,921)		2,523
Deferred tax valuation allowance	4,245	214	(4,245)(3)		214

(1) For the year ended December 31, 2008, the deferred tax valuation allowance was increased by \$2.2 million primarily due to an impairment loss on auction rate securities and was further increased by expenses in various states.

(2) For the year ended December 31, 2007, the deferred tax valuation allowance was increased by \$0.6 million primarily due to acquisitions during 2007 and was further increased by expenses in various states.

(3) For the year ended December 31, 2006, the deferred tax asset valuation was reversed by \$4.2 million. Included in this reversal is a \$0.7 million adjustment to goodwill relating to the net operating loss acquired but not recognized at the date of acquisition of DealerAccess in January 2004.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**



### **Disclosure Controls and Procedures**

We carried out an evaluation under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rules 13a- 15(e) and 15d- 15(e) under the Exchange Act. In designing and evaluating our disclosure controls and procedures, we and our management recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating and implementing possible controls and procedures. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that they believe that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were effective at the reasonable assurance level.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and that the degree of compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management's assessment was reviewed with the Audit Committee of our Board of Directors.

Based on its assessment of internal control over financial reporting, our management has concluded that, as of December 31, 2008, our internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered accounting firm, as stated in their report which appears herein.

**Item 9B. *Other Information***

None.

**PART III**

Anything herein to the contrary notwithstanding, in no event whatsoever are the sections entitled "Nominating and Compensation Committee Report on Executive Compensation" and "Audit Committee Report" to be incorporated by reference herein from our proxy statement in connection with our annual meeting of stockholders expected to be held in the second quarter of 2009.

**Item 10. *Directors, Executive Officers of Corporate Governance***

The information required to be furnished pursuant to this item will be set forth under the captions "Proposal One: Election of Directors," "Executive Officers" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2008. If the Proxy Statement is not filed with the SEC by such time, such information will be included in an amendment to this Annual Report by such time.

**Item 11. *Executive Compensation***

The information required to be furnished pursuant to this item will be set forth under the caption "Executive Compensation" in the Proxy Statement to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2008. If the Proxy Statement is not filed with the SEC by such time, such information will be included in an amendment to this Annual Report on Form 10-K by such time.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required to be furnished pursuant to this item will be set forth under the caption Security Ownership of Certain Beneficial Owners and Management in the Proxy Statement to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2008. If the Proxy Statement is not filed with the SEC by such time, such information will be included in an amendment to this Annual Report on Form 10-K by such time.

**Table of Contents**

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required to be furnished pursuant to this item will be set forth under the caption *Certain Relationships and Transactions* in the Proxy Statement to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2008. If the Proxy Statement is not filed with the SEC by such time, such information will be included in an amendment to this Annual Report on Form 10-K by such time.

**Item 14. *Principal Accountant Fees and Services***

The information required to be furnished pursuant to this item will be set forth under the caption *Principal Accountant Fees and Services* in the Proxy Statement to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2008. If the Proxy Statement is not filed with the SEC by such time, such information will be included in an amendment to this Annual Report on Form 10-K by such time.

**Table of Contents**

**PART IV**

**Item 15. Exhibits, Financial Statement Schedule**

(a) The following documents are included in Financial Statements and Supplementary Data in Part II, Item 8 of this Annual Report on Form 10-K:

(1) Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2008 and 2007

Consolidated Statements of Operations for the three years ended December 31, 2008

Consolidated Statements of Cash Flows for the three years ended December 31, 2008

Consolidated Statements of Stockholders' Equity and Comprehensive Income for each of the three years ended December 31, 2008

Notes to Consolidated Financial Statements

(2) Financial Statement Schedule Schedule II

(3) Exhibits

<b>Number</b>	<b>Description</b>
3.1 <sup>(4)</sup>	Form of Fifth Amended and Restated Certificate of Incorporation of DealerTrack Holdings, Inc.
3.2 <sup>(4)</sup>	Form of Amended and Restated By-laws of DealerTrack Holdings, Inc.
4.1 <sup>(1)</sup>	Fourth Amended and Restated Registration Rights Agreement, dated as of March 19, 2003, among DealerTrack Holdings, Inc. and the stockholders of DealerTrack Holdings, Inc. party thereto.
4.2 <sup>(3)</sup>	Form of Certificate of Common Stock.
10.1 <sup>(2)</sup>	Transition Services Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., Credit Online, Inc., DealerTrack, Inc., First American Credit Management Solutions, Inc. and First American Real Estate Solutions, LLC.
10.2 <sup>(2)</sup>	Joint Marketing Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., DealerTrack, Inc., Credit Online, Inc. and First American CREDCO, a division of First American Real Estate Solutions, LLC.
10.3 <sup>(2)</sup>	First Amendment to the Joint Marketing Agreement by and among DealerTrack Holdings, Inc., DealerTrack, Inc., Credit Online, Inc. and First American CREDCO, a division of First American Real Estate Solutions, LLC, dated as of December 1, 2004.
10.4 <sup>(2)</sup>	Agreement between DealerTrack, Inc. and CreditReportPlus, LLC, dated as of December 1, 2004.
10.5 <sup>(2)</sup>	Application Service Provider Contract, dated as of April 15, 2005, between First American Credit Management Solutions, Inc. and DealerTrack, Inc.
10.6 <sup>(2)</sup>	Non-Competition Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., Credit Online, Inc., First American Credit Management Solutions, Inc. and The First American Corporation.

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

- 10.7<sup>(2)</sup> License Agreement, made and entered into as of February 1, 2001, by and between The Chase Manhattan Bank and J.P. Morgan Partners (23A SBIC Manager), Inc.
- 10.8<sup>(2)</sup> Asset Purchase Agreement, dated as of May 25, 2005, by and among Santa Acquisition Corporation, Automotive Lease Guide (alg), LLC, Automotive Lease Guide (alg) Canada, Inc., Douglas W. Aiken, John A. Blair and Raj Sundaram.
- 10.9<sup>(11)</sup> Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Mark F. O Neil and DealerTrack Holdings, Inc.
- 10.10\* Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Mark F. O Neil and DealerTrack Holdings, Inc.

**Table of Contents**

<b>Number</b>	<b>Description</b>
10.11*	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between David Trinder and DealerTrack Holdings, Inc.
10.12*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between David Trinder and DealerTrack Holdings, Inc.
10.13 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Eric D. Jacobs and DealerTrack Holdings, Inc.
10.14*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Eric D. Jacobs and DealerTrack Holdings, Inc.
10.15 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Raj Sundaram and DealerTrack Holdings, Inc.
10.16*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Raj Sundaram and DealerTrack Holdings, Inc.
10.17 <sup>(9)</sup>	Letter Agreement, dated October 23, 2006, from DealerTrack, Inc. to Raj Sundaram regarding relocation.
10.18 <sup>(9)</sup>	Unfair Competition and Nonsolicitation Agreement, dated as of May 25, 2005, by and between Raj Sundaram and Automotive Lease Guide (alg), Inc.
10.19 <sup>(9)</sup>	Amendment No. 1 to Unfair Competition and Nonsolicitation Agreement, made as of August 21, 2006, by and between Automotive Lease Guide (alg), Inc. and Raj Sundaram.
10.20 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Robert Cox and DealerTrack Holdings, Inc.
10.21*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Robert Cox and DealerTrack Holdings, Inc.
10.22 <sup>(1)</sup>	2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of August 10, 2001.
10.23 <sup>(1)</sup>	First Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of December 28, 2001.
10.24 <sup>(1)</sup>	Second Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of March 19, 2003.
10.25 <sup>(1)</sup>	Third Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of January 30, 2004.
10.26 <sup>(6)</sup>	Fourth Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc. effective as of February 10, 2006.
10.27 <sup>(10)</sup>	Second Amended and Restated 2005 Incentive Award Plan, effective as of June 3, 2008.
10.28 <sup>(8)</sup>	Amendment to Asset Purchase Agreement, dated October 18, 2006, by and among Santa Acquisition Corporation, Automotive Lease Guide (alg), LLC, Automotive Lease Guide (alg) Canada, Inc., Douglas W. Aiken, John A. Blair and Raj Sundaram.
10.29 <sup>(5)</sup>	Form of Stock Option Agreement.
10.30 <sup>(5)</sup>	Form of Restricted Stock Agreement.
10.31*	Form of Restricted Stock Unit Agreement.
10.32 <sup>(1)</sup>	Senior Executive Incentive Bonus Plan, effective as of May 26, 2005.
10.33 <sup>(9)</sup>	Stock Ownership and Retention Program, adopted May 26, 2005.
10.34 <sup>(1)</sup>	Employee Stock Purchase Plan, adopted May 26, 2005.
10.35 <sup>(1)</sup>	Directors' Deferred Compensation Plan, effective as of June 30, 2005.
10.36 <sup>(11)</sup>	First Amendment to DealerTrack Holdings, Inc. Directors' Deferred Compensation Plan effective as of January 1, 2007.
10.37 <sup>(1)</sup>	Employees' Deferred Compensation Plan, effective as of June 30, 2005.
10.38 <sup>(11)</sup>	First Amendment to DealerTrack Holdings, Inc. Employees' Deferred Compensation Plan effective as of January 1, 2007.

10.39<sup>(1)</sup> 401(k) Plan, effective as of January 1, 2001, as amended.

10.40<sup>(2)</sup> Lease Agreement, dated as of August 5, 2004, between iPark Lake Success, LLC and DealerTrack, Inc.



**Table of Contents**

<b>Number</b>	<b>Description</b>
10.41 <sup>(4)</sup>	Lender Integration Support Agreement, dated as of September 1, 2005, between First American CMSI Inc. and DealerTrack, Inc.
10.42(7)	Shares Purchase Agreement, made as of January 16, 2007, among certain shareholders of Curomax Corporation and all of the shareholders of 2044904 Ontario Inc., 2044903 Ontario Inc. and 2044905 Ontario Inc. and 6680968 Canada Inc.
14.1 <sup>(6)</sup>	Code of Business Conduct and Ethics.
21.1*	List of Subsidiaries.
23.1*	Consent of PricewaterhouseCoopers LLP.
31.1*	Certification of Mark F. O Neil pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Robert J. Cox III pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Mark F. O Neil and Robert J. Cox III pursuant 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

- (1) Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-126944) filed July 28, 2005.
- (2) Incorporated by reference to Amendment No. 1 to our Registration Statement on Form S-1 (File No. 333-126944) filed September 22, 2005.
- (3) Incorporated by reference to Amendment No. 2 to our Registration Statement on Form S-1 (File No. 333-126944) filed October 12, 2005.
- (4) Incorporated by reference to Amendment No. 3 to our Registration Statement on Form S-1 (File No. 333-126944) filed October 24, 2005.
- (5) Incorporated by reference to our Quarterly Report on Form 10-Q filed May 12, 2006.
- (6) Incorporated by reference to our Annual Report on Form 10-K filed March 30, 2006.
- (7) Incorporated by reference to our Current Report on Form 8-K dated January 16, 2007 filed January 18, 2007.
- (8) Incorporated by reference to our Quarterly Report on Form 10-Q filed November 14, 2006.
- (9) Incorporated by reference to our Annual Report on Form 10-K filed March 16, 2007.
- (10) Incorporated by reference to Exhibit I to our Definitive Proxy Statement, filed on April 29, 2008.
- (11) Incorporated by reference to our Quarterly Report on Form 10-Q filed August 9, 2007 .

DealerTrack hereby files as part of this Form 10-K the exhibits listed in Item 15(a) (3) above. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference rooms maintained by the SEC in Washington, D.C., New York, New York, and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further

information on the public reference rooms. SEC filings are also available to the public from commercial document retrieval services and at the Web site maintained by the SEC at <http://www.sec.gov>.

**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 24, 2009

DealerTrack Holdings, Inc.  
(Registrant)

By: /s/ Robert J. Cox III  
Robert J. Cox III  
Senior Vice President, Chief Financial Officer  
and Treasurer  
(Duly Authorized Officer and  
Principal Financial Officer)

**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.**

Signature	Title	Date
/s/ Mark F. O Neil Mark F. O Neil	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	February 24, 2009
/s/ Robert J. Cox III Robert J. Cox III	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	February 24, 2009
/s/ Mary Cirillo-Goldberg Mary Cirillo-Goldberg	Director	February 24, 2009
/s/ Ann B. Lane Ann B. Lane	Director	February 24, 2009
/s/ John J. McDonnell, Jr. John J. McDonnell, Jr.	Director	February 24, 2009
/s/ James David Power III James David Power III	Director	February 24, 2009

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

/s/ Howard L. Tischler	Director	February 24, 2009
Howard L. Tischler		
/s/ Barry Zwarenstein	Director	February 24, 2009
Barry Zwarenstein		
/s/ James Foy	Director	February 24, 2009
James Foy		

**Table of Contents**

**EXHIBIT INDEX TO ANNUAL REPORT ON FORM 10-K**

**FOR FISCAL YEAR ENDED DECEMBER 31, 2008**

<b>Number</b>	<b>Description</b>
3.1 <sup>(4)</sup>	Form of Fifth Amended and Restated Certificate of Incorporation of DealerTrack Holdings, Inc.
3.2 <sup>(4)</sup>	Form of Amended and Restated By-laws of DealerTrack Holdings, Inc.
4.1 <sup>(1)</sup>	Fourth Amended and Restated Registration Rights Agreement, dated as of March 19, 2003, among DealerTrack Holdings, Inc. and the stockholders of DealerTrack Holdings, Inc. party thereto.
4.2 <sup>(3)</sup>	Form of Certificate of Common Stock.
10.1 <sup>(2)</sup>	Transition Services Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., Credit Online, Inc., DealerTrack, Inc., First American Credit Management Solutions, Inc. and First American Real Estate Solutions, LLC.
10.2 <sup>(2)</sup>	Joint Marketing Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., DealerTrack, Inc., Credit Online, Inc. and First American CREDCO, a division of First American Real Estate Solutions, LLC.
10.3 <sup>(2)</sup>	First Amendment to the Joint Marketing Agreement by and among DealerTrack Holdings, Inc., DealerTrack, Inc., Credit Online, Inc. and First American CREDCO, a division of First American Real Estate Solutions, LLC, dated as of December 1, 2004.
10.4 <sup>(2)</sup>	Agreement between DealerTrack, Inc. and CreditReportPlus, LLC, dated as of December 1, 2004.
10.5 <sup>(2)</sup>	Application Service Provider Contract, dated as of April 15, 2005, between First American Credit Management Solutions, Inc. and DealerTrack, Inc.
10.6 <sup>(2)</sup>	Non-Competition Agreement, dated as of March 19, 2003, by and among DealerTrack Holdings, Inc., Credit Online, Inc., First American Credit Management Solutions, Inc. and The First American Corporation.
10.7 <sup>(2)</sup>	License Agreement, made and entered into as of February 1, 2001, by and between The Chase Manhattan Bank and J.P. Morgan Partners (23A SBIC Manager), Inc.
10.8 <sup>(2)</sup>	Asset Purchase Agreement, dated as of May 25, 2005, by and among Santa Acquisition Corporation, Automotive Lease Guide (alg), LLC, Automotive Lease Guide (alg) Canada, Inc., Douglas W. Aiken, John A. Blair and Raj Sundaram.
10.9 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Mark F. O Neil and DealerTrack Holdings, Inc.
10.10*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Mark F. O Neil and DealerTrack Holdings, Inc.
10.11*	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between David Trinder and DealerTrack Holdings, Inc.
10.12*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between David Trinder and DealerTrack Holdings, Inc.
10.13 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Eric D. Jacobs and DealerTrack Holdings, Inc.
10.14*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Eric D. Jacobs and DealerTrack Holdings, Inc.
10.15 <sup>(11)</sup>	Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Raj Sundaram and DealerTrack Holdings, Inc.
10.16*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Raj Sundaram and DealerTrack Holdings, Inc.
10.17 <sup>(9)</sup>	

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

Second Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of March 19, 2003.

- 10.18<sup>(9)</sup> Unfair Competition and Nonsolicitation Agreement, dated as of May 25, 2005, by and between Raj Sundaram and Automotive Lease Guide (alg), Inc.
- 10.19<sup>(9)</sup> Amendment No. 1 to Unfair Competition and Nonsolicitation Agreement, made as of August 21, 2006, by and between Automotive Lease Guide (alg), Inc. and Raj Sundaram.
- 10.20<sup>(11)</sup> Amended and Restated Senior Executive Employment Agreement, dated as of August 8, 2007, by and between Robert Cox and DealerTrack Holdings, Inc.
-

**Table of Contents**

<b>Number</b>	<b>Description</b>
10.21*	Amendment No. 1 To Amended and Restated Senior Executive Employment Agreement, dated December 31, 2008, by and between Robert Cox and DealerTrack Holdings, Inc.
10.22 <sup>(1)</sup>	2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of August 10, 2001.
10.23 <sup>(1)</sup>	First Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of December 28, 2001.
10.24 <sup>(1)</sup>	Second Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of March 19, 2003.
10.25 <sup>(1)</sup>	Third Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc., effective as of January 30, 2004.
10.26 <sup>(6)</sup>	Fourth Amendment to 2001 Stock Option Plan of DealerTrack Holdings, Inc. effective as of February 10, 2006.
10.27 <sup>(10)</sup>	Second Amended and Restated 2005 Incentive Award Plan, effective as of June 3, 2008.
10.28 <sup>(8)</sup>	Amendment to Asset Purchase Agreement, dated October 18, 2006, by and among Santa Acquisition Corporation, Automotive Lease Guide (alg), LLC, Automotive Lease Guide (alg) Canada, Inc., Douglas W. Aiken, John A. Blair and Raj Sundaram.
10.29 <sup>(5)</sup>	Form of Stock Option Agreement.
10.30 <sup>(5)</sup>	Form of Restricted Stock Agreement.
10.31*	Form of Restricted Stock Unit Agreement.
10.32 <sup>(1)</sup>	Senior Executive Incentive Bonus Plan, effective as of May 26, 2005.
10.33 <sup>(9)</sup>	Stock Ownership and Retention Program, adopted May 26, 2005.
10.34 <sup>(1)</sup>	Employee Stock Purchase Plan, adopted May 26, 2005.
10.35 <sup>(1)</sup>	Directors' Deferred Compensation Plan, effective as of June 30, 2005.
10.36 <sup>(11)</sup>	First Amendment to DealerTrack Holdings, Inc. Directors' Deferred Compensation Plan effective as of January 1, 2007.
10.37 <sup>(1)</sup>	Employees' Deferred Compensation Plan, effective as of June 30, 2005.
10.38 <sup>(11)</sup>	First Amendment to DealerTrack Holdings, Inc. Employees' Deferred Compensation Plan effective as of January 1, 2007.
10.39 <sup>(1)</sup>	401 (k) Plan, effective as of January 1, 2001, as amended.
10.40 <sup>(2)</sup>	Lease Agreement, dated as of August 5, 2004, between iPark Lake Success, LLC and DealerTrack, Inc.
10.41 <sup>(4)</sup>	Lender Integration Support Agreement, dated as of September 1, 2005, between First American CMSI Inc. and DealerTrack, Inc.
10.42 <sup>(7)</sup>	Shares Purchase Agreement, made as of January 16, 2007, among certain shareholders of Curomax Corporation and all of the shareholders of 2044904 Ontario Inc., 2044903 Ontario Inc. and 2044905 Ontario Inc. and 6680968 Canada Inc.
14.1 <sup>(6)</sup>	Code of Business Conduct and Ethics.
21.1*	List of Subsidiaries.
23.1*	Consent of PricewaterhouseCoopers LLP.
31.1*	Certification of Mark F. O'Neil pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Robert J. Cox III pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Mark F. O'Neil and Robert J. Cox III pursuant 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

Edgar Filing: DealerTrack Holdings, Inc. - Form 10-K

- (1) Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-126944) filed July 28, 2005.
  - (2) Incorporated by reference to Amendment No. 1 to our Registration Statement on Form S-1 (File No. 333-126944) filed September 22, 2005.
  - (3) Incorporated by reference to Amendment No. 2 to our Registration Statement on Form S-1 (File No. 333-126944) filed October 12, 2005.
-



**Table of Contents**

- (4) Incorporated by reference to Amendment No. 3 to our Registration Statement on Form S-1 (File No. 333-126944) filed October 24, 2005.
- (5) Incorporated by reference to our Quarterly Report on Form 10-Q filed May 12, 2006.
- (6) Incorporated by reference to our Annual Report on Form 10-K filed March 30, 2006.
- (7) Incorporated by reference to our Current Report on Form 8-K dated January 16, 2007 filed January 18, 2007.
- (8) Incorporated by reference to our Quarterly Report on Form 10-Q filed November 14, 2006.
- (9) Incorporated by reference to our Annual Report on Form 10-K filed March 16, 2007.
- (10) Incorporated by reference to Exhibit I to our Definitive Proxy Statement, filed on April 29, 2008.
- (11) Incorporated by reference to our Quarterly Report on Form 10-Q filed August 9, 2007 .