

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

TABLE OF CONTENTS**Prospectus Supplement**

SUMMARY	S-1	DESCRIPTION OF THE NOTES UNITED STATES FEDERAL TAX	S-27
RISK FACTORS	S-11	CONSIDERATIONS	S-71
USE OF PROCEEDS	S-16	UNDERWRITING	S-75
CAPITALIZATION	S-17	NOTICE TO CANADIAN RESIDENTS	S-78
RATIO OF EARNINGS TO FIXED CHARGES	S-18	LEGAL MATTERS	S-79
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION AND OTHER DATA	S-19	EXPERTS INCORPORATION OF DOCUMENTS BY REFERENCE	S-79 S-79
DESCRIPTION OF CERTAIN INDEBTEDNESS	S-23		

Prospectus

ABOUT THIS PROSPECTUS	1	DESCRIPTION OF THE SECURITIES WE MAY ISSUE	7
FORWARD-LOOKING STATEMENTS WHERE YOU CAN FIND ADDITIONAL INFORMATION	1	DESCRIPTION OF THE DEBT SECURITIES AND	
INCORPORATION OF CERTAIN DOCUMENTS BY	2	GUARANTEES OF DEBT SECURITIES DESCRIPTION OF THE CAPITAL STOCK	10 12
REFERENCE	3	DESCRIPTION OF THE SECURITIES WARRANTS	14
OUR COMPANY	4	PLAN OF DISTRIBUTION	15
USE OF PROCEEDS	5	LEGAL MATTERS	16
RATIO OF EARNINGS TO FIXED CHARGES	6	EXPERTS	16

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, estimates, and 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:

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

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

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

.
our business is sensitive to government spending;

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

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

.
a material disruption to one of our significant facilities;

.
our retention of key management personnel;

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

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

.
we may experience losses in excess of recorded reserves;

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

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

.
our ability to timely manufacture and deliver products to customers;

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

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

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

.
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;

.
possible work stoppages and other labor matters;

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

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

.

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

.

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

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

·
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

·
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.

S-1

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.

S-4

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	<p>The notes:</p> <p>.</p> <p>will be our senior unsecured obligations;</p> <p>.</p> <p>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;</p> <p>.</p> <p>will be senior in right of payment to all of our existing and future subordinated indebtedness;</p> <p>.</p> <p>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</p> <p>.</p>

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

The guarantee of each guarantor:

.

will be a general unsecured obligation of such guarantor;

.

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;

.

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	<p>The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to:</p> <ul style="list-style-type: none">. incur or guarantee additional indebtedness;. pay dividends or make other restricted payments;. make certain investments;. permit payment or dividend restrictions on certain of our subsidiaries;. transfer and sell assets;. 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.

(dollars in millions)	2007	Year Ended December 31,			2011	Nine Months Ended	
		2008	2009	2010		September 30, 2011	September 30, 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 of tax			(12.6)	589.3	0.8	(0.5)	2.3
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)		&nbs				