POWERSCREEN HOLDING USA INC
Form 424B5
November 13, 2012
CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
6.000% Senior Notes due 2021	$850,000,000	$115,940

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Terex Corporation s Shelf Registration Statement on Form S-3ASR (Registration No. 333-184713) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.
(2) Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, $49,910 of the registration fee previously paid by Terex Corporation under the Shelf Registration Statement on Form S-3 filed on November 8, 2010 by Terex Corporation, as amended (Registration No. 333-170429), relate to securities which remain unsold as of this date, and remain available. Such fees have been carried forward and $49,910 has been offset against the $115,940 registration fee due for this offering. Filing fees in the amount of $66,030 have been paid with respect to this offering.

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-184713

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED NOVEMBER 1, 2012

$850,000,000

6.0% Senior Notes due 2021

We are offering $850.0 million aggregate principal amount of our 6.0% Senior Notes due 2021 (the notes). We will pay interest on the notes semi-annually in arrears on each May 15 and November 15, commencing on May 15, 2013. The notes will mature on May 15, 2021. We may redeem the notes, in whole or in part, on or after November 15, 2016, at the redemption prices set forth in this prospectus supplement. Prior to November 15, 2016, we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount thereof plus a make-whole premium set forth in this prospectus supplement. In addition, prior to November 15, 2015, we may redeem up to 35% of the notes from the proceeds of certain equity offerings.

The notes will be our senior unsecured obligations and will rank equally in right of payment with certain of our existing and future senior unsecured indebtedness. The notes will be senior in right of payment to any subordinated indebtedness. The notes will be effectively junior to all of our secured indebtedness, to the extent of the value of the assets securing such debt. The notes will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by certain of our existing and future wholly-owned domestic subsidiaries. The notes will be structurally subordinated to indebtedness and other liabilities of our non-guarantor subsidiaries. See Description of the Notes for a complete description of the terms of the notes.

The notes are new securities, and there is currently no established market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. We do not intend to apply for a listing of the notes on any securities exchange.

The net proceeds from the issuance and sale of the notes will be approximately $835.5 million, after deducting the underwriting discount and our estimated expenses for the offering. We intend to use the net proceeds from this offering and cash on hand, to fund the Tender Offer and Consent Solicitation for all of our outstanding 8.0% senior subordinated notes due 2017 (the 2017 Notes) and to pay related fees and expenses, and accrued interest. If any or all of the 2017 Notes are not purchased in the Tender Offer, we intend to use a portion of such amounts to fund the redemption, defeasance or discharge of any and all of the then outstanding 2017 Notes in accordance with the indenture governing such notes. This offering of the notes is not contingent on the closing of the Tender Offer. Any remaining proceeds from this offering will be used for general corporate purposes.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risks. See Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011, as well as the additional risk factors contained in this prospectus supplement beginning on page S-11.

	Price to Public(1)	**Underwriting Discounts and Commissions**	**Proceeds to Terex**
Per Note	100.00%	1.50%	98.50%
Total	$ 850,000,000	$ 12,750,000	$ 837,250,000

(1) Plus accrued interest, if any, from November 26, 2012, if settlement occurs after that date.

Delivery of the notes will be made to purchasers on or about November 26, 2012.

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

Joint Book-Running Managers

Credit Suisse	**Goldman, Sachs & Co.**	**RBS**	**UBS Investment Bank**

Lead Manager

COMMERZBANK

Co-Managers

Barclays	**Credit Agricole CIB**	**HSBC**	**Morgan Stanley**

The date of this prospectus supplement is November 8, 2012

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Prospectus Supplement

Prospectus

You should carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus delivered in connection with this offering. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus delivered in connection with this offering. We and the underwriters have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, the notes only in jurisdictions where such offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of this prospectus supplement or the date of the accompanying prospectus and the information in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date of those respective documents, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of the notes. If the information varies between this prospectus supplement and the accompanying prospectus, the information in this prospectus supplement supersedes the information in the accompanying prospectus.

This prospectus supplement and the accompanying prospectus are part of a shelf registration statement that we have filed with the Securities and Exchange Commission, or the SEC. By using a shelf registration statement, we may sell any combination of the securities described in the accompanying prospectus from time to time and in one or more offerings. Before purchasing any notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, and the additional information described under the heading Incorporation of Documents by Reference.

We expect that delivery of the notes will be made against payment therefor on or about the closing date specified on the cover page of this prospectus supplement, which will be the tenth business day following the date of pricing of the notes (this settlement cycle being referred to as T+10). You should note that trading of notes on the date of pricing or the next succeeding six business days may be affected by the T+ 10 settlement. See Underwriting for more information.

Forward-Looking Statements

This prospectus supplement, including the sections entitled Summary and Risk Factors, and the accompanying prospectus, including the documents incorporated therein by reference, may include forward-looking statements (within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934) regarding future events or our future financial performance that involve certain contingencies and uncertainties. In addition, when included in this prospectus supplement, the accompanying prospectus or any documents incorporated herein by reference, the words may, expects, should, intends, anticipates, believes, plans, projects, est negatives thereof and analogous or similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean that the statement is not forward-looking. We have based these forward-looking statements on current expectations and projections about future events. These statements are not guarantees of future performance. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Such risks and uncertainties, many of which are beyond our control, include, among others:

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our business is cyclical and weak general economic conditions affect the sales of our products and financial results;

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our ability to successfully integrate acquired businesses, including the recent acquisition of Demag Cranes AG;

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our ability to access the capital markets to raise funds and provide liquidity;

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our business is sensitive to government spending;

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our business is very competitive and is affected by our cost structure, pricing, product initiatives and other actions taken by competitors;

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we have suffered losses from operations in the past and may suffer further losses from operations;

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a material disruption to one of our significant facilities;

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our retention of key management personnel;

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the financial condition of suppliers and customers, and their continued access to capital;

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our providing financing and credit support for some of our customers;

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we may experience losses in excess of recorded reserves;

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the carrying value of our goodwill and other indefinite-lived intangible assets could become impaired;

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our ability to obtain parts and components from suppliers on a timely basis at competitive prices;

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our ability to timely manufacture and deliver products to customers;

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the need to comply with restrictive covenants contained in our debt agreements;

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our ability to generate sufficient cash flow to service our debt obligations and operate our business;

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our business is global and subject to changes in exchange rates between currencies, regional economic conditions and trade restrictions;

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our operations are subject to a number of potential risks, including changing regulatory environments, the Foreign Corrupt Practices Act and other similar laws, and political instability;

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possible work stoppages and other labor matters;

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compliance with changing laws and regulations, particularly environmental and tax laws and regulations;

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litigation, product liability claims, patent claims, class action lawsuits and other liabilities;

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our ability to comply with an injunction and related obligations resulting from the settlement of an investigation by the SEC;

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our implementation of a global enterprise system and its performance; and

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other factors, including those identified under the caption Risk Factors.

Actual events or our actual future results may differ materially from any forward-looking statement due to these and other risks, uncertainties and significant factors. The forward-looking statements contained in this prospectus supplement speak only as of the date of this prospectus supplement and the forward-looking statements contained in the documents incorporated herein by reference speak only as of the date of the respective documents. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained or incorporated by reference in this prospectus supplement to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

SUMMARY

This summary highlights some of the information contained elsewhere in or incorporated by reference in this prospectus supplement. It is not complete and may not contain all of the information that you may want to consider. You should read carefully the more detailed information set forth under Risk Factors and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Except where the context indicates otherwise, the terms we, us, our, the Company and Terex refer only to Terex Corporation and not to its subsidiaries.

Our Company

Terex is a diversified global equipment manufacturer of a variety of capital goods machinery products. We are focused on delivering reliable, customer-driven solutions for a wide range of commercial applications, including the construction, infrastructure, quarrying, mining, manufacturing, shipping, transportation, refining, energy and utility industries. Our mission is to provide solutions to our machinery and industrial product customers that yield superior productivity and return on investment.

We have realized significant growth since our incorporation in 1986, achieving net sales of $6.5 billion in 2011. For the 12 months ended September 30, 2012, which includes the results of Demag Cranes AG, we had net sales of $7.6 billion, income from operations of $401.8 million and Adjusted EBITDA of $631.7 million. Much of our growth has been accomplished through acquisitions and we have demonstrated our ability to successfully integrate acquired businesses.

As we have expanded our operations, our business has become increasingly international in scope, with our products manufactured in North and South America, Europe, Australia and Asia and sold worldwide. We continue to focus on expanding our business globally, with an increased emphasis on developing markets such as China, India, Brazil, Russia and the Middle East. Approximately 30% of our net sales were to developing markets in 2011.

We report in five business segments: (i) Aerial Work Platforms; (ii) Construction; (iii) Cranes; (iv) Material Handling & Port Solutions; and (v) Materials Processing.

Aerial Work Platforms

Our Aerial Work Platforms (AWP) segment designs, manufactures, refurbishes, services and markets aerial work platform equipment, telehandlers, light towers, bridge inspection equipment and utility equipment. Products include portable material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, telehandlers, trailer-mounted light towers, bridge inspection equipment and utility equipment (including truck-mounted digger derricks, auger drills, aerial devices and cable placers) as well as their related components and replacement parts. Customers use these products to construct and maintain industrial, commercial and residential buildings and facilities, construct and maintain utility and telecommunication lines, trim trees, in construction and foundation drilling applications and for other commercial operations, as well as in a wide range of infrastructure projects. We market aerial work platform products principally under the Terex® and Genie® brand names.

Construction

Our Construction segment designs, manufactures and markets three primary categories of construction equipment and their related components and replacement parts:

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Heavy construction equipment, including off-highway trucks and material handlers;

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Compact construction equipment, including loader backhoes, compaction equipment, mini and midi excavators, site dumpers, compact track loaders, skid steer loaders, wheel loaders and tunneling equipment; and

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Roadbuilding equipment, including asphalt and concrete equipment (including pavers, transfer devices, plants, mixers, reclaimers/stabilizers, placers and cold planers) and landfill compactors.

Customers use these products in construction and infrastructure projects, in building roads and bridges, in quarrying and mining operations and for material handling applications. We market our Construction products principally under the Terex® brand name, and for certain products, the Terex® name in conjunction with certain historic brand names.

Cranes

Our Cranes segment designs, manufactures, services and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, lattice boom truck cranes and truck-mounted cranes (boom trucks), as well as their related replacement parts and components. These products are used primarily for construction, repair and maintenance of commercial buildings, manufacturing facilities and infrastructure projects. We market our Cranes products principally under the Terex® brand name.

Material Handling & Port Solutions

Our Material Handling & Port Solutions (MHPS) segment designs, manufactures, refurbishes, services and markets industrial cranes, including standard cranes, process cranes, rope and chain hoists, electric motors, light crane systems and crane components, as well as a diverse portfolio of port and rail equipment, including mobile harbor cranes, straddle and sprinter carriers, gantry cranes, ship-to-shore cranes, reach stackers, empty container handlers, full container handlers, general cargo lift trucks, automated stacking cranes, automated guided vehicles and terminal automation technology, including software as well as their related replacement parts and components. Customers use these products for material handling at manufacturing and port and rail facilities. Our MHPS segment also operates an extensive global sales and service network. We market our MHPS products under the Terex®, Demag® and Gottwald® brand names.

Materials Processing

Our Materials Processing (MP) segment designs, manufactures and markets materials processing equipment, including crushers, washing systems, screens, apron feeders, chippers and related components and replacement parts. Construction, quarrying, mining, recycling, landscaping and government customers use our MP products in construction, recycling, landscaping and infrastructure projects, as well as various quarrying and mining applications. We market our MP products principally under the Terex® and Powerscreen® brand names and the Terex® name in conjunction with certain historic brand names.

Other

We also assist customers in their rental, leasing and acquisition of our products through Terex Financial Services (TFS). TFS utilizes its equipment and financial leasing experience to provide a variety of financing solutions to our customers when they purchase or lease our equipment.

Competitive Strengths

We believe the following key competitive strengths, together with our business strategy have contributed to our success and provide us with the flexibility and capability to achieve our goals:

Diversified and Balanced Revenue Base

Our business is highly diversified by business segment and geography. For the three months ended September 30, 2012, our net sales break down as follows:

By business segment **By geography**

S-2

In addition, we have broad exposure to global end markets including non-residential construction, infrastructure, roadbuilding, port solutions, material handling, general manufacturing, as well as other end markets.

Leading Positions in Markets Across Business Platforms

We maintain leading market positions in many of our product segments. Over 75% of net sales in 2011 were generated in product segments where Terex is a leader. Our product markets are often characterized by high fragmentation with fewer well-capitalized competitors, thereby enabling us to differentiate ourselves through our scale, diverse product offering and breadth of services. Additionally, in many markets we compete with smaller niche participants or with industrial conglomerates in certain product lines that are not the primary focus of such conglomerates, resulting in less direct competition with larger global equipment competitors.

Global Scale with Exposure to Developing Markets

Given our global scale, we benefit from growth in markets outside of the United States and Canada, with sales in these markets accounting for approximately 67% of our net sales in 2011. Developing markets such as China, India, Brazil, Russia and the Middle East have become an increased focus for us as we look to benefit from continued growth in those geographies. In 2011, we generated approximately 30% of our net sales from developing markets. While no market is immune to the effects of global financial and economic turmoil, we believe that these developing markets will offer growth opportunities in the infrastructure and non-residential construction spending, increasing demand for our products.

Favorably Positioned for Continued Improvement in 2013

Several of Terex s end markets are showing signs of market recovery, led most noticeably by the North American equipment rental channel and its impact on our AWP segment. Our customers fleet utilization levels have continued to increase and we do believe there are some early signs of fleet growth in North America. The AWP segment represented 27% of our net sales in 2011 and in the first nine months of 2012 generated an operating margin of 11.3% as compared to an operating margin of 4.6% in the comparable prior year period. Overall, we remain optimistic that the end markets for many of our products will continue to improve. The continuing strength in many of our markets, including the energy end market, combined with our persistent focus on margin improvement, cash generation, and the integration of our MHPS segment, provide us with continued confidence for favorable long term growth and profitability.

Drive for Operational Excellence

Driving operating excellence across the entire value chain is vital to our delivering high quality, reliable products on time and at a low cost to our customers. Our operational principles are based on the Terex Business System (TBS). TBS is the framework around which we are building our capabilities as a superb operating company to achieve our long-term goals. Founded on lean concepts, TBS is a set of guiding principles and business processes that collectively define who we are and how we do what we do. TBS is our playbook to deliver our customer, team member and financial goals. It aligns us globally with repeatable, teachable processes that harness the full potential of our team members. TBS is not the business strategy; it supports the business strategy. We anticipate that TBS will provide us a competitive advantage through the use of customer-centric tools that continually enhance customer responsiveness and eliminate waste.

Proven Ability to Identify and Integrate Acquisitions

We have a history of successfully identifying and integrating acquisitions and continue to selectively consider acquisitions that meet our criteria, while maintaining our highly selective approach to acquisition opportunities. Over the last ten years, we have identified and successfully integrated over 25 acquisitions. We believe our scale, diversification and integration expertise allow us to consummate acquisitions resulting in synergies, solid returns on invested capital and free cash flow generation.

The Demag Acquisition

On August 16, 2011, we acquired approximately 81% of the shares of Demag Cranes AG at a price of €45.50 per share, for total cash consideration of approximately $1.1 billion, bringing our ownership to 82%. Demag Cranes AG is active in developing, planning, producing, distributing, and marketing industrial cranes and hoists and port technology, as well as providing services in these areas. Demag Cranes AG s business is highly complementary to our existing business both in terms of product and geographical fit. The acquisition of Demag Cranes AG is consistent with our strategy to expand our position as a globally active manufacturer of machinery and industrial products in niche market segments.

In January 2012, we entered into a Domination and Profit and Loss Transfer Agreement (the DPLA) with Demag Cranes AG. The DPLA was approved by the Demag Cranes AG shareholders on March 16, 2012 and became effective following registration of the DPLA in the commercial register on April 18, 2012. Upon demand from outside shareholders of Demag Cranes AG, we will acquire their shares in return for €45.52 per share, or up to approximately €174 million in the aggregate. Any outside shareholders of Demag Cranes AG that choose not to sell their shares to us will receive an annual guaranteed payment in the gross amount of €3.33 per share (€3.04 net per share). As of September 30, 2012, approximately 57,000 shares have been tendered and we have paid approximately €2.6 million related to these tendered shares. We expect annual dividends to minority shareholders of Demag Cranes AG to be approximately €11.5 million.

The DPLA is a binding agreement. However, noncontrolling interest shareholders of Demag Cranes AG initiated appraisal proceedings in the German court system that challenges the fair value determination of the €45.52 tender price and €3.33 annual guaranteed payment. If a higher price is determined, the additional obligation would be recorded as an adjustment directly to additional paid in capital with a corresponding increase to the Company’s DPLA obligation. Until the appraisal proceedings are completed and for a two month period thereafter, noncontrolling interest shareholders who do not tender their shares shall receive the annual guaranteed payment and retain their right to tender their shares to the Company. Following the completion of the two month period after the appraisal proceedings are completed, noncontrolling interest shareholders who do not tender shall continue to receive the annual guaranteed payments but will no longer have the right to tender their shares to the Company.

For more information, please refer to Note H Acquisitions and Note O Stockholders Equity to the unaudited condensed consolidated financial statements contained in Terex s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed with the SEC on October 29, 2012 and incorporated by reference in this prospectus supplement.

Concurrent Tender Offer and Consent Solicitation for 8.0% Senior Subordinated Notes due 2017

Concurrently with this notes offering, we commenced a cash tender offer (the Tender Offer) for any and all of our outstanding 8.0% senior subordinated notes due 2017 (the 2017 Notes) and a consent solicitation (the Consent Solicitation) from holders of the 2017 Notes to amend the 2017 Notes and the related indenture. We anticipate that the Tender Offer will expire on December 6, 2012, unless we choose to extend that date (the Expiration Time).

Upon the terms and subject to the conditions of the Tender Offer and the Consent Solicitation, we will pay the following consideration in connection with the Tender Offer (the Tender Offer Consideration) and consent payment in connection with the Consent Solicitation (the Consent Payment) to holders of the 2017 Notes. We will pay the Tender Offer Consideration for each $1,000 principal amount of 2017 Notes validly tendered and not properly withdrawn pursuant to the Tender Offer equal to $1,013.75. In connection with the Consent Solicitation, each holder who validly consents to the proposed amendments on or prior to 5:00 p.m. on November 21, 2012 (or the date or time as extended by us, the Consent Date) and does not validly revoke such consent shall be entitled to receive a Consent Payment in cash, subject to the terms and conditions set forth in the offer documents. The amount of the Consent Payment for each $1,000 principal amount of 2017 Notes will be $30.00. Holders tendering after the Consent Date will only be eligible to receive the Tender Offer Consideration and not the Consent Payment. In addition, holders who validly tender their 2017 Notes into the Tender Offer will receive accrued and unpaid interest to, but not including, the date of payment for the 2017 Notes. The initial settlement date for the 2017 Notes tendered on or prior to the Consent Date will be a business day we choose promptly following both the Consent Date and the satisfaction or waiver of the conditions to consummation of the Tender Offer and the Consent Solicitation, and is expected to be November 26, 2012. The final settlement date for the Tender Offer will be promptly after the Expiration Time, and is expected to be December 7, 2012, the next business day following the Expiration Time. If the Tender Offer is consummated, we currently intend to redeem any 2017 Notes not tendered and accepted for purchase in accordance with the indenture governing such notes. This prospectus supplement shall not constitute an offer to purchase, a solicitation of an acceptance of the Tender Offer or a notice of redemption for any of the 2017 Notes.

We intend to use proceeds from this offering and cash on hand, to fund the Tender Offer and Consent Solicitation for the 2017 Notes and to pay related fees and expenses and accrued interest. This offering of the notes is not contingent on the closing of the Tender Offer and Consent Solicitation. Credit Suisse Securities (USA) LLC, one of the underwriters in this offering, is the dealer manager for the Tender Offer and the solicitation agent for the Consent Solicitation and certain of the underwriters or their affiliates may hold the 2017 Notes, which they may elect to tender in the Tender Offer and thereby receive a portion of the net proceeds from this offering. See Use of Proceeds and Underwriting.

Retirement of Terex s Senior Vice President and Chief Financial Officer

On October 22, 2012, we announced that Philip C. Widman will be retiring as our Senior Vice President and Chief Financial Officer. We and Mr. Widman have entered into a Transition and Retirement Agreement dated October 19, 2012, pursuant to which Mr. Widman will retire effective March 31, 2013, or such other date that we request, provided that such date will in no event be later than June 30, 2013 (the Retirement Date). We plan to have Mr. Widman continue as our Chief Financial Officer through the Retirement Date to oversee the year-end accounting close and annual audit process, the filing of our Annual Report on Form 10-K for the year ended December 31, 2012 and to facilitate an orderly transition of his responsibilities. We have initiated a search to identify a Chief Financial Officer and expect to conclude the search process expeditiously.

Other Information

Our principal executive offices are located at 200 Nyala Farm Road, Westport, Connecticut 06880, and our telephone number is (203) 222-7170. Terex s website is located at www.terex.com. Terex s website and the information contained on its website is not part of this prospectus supplement, and you should rely only on the information contained in this prospectus supplement and accompanying prospectus (including documents incorporated by reference herein) when making a decision as to whether to invest in the notes.

The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all of the information that may be important to you. For a more complete understanding of the notes, you should read the section of this prospectus supplement entitled Description of the Notes. For purposes of this summary and the Description of the Notes, references to the Company, Terex, issuer, we, our and us refer only to Terex and not to its subsidiaries.

Issuer	Terex Corporation.
Securities Offered	$850.0 million aggregate principal amount of 6.0% Senior Notes due 2021.
Maturity	May 15, 2021.
Issue Price	6.0%, plus accrued interest, if any, from November 26, 2012.
Interest Payment Dates	We will pay interest on the notes semi-annually on May 15 and November 15 of each year, beginning May 15, 2013.
Ranking	The notes:

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will be our senior unsecured obligations;

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will rank equally in right of payment with all of our existing and future senior indebtedness, but will be effectively junior to all of our existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness;

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will be senior in right of payment to all of our existing and future subordinated indebtedness;

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will be fully and unconditionally guaranteed on a senior unsecured basis by the guarantors and are subject to release in specified circumstances upon the occurrence of certain customary conditions; and

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will be structurally subordinated to indebtedness and other liabilities of our non-guarantor subsidiaries.

The guarantee of each guarantor:

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will be a general unsecured obligation of such guarantor;

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will rank equally in right of payment with all existing and future senior indebtedness of such guarantor, but will be effectively junior to all existing and future secured indebtedness of such guarantor, to the extent of the value of the collateral securing such indebtedness;

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will be senior in right of payment to all existing and future subordinated indebtedness of such guarantor.

As of September 30, 2012, on a pro forma basis giving effect to this offering of the notes and the use of proceeds thereof, Terex and its subsidiaries would have had the following indebtedness outstanding: (1) $1.9 billion of senior indebtedness of Terex and/or the guarantors, all of which would either be the notes or related guarantees thereof or would be pari passu in right of payment to the notes and related guarantees and which includes $324.0 million of guarantees of indebtedness of non-guarantors and which also includes $715.9 million of secured indebtedness which would be senior to the notes and related guarantees as to the value of the collateral which secure such indebtedness, (2) $107.5 million of indebtedness which would be subordinated in right of payment to the notes and guarantees offered hereby and (3) $358.6 million of indebtedness of non-guarantor subsidiaries which would be effectively senior to the notes and guarantees offered hereby and which includes $324.0 million of indebtedness which is guaranteed by Terex and/or the guarantors of the notes.

Optional Redemption by Us	We may redeem some or all of the notes at any time prior to November 15, 2016, at a price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium. At any time on or after November 15, 2016 (which may be more than once), we can choose to redeem some or all of the notes at certain specified prices plus accrued interest. See Description of the Notes Optional Redemption.
Optional Redemption after Equity Offerings	At any time (which may be more than once) before November 15, 2015, we can choose to redeem up to 35% of the outstanding notes with an amount equal to amounts we raise in certain equity offerings, as long as we pay 106% of the principal amount of the notes plus accrued interest and at least 65% of the notes originally issued remain outstanding afterwards. See Description of the Notes Optional Redemption.
Change of Control	Upon a change of control, each holder may require us to repurchase all or a portion of the notes at a purchase price of 101% of their principal amount plus accrued interest, if any, to the date of purchase. See Description of the Notes Change of Control.
Covenants	The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to:

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incur or guarantee additional indebtedness;

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pay dividends or make other restricted payments;

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make certain investments;

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permit payment or dividend restrictions on certain of our subsidiaries;

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transfer and sell assets;

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create or incur certain liens;

- engage in certain transactions with affiliates;
- sell stock of subsidiaries; and
- consolidate or merge or sell all or substantially all of our assets and the assets of our subsidiaries.

In addition, we will be obligated to offer to repurchase the notes at a price of 100% of their principal amount plus accrued interest to the date of repurchase in the event of certain asset sales.

These restrictions and prohibitions are subject to a number of important qualifications and exceptions. See Description of the Notes Certain Covenants. The covenants will be suspended during any period of time that the notes have investment grade ratings.

Subject to certain exceptions, the limitation on our ability to make certain dividends and distributions is based on a calculation of our net income, equity issuances and other items since March 31, 1998, rather than since the date of this offering. As of September 30, 2012, we would have had the capacity to make certain payments, including dividends, in excess of $1.1 billion (which is available only upon achievement of a minimum cash flow coverage test and which we currently meet) under the indenture that governs the notes offered hereby. See Description of the Notes Certain Covenants.

Guarantees	The notes will initially be guaranteed on a senior unsecured basis by certain of our existing and future wholly-owned domestic subsidiaries. See Description of the Notes Certain Covenants Future Subsidiary Guarantors.

Use of Proceeds	We intend to use the net proceeds from this offering and cash on hand, to fund the Tender Offer and Consent Solicitation for the 2017 Notes and to pay related fees and expenses and accrued interest. If any or all of the 2017 Notes are not purchased in the Tender Offer, we intend to use a portion of such amounts to fund the redemption, defeasance or discharge of any and all of the then outstanding 2017 Notes in accordance with the indenture governing such notes. The offering of the notes is not contingent on the closing of the Tender Offer. Any remaining proceeds from this offering will be used for general corporate purposes.
No Prior Market	The notes will be new securities for which there is currently no existing market. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so and the underwriters may discontinue any market-making at any time without notice. Accordingly, we cannot assure you that a liquid market for the notes will develop or be maintained.
Trustee	HSBC Bank USA, National Association.
Form	The notes will initially be issued in book-entry form through the facilities of DTC and Euroclear. Such notes will be issued in the form of one or more permanent global notes.
Risk Factors	Your investment in the notes will involve certain risks. See Risk Factors and other information included and incorporated by reference in this prospectus supplement for a discussion of the factors you should consider carefully before deciding to invest.

For more complete information about the notes, see the Description of the Notes section of this prospectus supplement.

Summary Consolidated Historical Financial Data

The following table sets forth our summary historical consolidated financial data as of and for the nine months ended September 30, 2012 and 2011, and as of and for each of the five fiscal years in the five-year period ended December 31, 2011. The summary historical consolidated financial data as of and for each of the five fiscal years in the five-year period ended December 31, 2011 have been derived from our audited historical consolidated financial statements and related notes as presented in our Current Report on Form 8-K, as filed with the SEC on November 1, 2012 and incorporated by reference in this prospectus supplement. The summary historical consolidated financial data as of September 30, 2012 and for the nine months ended September 30, 2012 and 2011 have been derived from our unaudited consolidated financial statements and related notes as presented in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed with the SEC on October 29, 2012 and incorporated by reference in this prospectus supplement, and Management s Discussion and Analysis of Financial Condition and Results of Operations, incorporated by reference herein.

The results of operations of Demag Cranes AG have been included as of August 16, 2011, which is the date on which we acquired approximately 81% of its shares.

The results of operations for the periods presented below are not necessarily indicative of the results to be expected for any future period. The summary historical consolidated financial data should be read together with our audited historical consolidated financial statements and related notes presented in our Current Report on Form 8-K, as filed with the SEC on November 1, 2012, and our unaudited consolidated financial statements and related notes presented in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed with the SEC on October 29, 2012, both of which are incorporated by reference in this prospectus supplement.

						Nine Months Ended	
	Year Ended December 31,					**September 30,**	
(dollars in millions)	**2007**	**2008**	**2009**	**2010**	**2011**	**2011**	**2012**
Statement of Operations Data:							
Net sales(1)	$ 7,568.5	$ 7,958.9	$ 3,858.4	$ 4,418.2	$ 6,504.6	$ 4,548.0	$ 5,652.9
Cost of goods sold	(5,962.5)	(6,427.8)	(3,561.4)	(3,815.3)	(5,544.3)	(3,890.3)	(4,514.9)
Gross profit	1,606.0	1,531.1	297.0	602.9	960.3	657.7	1,138.0
Selling, general and administrative expenses	(784.9)	(1,360.3)	(698.7)	(676.7)	(879.1)	(607.6)	(767.3)
Income (loss) from operations	821.1	170.8	(401.7)	(73.8)	81.2	50.1	370.7
Income (loss) from continuing operations before income taxes	783.2	84.0	(523.8)	(238.3)	84.5	94.0	192.1
Income (loss) from continuing operations	527.6	(74.7)	(406.4)	(211.5)	34.1	37.5	130.4
Income (loss) from discontinued operations net of tax	91.6	150.4	21.7	(15.3)	5.8	5.8	2.5
Gain (loss) on disposition of discontinued operations net			(12.6)	589.3	0.8	(0.5)	2.3

of tax							
Net income (loss)	619.2	75.7	(397.3)	362.5	40.7	42.8	135.2
Consolidated Statement of Cash Flows Data:							
Depreciation and amortization	$ 64.1	$ 80.3	$ 93.4	$ 104.8	$ 126.6	$ 89.3	$ 112.3
Stock-based compensation expense	64.9	58.2	31.8	34.9	23.4	18.3	22.1
Capital expenditures	(94.1)	(103.6)	(50.4)	(55.0)	(79.1)	(63.6)	(56.1)
Acquisition of businesses, net of cash acquired	(11.2)	(481.5)	(9.8)	(12.8)	(1,035.2)	(1,013.5)	(3.4)
Proceeds from disposition of discontinued operations				1,002.0	0.5		
Proceeds from sale of assets	12.1	20.6	6.1	10.0	539.6	537.0	31.3
Consolidated Balance Sheet Data (end of period):							
Cash and cash equivalents	$ *	$ 450.4	$ 929.5	$ 894.2	$ 774.1	$ 684.9	$ 542.6
Trade receivables	*	782.8	593.8	782.5	1,178.1	1,202.3	1,174.1
Inventories	*	1,635.1	1,343.9	1,448.7	1,758.1	1,893.5	1,760.9
Property, plant and equipment net	*	408.4	605.0	573.5	835.5	879.3	805.9
Total assets	*	5,445.4	5,713.8	5,516.4	7,063.4	7,326.7	6,754.3
Total debt (including current portion)	*	1,435.5	1,966.4	1,686.3	2,300.4	2,316.6	2,063.8
Stockholders' equity	*	1,743.9	1,674.4	2,111.4	2,188.4	2,268.8	2,074.1
Other Data (unaudited):							
EBITDA (2)(4)	$ 883.1	$ 247.9	$ (313.3)	$ 23.1	$ 199.7	$ 134.3	$ 475.7
Adjusted EBITDA (3)	948.0	766.0	(226.8)	85.2	332.3	218.9	518.3

(1)

Net sales for the 12 months ended September 30, 2012 was $7,609.5 million, which was derived by adding net sales for the nine months ended September 30, 2012 ($5,652.9) million to net sales for the three months ended December 31, 2011 ($1,956.6) million.

(2)

EBITDA represents income (loss) from operations before depreciation and amortization. EBITDA is a non-U.S. generally accepted accounting principle (GAAP) measure. We present EBITDA because it is used by management to evaluate operating performance. We consider EBITDA an important supplemental measure of our performance because the calculation adjusts for items that we believe are not indicative of our core operating performance. Our management uses EBITDA to evaluate the operating performance of our business, to aid in period-to-period comparability, for planning and forecasting purposes and to measure results against forecasts. We believe EBITDA is also useful to investors because it is a measure frequently used by securities analysts, investors and others in the evaluation of companies.

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EBITDA has limitations as an analytical tool, and it does not represent, and should not be considered an alternative to income (loss) from operations as defined by U.S. GAAP. Some of these limitations are:

.

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

.

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

.

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

.

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.

We compensate for these limitations by relying primarily on our U.S. GAAP results and using EBITDA only supplementally. See the consolidated statements of income included in the audited consolidated financial statements of Terex incorporated by reference in this prospectus supplement. Please see footnote (4) below for a reconciliation of income (loss) from operations to EBITDA.

(3)

We present Adjusted EBITDA as a further supplemental measure of our performance. We use Adjusted EBITDA to compare our operating performance over various reporting periods because we believe it provides the most meaningful view of our ongoing operations since it removes from our operating results the impact of items that do not reflect our core operating performance. We believe Adjusted EBITDA is helpful to investors and other interested parties because it provides such persons with the same information that our management uses internally for purposes of assessing our operating performance.

We prepare Adjusted EBITDA by adjusting EBITDA to eliminate the impact of a number of items. We explain how each adjustment is derived in footnote (4) below. Potential investors are encouraged to evaluate each adjustment for supplemental analysis. As an analytical tool, Adjusted EBITDA is subject to all the same limitations applicable to EBITDA. In addition, other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure. In evaluating Adjusted EBITDA, you should also be aware that in the future we may incur expenses similar to the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or extraordinary items. Please see footnote (4) below for a reconciliation of income (loss) from operations to EBITDA and Adjusted

EBITDA.

(4)

The following table provides an unaudited reconciliation of income (loss) from operations to EBITDA and Adjusted EBITDA. The financial data for the 12 months ended September 30, 2012 set forth in the table below was derived by adding the financial data for the nine months ended September 30, 2012 to the three months ended December 31, 2011, and includes the results of Demag Cranes AG.

	Year ended December 31,					Nine Months Ended September 30,		Three Months Ended December 31,	12 Months Ended September 30,
(dollars in millions)	**2007**	**2008**	**2009**	**2010**	**2011**	**2011**	**2012**	**2011**	**2012**
Income (loss) from operations	$821.1	$170.8	$(401.7)	$(73.8)	$ 81.2	$ 50.1	$ 370.7	$ 31.1	$ 401.8
Depreciation and amortization	64.1	80.3	93.4	104.8	126.6	89.3	112.3	37.3	149.6
Bank fee amortization not included in income (loss) from operations	(2.1)	(3.2)	(5.0)	(7.9)	(8.1)	(5.1)	(7.3)	(3.0)	(10.3)
EBITDA (unaudited)	883.1	247.9	(313.3)	23.1	199.7	134.3	475.7	65.4	541.1
Restructuring and related items (a)			54.7	30.8	63.5	47.9	8.2	15.6	23.8
Acquisition-related adjustments (b)					41.4	19.3		22.1	22.1
Stock-based compensation (c)	64.9	58.2	31.8	34.9	23.4	18.3	22.1	5.1	27.2
Other adjustments (d)		459.9		(3.6)	4.3	(0.9)	12.3	5.2	17.5
Adjusted EBITDA (unaudited)	$948.0	$766.0	$(226.8)	$ 85.2	$ 332.3	$ 218.9	$ 518.3	$ 113.4	$ 631.7

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a)

Restructuring and related items included costs for severance, employee benefits, facility costs, asset impairment and other charges related to facility closures or realignment.

b)

Acquisition-related adjustments include $41.4 million for amortization of the fair value adjustment recorded for inventory acquired.

c)

Stock-based compensation reflects non-cash expenses recorded for our various share based compensation plans.

d)

Other adjustments primarily relate to the write-down of an acquisition related note in 2012, to charges recorded for supplier quality issues in 2011, the positive impact of changes in VAT obligations for 2010, and goodwill impairment charges in 2008.

RISK FACTORS

Any investment in the notes involves a high degree of risk. You should carefully consider the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2011, as well as the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, and the risk factors set forth below before deciding to invest in the notes. Such risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. The occurrence of any of the events or actions described in these risk factors may have a material adverse effect on our business or financial performance. This prospectus supplement and the accompanying prospectus contain or incorporate statements that constitute forward-looking statements regarding, among other matters, our intent, belief or current expectations about our business. These forward-looking statements are subject to risks, uncertainties and assumptions. See Forward-Looking Statements on page S-ii of this prospectus supplement.

Risks Related to This Offering

Our level of indebtedness could impair our financial flexibility, competitive position, financial condition and could prevent us from fulfilling our obligations under the notes offered hereby.

On an adjusted basis, after giving effect to this offering and the use of proceeds therefrom (see Use of Proceeds), we would have had approximately $2.1 billion of indebtedness outstanding as of September 30, 2012. We would also have had $440.4 million of availability for borrowing under our revolving credit facility at September 30, 2012. If any or all of the 2017 Notes are not purchased in the Tender Offer, we intend to use a portion of the net proceeds from this offering and certain other cash amounts to fund the redemption, defeasance or discharge of any and all of the then outstanding 2017 Notes in accordance with the indenture governing such notes. We are permitted by the terms of the notes offered hereby and our other indebtedness to incur substantial additional indebtedness, subject to certain restrictions. See Description of the Notes and Description of Certain Indebtedness. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, could have a material adverse effect on our business, financial condition and results of operations.

Our substantial indebtedness could have important consequences for you. For example, it could:

.

make it more difficult for us to satisfy our obligations under our indebtedness, including the notes offered hereby;

.

limit our ability to borrow money or to sell or transfer assets in order to fund future working capital, capital expenditures, any future acquisitions, debt service requirements and other general business requirements;

.

require us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;

·

increase our vulnerability to general adverse economic and industry conditions;

·

limit our ability to respond to business opportunities; and

·

subject us to financial and other restrictive covenants, which, if we fail to comply with these covenants and our failure is not waived or cured, could result in an event of default under our indebtedness.

Any of the above listed factors could materially adversely affect our business, financial condition and results of operations.

The terms of our bank credit facility and the indentures governing our Existing Notes and the notes offered hereby may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

Our bank credit facility and the indentures governing our 4% Convertible Senior Subordinated Notes due 2015 (the 2015 Notes), the 2017 Notes, and the 6.5% Senior Notes (together with the 2015 Notes and the 2017 Notes, the Existing Notes) and the notes offered hereby contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants that will impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

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incur or guarantee additional debt;

·

pay dividends and make other restricted payments;

·

create or incur certain liens;

·

make certain investments and capital expenditures;

·

acquire new businesses;

·

engage in sales of assets and subsidiary stock;

·

enter into transactions with affiliates; and

·

transfer all or substantially all of our assets or enter into merger or consolidation transactions.

We have debt outstanding and must comply with restrictive covenants in our debt agreements.

These covenants also require us to meet certain financial tests. Specifically, these financial tests are a consolidated leverage ratio test and a consolidated fixed charge coverage ratio test, as such tests are defined in our debt agreements. While we are currently in compliance with the financial covenants, increases in our debt or decreases in our earnings could cause us to fail to comply with these financial covenants. A failure to comply with our debt covenants could result in an event of default that, if not cured or waived, could have a material adverse effect on our business, financial condition and results of operations.

If we default on our bank credit facility or the indentures governing the Existing Notes or our other indebtedness, the lenders thereunder:

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will not be required to lend any additional amounts to us; and

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could in certain circumstances elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable,

either of which could result in an event of default under the indenture governing the notes offered hereby. In addition, changes in economic or business conditions, results of operations or other factors could cause us to default under our debt agreements. A default, if not waived by our lenders, could result in acceleration of our debt and possibly bankruptcy.

Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations, including making payments on the notes.

Our business may not generate sufficient cash flow from operating activities. Our ability to make payments on and to refinance our debt, including the notes offered hereby, and to fund planned capital expenditures will depend on our ability to generate cash in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Lower revenues, or uncollectible receivables, generally will reduce our cash flow.

We cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our bank credit facility or otherwise, in an amount sufficient to fund our liquidity needs, including the payment of principal and interest on the notes offered hereby. We cannot guarantee you that we will be able to obtain enough capital to service our debt and fund our planned capital expenditures and business plan.

If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes offered hereby. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements, including our bank credit facility and the indentures governing the Existing Notes and the notes offered hereby, may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate these dispositions for fair market value or at all. Furthermore, any proceeds that we could realize from any dispositions may not be adequate to meet our debt service obligations then due.

Our ratio of earnings to fixed charges was 1.5x and 1.9x for the year ended December 31, 2011 and the nine months ended September 30, 2012, respectively. On an adjusted basis after giving effect to the offering of the notes and the Tender Offer, our ratio of earnings to fixed charges would have been 1.6x and 2.0x during such periods, respectively.

We depend upon the operations of our subsidiaries.

Our ability to make interest and principal payments when due to holders of the notes depends upon the receipt of sufficient funds from our subsidiaries. Substantially all of our consolidated assets are held by our subsidiaries and substantially all of our cash flow and net income are generated by our subsidiaries. See Note S Consolidating Financial Statements to our Current Report on Form 8-K, as filed with the SEC on November 1, 2012 and Note P Consolidating Financial Statements to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which provide information relating to our guarantor and non-guarantor subsidiaries.

The notes will be structurally subordinated to all liabilities of our non-guarantor subsidiaries, including senior subordinated obligations of such subsidiaries.

The notes are structurally subordinated to indebtedness and other liabilities of our non-guarantor subsidiaries, including our non-guarantor foreign subsidiaries. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, these subsidiaries would pay the holders of their debts, preferred equity interests and their trade creditors before they would be able to distribute or transfer any of their assets to us. As of September 30, 2012, our non-guarantor subsidiaries, excluding unrestricted subsidiaries, had $358.1 million of third-party debt outstanding.

Our non-guarantor subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the notes, or to make any funds available therefor, whether by dividends, loans, distributions or other payments. Any right that we have to receive any assets of any of the non-guarantor subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of notes to realize proceeds from the sale of any of those subsidiaries assets, will be subordinated to the claims of those subsidiaries creditors, including trade creditors and holders of preferred equity interests of those subsidiaries.

Your right to receive payments on the notes offered hereby is junior to our existing and future secured debt.

The notes and the guarantees will be general unsecured senior obligations ranking effectively junior to all our existing and future secured debt and that of any subsidiary guarantor, including obligations under our revolving credit facility, to the extent of the value of the assets securing the debt. Our obligations under our bank credit facility are secured by a security interest in substantially all of our property, including inventory, equipment, receivables and intangible assets such as licenses, trademarks and customer lists. At September 30, 2012, we had approximately $715.9 million of outstanding secured indebtedness, in U.S. dollar and Euro denominated term loans under the Credit Agreement. In addition, we are permitted, subject to certain limitations, to incur additional indebtedness under the indenture relating to the notes, which may be secured. See Capitalization and Description of the Notes Certain Covenants Limitation on Liens. If we become insolvent or are liquidated, or if payment under our bank credit facility or future secured debt is accelerated, lenders under the bank credit facility and holders of the future secured debt would be entitled to exercise the remedies available to a secured lender. Holders of the notes will participate ratably in our remaining assets with all holders of our unsecured indebtedness that does not rank junior to the notes, including all of our other general creditors, based upon the respective amounts owed to each holder or creditor. In any of the foregoing events, there may not be sufficient assets to pay amounts due on the notes. As a result, holders of the notes would likely receive less, ratably, than holders of secured indebtedness. We cannot assure you that the liquidation value of our assets would be sufficient to repay in full the indebtedness under the bank credit facility and our other indebtedness, including the notes offered hereby.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the notes offered hereby.

Any default under the agreements governing our indebtedness could prohibit us from making payments of principal, premium, if any, or interest on the notes and could substantially decrease the market value of the notes offered hereby. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, or interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest. More specifically, the lenders under our revolving credit facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or litigation.

Despite our current levels of debt, we may still incur substantially more debt and increase the risks associated with our proposed leverage.

The provisions contained or to be contained in the agreements relating to our indebtedness limit but do not prohibit our ability to incur additional indebtedness and the amount of indebtedness that we could incur could be substantial. Accordingly, we or our subsidiaries could incur significant additional indebtedness in the future, much of which could constitute secured indebtedness. If we incur any additional debt that ranks equally with the notes offered hereby, the holders of that debt will be entitled to share ratably with the holders of these notes in any proceeds distributed in connection with any bankruptcy, liquidation, reorganization or similar proceedings. If new debt is added to our current debt levels, the related risks that we now face could intensify. See Description of the Notes Certain Covenants Limitation on Indebtedness and Preferred Stock.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase. A change of control under the indenture governing the notes offered hereby would also constitute a change of control under the indentures governing the Existing Notes and the credit agreement governing the bank credit facility. We may not have sufficient financial resources to repurchase all of the notes and/or the Existing Notes that are tendered upon a change of control or prepay loans under our bank credit facility. A failure to repurchase the notes and/or the Existing Notes when required would result in a default under the indenture governing the notes offered hereby and the Existing Notes as well as the credit agreement governing the bank credit facility. See Description of the Notes Change of Control.

In addition, you should note that recent case law suggests that, in the event that incumbent directors are replaced as a result of a contested election, issuers may nevertheless avoid triggering a change of control under a clause similar to clause (3) of the definition of Change of Control under the caption Description of the Notes Certain Definitions, if the outgoing directors were to approve the new directors for the purpose of such change of control clause.

Federal and state statutes allow courts, under specific circumstances, to cancel the guarantees of the notes under fraudulent transfer law.

The notes will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by certain of our existing and future wholly owned domestic subsidiaries. Under federal bankruptcy law and comparable provisions of state fraudulent transfer laws, in certain circumstances a court could cancel a guarantee and order the return of any payments made thereunder to the subsidiary or to a fund for the benefit of its creditors.

A court might take these actions if it found, among other things, that when the guarantor incurred the debt evidenced by its guarantee (i) it received less than reasonably equivalent value or fair consideration for the incurrence of the debt and (ii) any one of the following conditions was satisfied:

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the guarantor was insolvent or rendered insolvent by reason of the incurrence;

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

.

the guarantor intended to incur, or believed (or reasonably should have believed) that it would incur, debts beyond its ability to pay as those debts matured.

In applying the above factors, a court would likely find that a guarantor did not receive fair consideration or reasonably equivalent value for its guarantee, except to the extent that it benefited directly or indirectly from the notes issuance. The determination of whether a guarantor was or was not rendered insolvent when it entered into its guarantee will vary depending on the law of the jurisdiction being applied. Generally, an entity would be considered insolvent if the sum of its debts (including contingent or unliquidated debts) is greater than all of its assets at a fair valuation or if the present fair salable value of it assets is less than the amount that will be required to pay its probable liability on its existing debts, including contingent or unliquidated debts, as they mature.

If a court canceled a guarantor s guarantee, you would no longer have a claim against that guarantor or its assets. Our assets and the assets of the remaining guarantors may not be sufficient to pay the amount then due under the notes.

Under the indenture that governs the notes offered hereby, we would have had the capacity to make certain payments, including dividends, in excess of $1.1 billion as of September 30, 2012.

The indenture that governs the notes offered hereby limits our ability to make certain payments, including dividends, loans or investments or the redemption or retirement of any equity interests and indebtedness subordinated to the notes. However, subject to certain exceptions, these limitations are based on a calculation of our net income, equity issuances and other items since March 31, 1998, rather than since the date of this offering. Accordingly, as of September 30, 2012, we would have had the capacity to make certain payments, including dividends, in excess of $1.1 billion (which is available only upon achievement of a minimum cash flow coverage test, which we currently meet) under the indenture that governs the notes offered hereby. See Description of the Notes Certain Covenants.

Adverse changes in our credit ratings could negatively affect our financing ability.

Our credit ratings may affect the amount of capital we can access, as well as the terms and pricing of any debt we may incur. There can be no assurance that we will be able to maintain our current credit ratings. In the event that our current credit ratings are downgraded or removed, we would most likely incur higher borrowing costs and experience greater difficulty in obtaining additional financing, which would in turn have a material adverse impact on our financial condition, results of operations, and liquidity.

There may be no active trading market for the notes offered hereby, and if one develops, it may not be liquid.

The notes are a new issue of securities for which there is currently no trading market. We do not intend to apply for a listing of the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. As a result, we cannot assure you that a market will develop for the notes or that you will be able to sell your notes. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price. Future trading prices of the notes will depend on many factors, including prevailing interest rates, the market for similar securities, the price of our underlying common stock, general economic conditions and our financial condition, performance and prospects. The underwriters have advised us that they intend to make a market for the notes, but they are not obligated to do so. The underwriters may terminate their market making activities at any time, in their sole discretion, which could negatively impact your ability to sell the notes or the prevailing market price at the time you choose to sell. In addition, such market making will be subject to limitations imposed on the Securities Act and other applicable laws and regulations. As a result, there can be no assurance that an active trading market for the notes will develop or, if one does develop, that will be maintained.

USE OF PROCEEDS

The net proceeds from the issuance and sale of the notes will be approximately $835.5 million, after deducting the underwriting discount and our estimated expenses for the offering. We intend to use the net proceeds from this offering and cash on hand, to fund the Tender Offer and Consent Solicitation for the 8.0% Senior Subordinated Notes due November 15, 2017 and to pay related fees and expenses, and accrued interest. If any or all of the 2017 Notes are not purchased in the Tender Offer, we intend to use a portion of such amounts to fund the redemption, defeasance or discharge of any and all of the then outstanding 2017 Notes in accordance with the indenture governing such notes. This offering of the notes is not contingent on the closing of the Tender Offer. Any remaining proceeds from this offering will be used for general corporate purposes.

Credit Suisse Securities (USA) LLC is the dealer manager for the Tender Offer and solicitation agent on the Consent Solicitation, and certain of the underwriters or their affiliates may hold the 2017 Notes, which they may elect to tender in the Tender Offer and thereby receive a portion of the net proceeds from this offering. See Underwriting.

CAPITALIZATION

The following table shows our cash and cash equivalents and our capitalization as of September 30, 2012 on:

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an actual basis; and

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an as adjusted basis to give effect to (i) this offering and (ii) the use of proceeds therefrom to fund the Tender Offer and Consent Solicitation for the 2017 Notes, assuming all of the 2017 Notes are tendered prior to the Consent Date, and pay related fees and expenses and accrued interest.

This table should be read together with the Use of Proceeds and Risk Factors included and incorporated by reference in this prospectus supplement and the consolidated financial statements and the related notes thereto incorporated by reference in this prospectus supplement. The actual size of this offering may vary from the amounts set forth below and the use of proceeds may change accordingly.

	As of September 30, 2012			
		Actual		**As Adjusted**
(dollars in millions)				(unaudited)
Cash and cash equivalents	$	542.6	$	541.6
Debt:				
Revolving credit facility (1)	$		$	
Term loan credit facilities (2)		704.4		704.4
6.0% Senior Notes due 2021 offered hereby				850.0
6.5% Senior Notes due 2020		300.0		300.0
4% Convertible Senior Subordinated Notes due 2015		107.5		107.5
8% Senior Subordinated Notes due 2017(3)		800.0		
Capital lease obligations		5.9		5.9
Other		146.0		146.0
Total debt		2,063.8		2,113.8
Stockholders equity		2,074.1		2,047.3
Total capitalization	$	4,137.9	$	4,161.1

(1)

Our 2011 bank credit facility provides us with a revolving line of credit of up to $500 million. The revolving line of credit consists of $250 million of available domestic revolving loans and $250 million of available multicurrency revolving loans. We had no outstanding borrowings and $440.4 million available for borrowing under our revolving credit facility at September 30, 2012.

(2)

Our 2011 bank credit facility provides us with a $451.8 million term loan and a €196.4 million term loan. See "Description of Certain Indebtedness." The Credit Agreement also provides unlimited incremental commitments, subject to certain conditions, which may be extended at the option of the lenders and can be in the form of revolving credit commitments, term loan commitments or a combination of both. See Description of Certain Indebtedness.

(3)

We intend to use the net proceeds from this offering of the notes and cash on hand, to repurchase and/or redeem the 2017 Notes and to pay related fees and expenses and accrued interest. See Use of Proceeds.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratio of earnings to fixed charges for the periods indicated:

	For the Year Ended December 31,					Nine Months Ended September 30,
	2007	**2008**	**2009**	**2010**	**2011**	**2012**
Ratio of earnings to fixed charges (1)(2)	9.8x	1.7x	x (3)	x (3)	1.5x	1.9x
Pro forma adjusted ratio of earnings to fixed charges for this offering					1.6x (4)	2.0x
Amount of earnings deficiency for coverage of fixed charges (5)			$ 524.1	$ 239.6		

(1)

For purposes of this definition, earnings are defined as income (loss) from continuing operations before income taxes and cumulative effect of change in accounting principle excluding noncontrolling interest in consolidated subsidiaries and undistributed (income) loss of less than 50% owned investments, plus distributions from less than 50% owned investments and fixed charges. Fixed charges are the sum of interest expense, including debt discount amortization, amortization/writeoff of debt issuance costs and portion of rental expense representative of interest factor.

(2)

There are no shares of preferred stock outstanding.

(3)

Less than 1.0x.

(4)

The pro forma adjusted ratio of earni