TEREX CORP
Form 424B5
November 07, 2007

The information in this prospectus supplement and the accompanying prospectus relates to an effective registration statement under the Securities Act of 1933, but is not complete may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)5
Registration No. 333-144796

SUBJECT TO COMPLETION, DATED NOVEMBER 6, 2007
PRELIMINARY PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED NOVEMBER 6, 2007

$500,000,000

% Senior Subordinated Notes due 2015
% Senior Subordinated Notes due 2017

We are offering $ aggregate principal amount of our % Senior Subordinated Notes due 2015 (the 2015 notes) and $ aggregate principal amount of our % Senior Subordinated Notes due 2017 (the 2017 notes and, together with the 2015 notes, the notes). We will pay interest on the notes semi-annually on each and , commencing on , 2008. The 2015 notes will mature on , 2015 and the 2017 notes will mature on , 2017. We may redeem the 2015 notes, in whole or in part, on or after , 2011 and the 2017 notes, in whole or in part, on or after , 2012, at the respective redemption prices set forth in this prospectus supplement. Prior to , 2011 and , 2012, respectively, we may redeem the 2015 notes and/or the 2017 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 , 2010, we may redeem up to 35% of the 2015 notes and up to 35% of the 2017 notes from the proceeds of certain equity offerings.

The notes will be our senior subordinated obligations and will be subordinated in right of payment to all of our senior indebtedness. See Description of the Notes for a complete description of the terms of the notes.

Investing in the notes involves certain risks. See Risk Factors beginning on page S-13.

	Price to Public	Underwriters Discounts and Commissions	Proceeds to the Company
Per note	%	%	%
Total	$	$	$

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.

Delivery of the notes, in book-entry form only through The Depository Trust Company, will be made on or about , 2007.

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

Joint Book-Running Managers

Credit Suisse **Citi** **UBS Investment Bank**

Lead Manager

Banc of America Securities LLC

Co-Managers

ABN AMRO Incorporated	**CALYON**
Dresdner Kleinwort	**HSBC**

Morgan Stanley

The date of this prospectus supplement is , 2007.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

You should carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus delivered in connection with this offering. 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 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 documents incorporated by reference into this prospectus supplement and the accompanying prospectus and the additional information described under the heading Incorporation of Documents by Reference.

S-i

FORWARD-LOOKING STATEMENTS

This prospectus supplement, including the sections entitled Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, and the accompanying prospectus, including the documents incorporated therein by reference, contains forward-looking statements that involve certain contingencies and uncertainties. Generally, the words may, expects, intends, anticipates, plans, projects, estimates and the negative 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 our 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:

- our businesses are highly cyclical and weak general economic conditions may affect the sales of our products and our financial results;
- our business is sensitive to fluctuations in interest rates and government spending;
- our ability to successfully integrate acquired businesses;
- our retention of key management personnel;
- our businesses are very competitive and may be affected by pricing, product initiatives and other actions taken by competitors;
- the effects of changes in laws and regulations;
- our business is international in nature and is subject to changes in exchange rates between currencies, as well as international politics;
- our continued access to capital and ability to obtain parts and components from suppliers on a timely basis at competitive prices;
- the financial condition of suppliers and customers, and their continued access to capital;
- our ability to timely manufacture and deliver products to customers;
- possible work stoppages and other labor matters;
- our debt outstanding and the need to comply with restrictive covenants contained in our debt agreements;
- our ability to maintain adequate disclosure controls and procedures, maintain adequate internal control over financial reporting and file our periodic reports with the SEC on a timely basis;
- our implementation of a global enterprise system and its performance;
- the investigations by the SEC and the U.S. Department of Justice, Antitrust Division;
- compliance with applicable environmental laws and regulations;
- product liability claims and other liabilities arising out of our business; and
- 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 made in this prospectus supplement reflect our expectations and projections as of the date of this prospectus supplement. We do not undertake any obligation to update publicly any forward-looking statement, which may result from changes in events, conditions, circumstances or expectations on which we have based any forward-looking statement, except as required by law.

SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement. This summary is not complete and may not contain all of the information that you should consider before investing in the notes. You should read the entire prospectus supplement carefully, including the Risk Factors section and the financial statements and notes to these statements contained or incorporated by reference in this prospectus supplement or in our filings with the Securities and Exchange Commission. All references in this prospectus supplement to we, us, our, Terex or the Company mean Terex Corporation and its subsidiaries, unless indicated otherwise. All financial information herein excludes discontinued operations, unless the context otherwise requires or where otherwise indicated. In this prospectus supplement, we refer to certain financial measures that are not recognized under U.S generally accepted accounting principles, or GAAP. See Summary Consolidated Financial Information Presentation of Financial and Other Information.

Our Company

We are a diversified global manufacturer of capital equipment focused on delivering reliable, customer relevant solutions for the construction, infrastructure, quarrying, mining, shipping, transportation, refining and utility industries. We operate in five reportable segments: (i) Terex Aerial Work Platforms; (ii) Terex Construction; (iii) Terex Cranes; (iv) Terex Materials Processing & Mining; and (v) Terex Roadbuilding, Utility Products and Other. We remain focused on delivering products that are reliable, cost-effective and improve our customers return on invested capital, or ROIC. Our products are manufactured at plants in North America, Europe, Australia, Asia and South America, and are sold worldwide. The diversity and balance of our business are shown below in the composition of our net sales by segment and by geography for the fiscal year ended December 31, 2006, excluding the impact of corporate eliminations:

Our Company was originally incorporated in Delaware in October 1986 as Terex U.S.A., Inc. We have grown at a rapid rate since that time, achieving $7.6 billion of net sales in 2006, a 24.2% increase from our $6.2 billion of net sales in 2005. Since 2002, most of our growth has been achieved organically, as we focus on becoming a superb operating company under the Terex franchise. Our significant net sales growth and operating margin expansion from 2002 through 2006 are shown below.

We continue to focus on integrating the companies that we have acquired. In the past, our Company operated in a decentralized manner. However, we have increasingly coordinated our operations to improve our business. We are becoming a more unified operating company, one that combines the strengths of many different people, products and technologies under one global umbrella. We have concentrated on improving our financial reporting and will continue to focus on integrating other aspects of our business as well.

In 2005, we announced an internal improvement plan, the Terex Business System or TBS. The Terex Business System is based on lean principles and lean thinking as applied to every aspect of our business. This initiative provides the framework for our Company s activities for years to come, with progress already achieved during 2006. We use ROIC to measure the effectiveness of these initiatives, and have established the goal of delivering an average of 20% or greater ROIC through an economic cycle.

In addition, we are focusing on expanding our business globally, with an increased emphasis on developing markets such as China, India, Russia, the Middle East and Latin America. We have established several joint ventures as well as a number of wholly owned operations as part of this business development process.

Backlog

Our backlog, which we define as firm orders that are expected to be filled within one year, has increased substantially over the past several years, rising from $399.9 million as of December 31, 2002 to $4.1 billion as of September 30, 2007. This represents an increase of more than $3.6 billion over that period. We believe the disclosure of backlog aids in the analysis of our customers demand for our products, as well as our ability to meet that demand. We anticipate continued strong end markets for the remainder of 2007 and 2008, with most of our products continuing to participate in an expanding global marketplace. The growth in our backlog, as shown in the table below, mainly reflects a continued sharp increase in crane orders, which are outpacing our ability to manufacture and deliver products to our customers, as well as favorable order activity in the Construction segment and the Materials Processing & Mining segment.

Below is a chart showing our backlog as of September 30, 2007, as well as a year-over-year comparison:

	As of September 30,		Variance	
	2007	2006	$	%
	($ amounts in millions)			
Aerial Work Platforms	$ 649.8	$ 517.3	$ 132.5	25.6%
Construction	731.6	335.5	396.1	118.1%
Cranes	1,741.8	1,017.6	724.2	71.2%
Materials Processing & Mining	792.5	372.2	420.3	112.9%
Roadbuilding, Utility Products and Other	142.4	224.1	(81.7)	(36.5)%
Total	$ 4,058.1	$ 2,466.7	$ 1,591.4	64.5%

Terex Aerial Work Platforms

Our Aerial Work Platforms segment designs, manufactures and markets aerial work platform equipment, telehandlers, light construction equipment and construction trailers. Products include material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, telehandlers, construction trailers, trailer-mounted light towers, power buggies, generators, related components and replacement parts, and other products. Customers in the construction and building maintenance industries use these products to build and/or maintain large physical assets and structures. For the nine months ended September 30, 2007, our Aerial Work Platforms segment accounted for approximately 26% of our net sales, delivering 11.1% growth year-over-year with operating margin improving from 18.3% to 20.5%.

Terex Construction

Our Construction segment designs, manufactures and markets two primary categories of equipment and their related components and replacement parts: heavy construction equipment (including off-highway trucks, scrapers, hydraulic excavators, large wheel loaders, material handlers and truck mounted articulated hydraulic cranes) and compact construction equipment (including loader backhoes, compaction equipment, mini and midi excavators, site dumpers and wheel loaders). Construction, logging, mining, industrial and government customers use these products in construction and infrastructure projects and in coal, minerals, sand and gravel operations. For the nine months ended

September 30, 2007, our Construction segment accounted for approximately 21% of our net sales, delivering 18.5% growth year-over-year with operating margin improving from 2.1% to 3.2%.

Terex Cranes

Our Cranes segment designs, manufactures and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, truck mounted cranes (boom trucks) and telescopic container stackers, as well as their related replacement parts and components. These products are used primarily for construction, repair and maintenance of infrastructure, building and manufacturing facilities. For the nine months ended September 30, 2007, our Cranes segment accounted for approximately 24% of our net sales, delivering 26.9% growth year-over-year with operating margin improving from 8.2% to 11.0%.

Terex Materials Processing & Mining

Our Materials Processing & Mining segment designs, manufactures and markets crushing and screening equipment (including crushers, impactors, washing systems, screens, trommels and feeders), hydraulic mining excavators, high capacity surface mining trucks, drilling equipment, related components and replacement parts, and other products. Construction, mining, quarrying and government customers use these products in construction and commodity mining. For the nine months ended September 30, 2007, our Materials Processing & Mining segment accounted for approximately 22% of our net sales, delivering 20.8% growth year-over-year with operating margin improving from 11.6% to 11.8%.

Terex Roadbuilding, Utility Products and Other

Our Roadbuilding, Utility Products and Other (Roadbuilding/Utility) segment designs, manufactures and markets asphalt and concrete equipment (including pavers, plants, mixers, reclaimers, stabilizers and profilers), landfill compactors and utility equipment (including digger derricks, aerial devices and cable placers), as well as related components and replacement parts. Government, utility and construction customers use these products to build roads, construct and maintain utility lines, trim trees and for other commercial operations. We also own much of the North American distribution channel for the utility products group through our Terex Utilities distribution network. These operations distribute, install and rent our utility aerial devices and digger derricks as well as other products that service the utility industry. They also provide parts and service support for a variety of our other products, including mixers and aerial devices. We also operate a fleet of rental utility products in the United States and Canada. In addition, this segment includes Terex Financial Services (TFS), through which we facilitate loans and leases between customers and various financial institutions. In Europe, Terex Financial Services Holding B.V. (TFSH), our joint venture with a European financial institution, assists customers in the acquisition of our products. For the nine months ended September 30, 2007, our Roadbuilding/Utility segment accounted for approximately 7% of our net sales, declining 10.1% year-over-year with operating margin decreasing from 4.4% to 0.8%.

Business Strategy

Our mission is to delight our current and future construction, infrastructure, mining and other customers with value added offerings that exceed their current and future needs. To achieve our mission we must attract the best people by creating a Terex culture that is safe, exciting, creative, fun and embraces continuous improvement.

Our vision focuses on the Company s core constituencies of customers, stakeholders and team members:

Customers: We aim to be the most customer responsive company in the industry as determined by our customers.

Stakeholders: We aim to be the most profitable company in the industry as measured by ROIC.

Team Members: We aim to be the best place to work in the industry as determined by our team members.

We have grown our net sales and operating income from $2.8 billion and $38.2 million in 2002 to $7.6 billion and $709.5 million in 2006. Over the same period, our backlog has grown from $399.9 million to $2.7 billion and further increased to $4.1 billion as of September 30, 2007. We believe the building blocks of our growth strategy are in place today to sustain our success for the coming years: our people, our facilities, our perspective, our customers, our business model and our operating foundation in the Terex Business System.

Operating Strategy

We continue to seek improvements through operating initiatives such as the Terex Business System. The Terex Business System is the framework around which we intend to build a better company and achieve our long term goals. The key elements of the Terex Business System are illustrated by the following TBS House diagram:

The TBS House provides a common framework, language and direction for Terex as we work together to build the Company s future.

The three foundational elements of the Terex Business System are:

Leadership Commitment for Competitive Advantage;

Superb Human Resource Practices; and

Customer Driven Business Processes, evidenced by continuous improvement in quality, speed and simplicity.

Acquisition Strategy

Over the last ten years we have completed over 40 acquisitions. Acquisitions and new product development are important components of our growth strategy. We selectively pursue acquisitions through targeting product categories and geographies where we believe we can enhance the customers value proposition and grow market share. We seek acquisitions that offer an attractive financial proposition or an opportunity to quickly improve operating performance. We regularly review and may make additional acquisitions in the future, particularly those that would complement our existing operations and be of significant strategic importance, such as expanding our geographic range and/or product diversity.

Our three largest acquisitions during the last ten years demonstrate the successful execution of our acquisition strategy. These three acquisitions include Genie (September 2002), Demag (August 2002) and Powerscreen (July 1999). With the construction equipment market in which we operate, relatively fragmented and with a number of attractive bolt-on acquisitions available, we believe we are well-positioned to take advantage of attractive acquisition opportunities. See Use of Proceeds and Risk Factors Risk Related to Our Business We may face limitations on our ability to integrate acquired businesses.

Competitive Strengths

We believe our competitive strengths, together with our balanced and comprehensive business strategy, provide us with the flexibility and capability to achieve our goals.

Diversified and Balanced Revenue Base

Our business is highly diversified by products, end markets and geography. For the nine months ended September 30, 2007, our net sales were divided into five separate segments with Aerial Work Platforms, Construction, Cranes, Materials Processing & Mining and Roadbuilding/Utility accounting for approximately 26%, 21%, 24%, 22% and 7%, respectively, of total net sales. Additionally, our net sales are highly diversified by end market with less than 10% of our revenues derived from the North American residential construction market. Finally, given our global scale, we benefit from strong growth in non-North American markets, with non-North American sales accounting for approximately 60% of total net sales for year ended December 31, 2006.

Leading Positions in Certain Construction Equipment Markets

We compete and maintain leading market positions in certain construction equipment markets. Over 60% of our net sales are derived from markets where our primary competitor is smaller than us. Our markets are often characterized by high fragmentation with fewer well-capitalized participants, thereby enabling us to differentiate ourselves through our scale, diverse product offering and breadth of services and gain market share. Additionally, in many markets we compete with smaller niche participants or with industrial conglomerates where construction equipment is not the primary focus, resulting in less direct competition with larger global construction equipment competitors.

Driving Operating 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. This means working with our suppliers to cut lead times and increase inventory turnover, improving the quality of our existing and new products, improving our order entry and scheduling activities, and developing effective management systems for all of our processes, products and people. To achieve operating excellence in the supply chain, in design and in manufacturing, we apply lean principles and lean thinking to every aspect of our business. The core applications of the lean approach involve our promoting a culture of continuous improvement and removing waste (anything that does not add value) at every organizational level of the Company, and we have established Terex learning centers to teach these principles to key team members throughout the Company. ROIC is an important element of our operating effectiveness. For the calendar year 2007, we expect to achieve a targeted ROIC of greater than 40%, compared to approximately 38% in the comparable period in 2006.

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 40 acquisitions. We believe our scale, diversification and integration expertise allow us to consummate acquisitions resulting in synergies, high returns on invested capital and strong free cash flow generation.

Highly Experienced and Proven Management Team

Our senior and operating level management has extensive experience in the industry. Under the leadership of this team, we have generated a compound annual net sales growth rate of 28.4% from 2002 to the twelve months ended December 31, 2006 and improved operating margin from 1.4% to 9.3% over that period.

Recent Developments

For the nine months ended September 30, 2007, we realized year-over-year net sales growth of 16.6% for the period, mainly as a result of strong international demand and favorable product sales mix. We also improved our operating margin from 9.6% to 11.0%. The table below shows net sales growth and operating margin improvements in our business segments for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006.

	Net Sales Nine Months Ended September 30,			Operating Margin Nine Months Ended September 30,		
	2007	2006	% Change	2007	2006	% Change
	($ amounts in millions)					
Aerial Work Platforms	$ 1,751.9	$ 1,576.3	11.1%	20.5%	18.3%	2.2%
Construction	1,362.4	1,150.1	18.5%	3.2%	2.1%	1.0%
Cranes	1,571.9	1,238.3	26.9%	11.0%	8.2%	2.8%
Materials Processing & Mining	1,438.7	1,191.1	20.8%	11.8%	11.6%	0.2%
Roadbuilding, Utility Products and Other	496.5	552.3	(10.1)%	0.8%	4.4%	-3.6%
Corporate/Eliminations	(70.0)	(90.0)	(22.2)%	38.4%	42.8%	-4.4%
Total	$ 6,551.4	$ 5,618.1	16.6%	11.0%	9.6%	1.4%

For the nine months ended September 30, 2007, the Aerial Work Platforms segment realized an 11.1% increase in net sales through the period, driven by international sales in Europe, Latin America and Asia Pacific. The Construction segment recognized a net sales increase of 18.5% as strong demand for compact equipment and construction-class excavators in Europe continued. Net sales for the Cranes segment increased 26.9% due to favorable pricing actions and a higher mix of crawler and rough terrain cranes. The Materials Processing & Mining segment reported a net sales increase of 20.8% driven by rising demand for mining trucks and mobile crushing and screening products. The Roadbuilding/Utility segment experienced a net sales decline of 10.1% due primarily to ongoing softness in the North American residential construction market. This segment represented less than 8% of our consolidated net sales for the period. While production capabilities of both the Roadbuilding and Utility Products businesses within this segment continued to improve, end market demand remains soft for certain of their products, particularly for cement mixers within North America. Segment results were also adversely impacted in the third quarter by a bad debt charge of $4.0 million associated with our re-rental business. See Management s Discussion and Analysis of Financial Condition and Results of Operations.

Other Information

Our principal executive offices are located at 200 Nyala Farm Road, Westport, Connecticut 06880, and our telephone number is (203) 222-7170.

The Offering

Issuer	Terex Corporation.
Securities Offered	$ aggregate principal amount of % Senior Subordinated Notes due 2015 and $ aggregate principal amount of % Senior Subordinated Notes due 2017.
Maturity	, 2015 for the 2015 notes, 2017 for the 2017 notes.
Interest Payment Dates	We will pay interest on the notes semi-annually on and of each year, beginning , 2008.
Ranking	The notes will be our senior subordinated unsecured obligations. They will rank senior in right of payment to any of our future subordinated indebtedness, equal in right of payment with any of our existing and future senior subordinated indebtedness, and subordinated in right of payment to any of our existing and future senior indebtedness. The notes will be effectively subordinated to indebtedness and other liabilities of our subsidiaries, including guarantees of the Existing Notes. As of September 30, 2007, on an adjusted basis after giving effect to the offering and the repayment of certain indebtedness as described in Use of Proceeds, we would have had approximately $246 million of senior indebtedness and approximately $298 million of senior subordinated indebtedness, other than the notes, substantially all of such indebtedness would have been guaranteed by our domestic subsidiaries and, accordingly, would be structurally senior to the notes. See Risk Factors Risks Related to this Offering Your right to receive payment on the notes offered hereby is junior to our existing and future senior debt and Risk Factors Risks Related to this Offering The notes will be structurally subordinated to all liabilities of our subsidiaries. In addition, our obligations under our bank credit facilities and the Existing Notes are guaranteed by substantially all of our domestic subsidiaries. The notes offered hereby initially will not have the benefit of any guarantees.
Optional Redemption by Us	
2015 notes	We may redeem some or all of the 2015 notes at any time prior to , 2011, 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 , 2011 (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.
2017 notes	We may redeem some or all of the 2017 notes at any time prior to , 2012, 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 , 2012 (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

2015 notes

At any time (which may be more than once) before , 2010, we can choose to redeem up to 35% of the outstanding 2015 notes with money that we raise in certain equity offerings, as long as we pay % 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.

2017 notes

At any time (which may be more than once) before , 2010, we can choose to redeem up to 35% of the outstanding 2017 notes with money that we raise in certain equity offerings, as long as we pay % 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 will contain covenants that limit what we (and most or all of our subsidiaries) may do. The indenture will limit our ability to:

- incur additional indebtedness;
- pay dividends and make distributions;
- make certain investments;
- permit payment or dividend restrictions on certain of our subsidiaries;
- transfer and sell assets;
- create certain liens;
- engage in certain transactions with affiliates;
- issue 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.
Use of Proceeds	Repayment of existing debt, fees and expenses and general corporate purposes, including acquisitions. See Use of Proceeds.
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 investments in the notes will involve certain risks. You should carefully consider the discussion of risks beginning on page S-13 and the other information included in this prospectus supplement and in the documents incorporated by reference herein prior to making an investment in the notes.

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

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our selected consolidated financial data for the periods presented. The consolidated statements of operations for the years ended December 31, 2006, 2005 and 2004 and the consolidated balance sheet data as of December 31, 2006 and 2005 are derived from our audited consolidated financial statements and related notes as presented elsewhere in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated by reference in this prospectus supplement. The consolidated statements of operations for the years ended December 31, 2002 and 2003 and the consolidated balance sheet data as of December 31, 2004, 2003 and 2002 are derived from our historical consolidated financial statements not included in this prospectus supplement. The selected historical financial data as of and for the nine months ended September 30, 2007 and 2006 is derived from our unaudited interim financial statements as presented elsewhere in this prospectus supplement and in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007, which is incorporated by reference in this prospectus supplement and includes, in the opinion of management, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for the fair presentation of our financial position and results of operations for these periods. The results of operations for prior accounting periods are not necessarily indicative of the results to be expected for any future accounting periods. You should read this information together with Risk Factors, Use of Proceeds, Capitalization, Ratio of Earnings to Fixed Charges, Selected Historical Consolidated Financial Information and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus supplement.

	Year Ended December 31,					Nine Months Ended September 30,	
	2006	2005	2004	2003	2002	2007	2006
	(dollars in millions)						
Summary of Operations:							
Net sales	$ 7,647.6	$ 6,156.5	$ 4,799.3	$ 3,844.2	$ 2,816.5	$ 6,551.4	$ 5,618.1
Income from operations	709.5	370.4	211.6	55.8	38.2	721.5	540.1
Income (loss) from continuing operations before cumulative effect of change in accounting principle and discontinued operations	396.5	187.6	320.6	(228.4)	(45.0)	683.3	457.7
Income from discontinued operations net of tax	11.1	0.9	3.5	1.8			11.1
Loss on disposition of discontinued operations net of tax	(7.7)						(7.7)
Net income (loss)	$ 399.9	$ 188.5	$ 324.1	$ (226.6)	$ (158.4)	$ 439.9	