GOODYEAR TIRE & RUBBER CO /OH/
Form 424B2
February 21, 2013
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-168704

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Senior Notes	$900,000,000	$900,000,000	$122,760
Guarantees of Senior Notes	(2)	(2)	(2)

(1) The registration fee, calculated in accordance with Rule 457(r), is being transmitted to the SEC on a deferred basis pursuant to Rule 456(b).
(2) In accordance with Rule 457(n), no separate fee is payable with respect to guarantees of the senior notes being registered.

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PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED AUGUST 10, 2010

$900,000,000

The Goodyear Tire & Rubber Company

6.500% Senior Notes due 2021

We are offering $900 million of our 6.500% Senior Notes due 2021. We will pay interest on the notes on March 1 and September 1 of each year. The first interest payment on the notes will be made on September 1, 2013. The notes will mature on March 1, 2021. We have the option to redeem the notes, in whole or in part, at any time on or after March 1, 2016. Prior to March 1, 2016, we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount plus a make whole premium. In addition, prior to March 1, 2016, we may redeem up to 35% of the notes from the proceeds of certain equity offerings. The redemption prices and make whole premium are described in Description of Notes Optional Redemption.

The notes will be senior unsecured obligations of our company and will rank equally in right of payment with all of our existing and future senior obligations and senior to any of our future subordinated indebtedness. The notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. The notes will be guaranteed by certain of our subsidiaries that also guarantee our obligations under our senior secured credit facilities and our senior unsecured notes. These guarantees will be unsecured and will rank equally in right of payment with all existing and future senior obligations of our guarantors and will be effectively subordinated to existing and future secured debt of the guarantors to the extent of the assets securing that indebtedness.

Investing in our notes involves risks. See Risk Factors on page S-11 of this prospectus supplement and on page 5 of the accompanying prospectus.

	Per Note	Total
Public offering price[1]	$ 1,000	$ 900,000,000
Underwriting discounts and commissions	$ 15	$ 13,500,000

Proceeds, before expenses, to us[(1)]	$ 985	$ 886,500,000

(1) Plus accrued interest, if any, from February 25, 2013

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made to investors in book entry form only through the facilities of The Depository Trust Company against payment in New York, New York on or about February 25, 2013.

Joint book-running managers

Goldman, Sachs & Co. **Barclays** **Citigroup** **Credit Agricole CIB**

Deutsche Bank Securities **J.P. Morgan** **Morgan Stanley**

Co-managers

BNP PARIBAS **HSBC** **Natixis** **Wells Fargo Securities**

The date of this prospectus supplement is February 20, 2013.

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In making your investment decision, you should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any other offering material filed or provided by us. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We and the underwriters are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any other offering material is accurate as of any date other than the date on the front of such document. Any information incorporated by reference in this prospectus supplement, the accompanying prospectus or any other offering material is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since that date.

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Prospectus Supplement

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Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. In this prospectus supplement, we provide you with specific information about the notes that we are selling in this offering and about the offering itself. Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us and other information you should know before investing in our notes. This prospectus supplement also adds, updates and changes information contained or incorporated by reference in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under Incorporation of Certain Documents by Reference before investing in our notes.

NON GAAP FINANCIAL MEASURES

The body of accounting principles generally accepted in the United States is commonly referred to as GAAP. A non GAAP financial measure is generally defined by the SEC as one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measures. In this prospectus supplement, we disclose Adjusted EBITDAP, which is a non GAAP financial measure. We have presented this measure because we believe it is widely used by investors as a means of evaluating a company s operating performance. Adjusted EBITDAP is not a measure of our financial performance under GAAP and should not be construed as an alternative to net income (loss) or other financial measures presented in accordance with GAAP. It should be noted that companies calculate Adjusted EBITDAP differently; as a result, Adjusted EBITDAP as presented herein may not be comparable to similarly titled measures reported by other companies.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and, accordingly, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available at the SEC s website (*http://www.sec.gov*). The information contained on the SEC s website is expressly not incorporated by reference into this prospectus supplement or the accompanying prospectus, except as expressly set forth under the caption Incorporation of Certain Documents by Reference. You may also read any document we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates from the Public Reference Room of the SEC. You may call the SEC at 1 800 SEC 0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available at the offices of the NASDAQ Global Select Market, One Liberty Plaza, 165 Broadway, New York, NY 10006 and through our website (*http://www.goodyear.com*). The contents of our website are not part of, and shall not be deemed incorporated by reference in, this prospectus supplement or the accompanying prospectus. Our internet address is included in this document as an inactive textual reference only.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference documents that we file with the SEC into this prospectus supplement, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference in this prospectus supplement is considered part of this prospectus supplement. Any statement in this prospectus supplement or incorporated by reference into this prospectus supplement shall be automatically modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in a subsequently filed document that is incorporated by reference in this prospectus supplement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We incorporate by reference the following documents that have been filed with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed):

- Annual Report on Form 10 K for the year ended December 31, 2012; and

- Current Report on Form 8 K filed with the SEC on January 31, 2013.

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus supplement until the termination of the offering of all securities under this prospectus supplement, shall be deemed to be incorporated in this prospectus supplement by reference. The information contained on our website (*http://www.goodyear.com*) is not incorporated into this prospectus supplement.

You may request a copy of any documents incorporated by reference herein at no cost by writing or telephoning us at

The Goodyear Tire & Rubber Company

1144 East Market Street

Akron, Ohio 44316 0001

Attention: Investor Relations

Telephone number: 330 796 3751

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus supplement.

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FORWARD LOOKING INFORMATION SAFE HARBOR STATEMENT

Certain information set forth herein or incorporated by reference herein (other than historical data and information) may constitute forward looking statements regarding events and trends that may affect our future operating results and financial position. The words estimate, expect, intend and project, as well as other words or expressions of similar meaning, are intended to identify forward looking statements. You are cautioned not to place undue reliance on forward looking statements, which speak only as of the date of this prospectus supplement or, in the case of information incorporated by reference herein, as of the date of the document in which such information appears. Such statements are based on current expectations and assumptions, are inherently uncertain, are subject to risks and should be viewed with caution. Actual results and experience may differ materially from the forward looking statements as a result of many factors, including:

- if we do not successfully implement our strategic initiatives, our operating results, financial condition and liquidity may be materially adversely affected;
- our pension plans are significantly underfunded and further increases in the underfunded status of the plans could significantly increase the amount of our required contributions and pension expense;
- we face significant global competition, increasingly from lower cost manufacturers, and our market share could decline;
- deteriorating economic conditions in any of our major markets, or an inability to access capital markets or third party financing when necessary, may materially adversely affect our operating results, financial condition and liquidity;
- higher raw material and energy costs may materially adversely affect our operating results and financial condition;
- if we experience a labor strike, work stoppage or other similar event our financial position, results of operations and liquidity could be materially adversely affected;
- work stoppages, financial difficulties or supply disruptions at our major original equipment customers, dealers or suppliers could harm our business;
- our capital expenditures may not be adequate to maintain our competitive position and may not be implemented in a timely or cost effective manner;
- our long term ability to meet current obligations, to repay maturing indebtedness or to implement strategic initiatives is dependent on our ability to access capital markets in the future and to improve our operating results;
- we have a substantial amount of debt, which could restrict our growth, place us at a competitive disadvantage or otherwise materially adversely affect our financial health;
- any failure to be in compliance with any material provision or covenant of our secured credit facilities could have a material adverse effect on our liquidity and our results of operations;

our international operations have certain risks that may materially adversely affect our operating results;

we have foreign currency translation and transaction risks that may materially adversely affect our operating results, financial condition and liquidity;

our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly;

we have substantial fixed costs and, as a result, our operating income fluctuates disproportionately with changes in our net sales;

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- we may incur significant costs in connection with our contingent liabilities and tax matters;
- our reserves for contingent liabilities and our recorded insurance assets are subject to various uncertainties, the outcome of which may result in our actual costs being significantly higher than the amounts recorded;
- we may be required to provide letters of credit or post cash collateral if we are subject to a significant adverse judgment or if we are unable to obtain surety bonds, which may have a material adverse effect on our liquidity;
- we are subject to extensive government regulations that may materially adversely affect our operating results;
- the terms and conditions of our global alliance with Sumitomo Rubber Industries, Ltd., or SRI, provide for certain exit rights available to SRI upon the occurrence of certain events, which could require us to make a substantial payment to acquire SRI s minority interests in Goodyear Dunlop Tires Europe B.V. and Goodyear Dunlop Tires North America, Ltd. following the determination of the fair value of those interests;
- we may be adversely affected by any disruption in, or failure of, our information technology systems;
- if we are unable to attract and retain key personnel, our business could be materially adversely affected; and
- we may be impacted by economic and supply disruptions associated with events beyond our control, such as war, acts of terror, political unrest, public health concerns, labor disputes or natural disasters.

It is not possible to foresee or identify all such factors. We will not revise or update any forward looking statement or disclose any facts, events or circumstances that occur after the date hereof that may affect the accuracy of any forward looking statement.

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SUMMARY

The following summary contains basic information about this offering. It may not contain all of the information that is important to you and it is qualified in its entirety by the more detailed information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should carefully consider the information contained in and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the information set forth under the heading Risk Factors in this prospectus supplement and the accompanying prospectus. In addition, certain statements include forward looking information that involves risks and uncertainties. See Forward Looking Information Safe Harbor Statement.

The terms Goodyear, Company and we, us or our wherever used herein refer to The Goodyear Tire & Rubber Company together with all of its consolidated domestic and foreign subsidiary companies, unless otherwise indicated or the context otherwise requires.

Overview of Goodyear

We are one of the world s leading manufacturers of tires, engaging in operations in most regions of the world. For the year ended December 31, 2012 our net sales were $21 billion and we had Goodyear net income of $212 million and Goodyear net income available to common shareholders of $183 million. Together with our U.S. and international subsidiaries and joint ventures, we develop, manufacture, market and distribute tires for most applications. We also manufacture and market rubber related chemicals for various applications. We are one of the world s largest operators of commercial truck service and tire retreading centers. In addition, we operate approximately 1,300 tire and auto service center outlets where we offer our products for retail sale and provide automotive repair and other services. We manufacture our products in 52 manufacturing facilities in 22 countries, including the United States, and we have marketing operations in almost every country around the world. As of December 31, 2012, we employed approximately 69,000 full time and temporary associates worldwide.

We operate our business through four operating segments representing our regional tire businesses: North American Tire; Europe, Middle East and Africa Tire; Latin American Tire; and Asia Pacific Tire. Our principal business is the development, manufacture, distribution and sale of tires and related products and services worldwide. We manufacture and market numerous lines of rubber tires for:

- automobiles;
- trucks;
- buses;
- aircraft;
- motorcycles;
- farm implements;
- earthmoving and mining equipment;
- industrial equipment; and

various other applications.

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In each case, our tires are offered for sale to vehicle manufacturers for mounting as original equipment, or OE, and for replacement worldwide. We manufacture and sell tires under the Goodyear, Dunlop, Kelly, Debica, Sava and Fulda brands and various other Goodyear owned house brands, and the private label brands of certain customers. In certain geographic areas we also:

- retread truck, aviation and off the road, or OTR, tires;
- manufacture and sell tread rubber and other tire retreading materials;
- provide automotive repair services and miscellaneous other products and services; and
- manufacture and sell flaps for truck tires and other types of tires.

Our principal products are new tires for most applications. Approximately 84% of our sales in 2012 were for new tires, compared to 83% in 2011 and 84% in 2010. New tires are sold under highly competitive conditions throughout the world. On a worldwide basis, we have two major competitors: Bridgestone (based in Japan) and Michelin (based in France). Other significant competitors include Continental, Cooper, Hankook, Kumho, Pirelli, Toyo, Yokohama and various regional tire manufacturers.

We compete with other tire manufacturers on the basis of product design, performance, price and terms, reputation, warranty terms, customer service and consumer convenience. Goodyear and Dunlop brand tires enjoy a high recognition factor and have a reputation for performance and product design. The Kelly, Debica, Sava and Fulda brands and various other house brand tire lines offered by us, and tires manufactured and sold by us to private brand customers, compete primarily on the basis of value and price.

We are an Ohio corporation, organized in 1898. Our principal executive offices are located at 1144 East Market Street, Akron, Ohio 44316. Our telephone number is (330) 796 2121.

Recent Developments

Pension Strategy

On February 12, 2013, we announced a strategy to reduce the exposure of our U.S. pension plans to future interest rate and equity market movements. As part of this strategy, we intend to accelerate funding of our U.S. pension plans once frozen. As funded levels increase, we plan to shift the asset allocation of those plans to a portfolio of fixed income securities designed to offset the future impact of discount rate movements on the plans funded status.

At December 31, 2012, our unfunded U.S. pension liability attributable to pension plans that have been frozen, including our principal U.S. salaried pension plans, was approximately $975 million. We intend to use the net proceeds from this offering to fund contributions to our frozen U.S. pension plans and, to the extent not used for such purpose, for general corporate purposes. Following such contributions, we plan to shift the asset allocation of these plans as described above. We expect these actions will reduce our pension contributions by approximately $125 million annually beginning in 2014 and expect no change to 2013 or 2014 pension expense.

Our unfunded U.S. pension liability attributable to other pension plans, including our principal U.S. hourly pension plans, was approximately $1.7 billion at December 31, 2012. If additional plans become frozen in the future, we intend to accelerate their funding and shift their asset allocation as well. We intend to finance future accelerated contributions to such plans by accessing the debt capital markets.

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As a precursor to the strategy described above, subsequent to December 31, 2012, substantially all of our U.S. pension plans entered into short term zero cost equity and interest rate option strategies to reduce a significant portion of their funded status volatility that occurs due to equity and interest rate movements.

Changes in general interest rates and corporate (AA or better) credit spreads impact the discount rate used to determine our U.S. pension liability. Following the actions described above with respect to our frozen U.S. pension plans, if general interest rates were to decrease in parallel (i.e., across all maturities), those actions, when combined with the interest rate option strategies, would mitigate approximately 70% of the impact of the expected rise in our U.S. pension benefit obligation. If general interest rates were to increase in parallel, such actions and interest rate option strategies would limit the benefit of higher interest rates on our U.S. pension benefit obligation to the extent those interest rates would rise above specified levels. For example, a 0.50% increase in general interest rates would result in approximately a 40% offset to the expected decrease in the U.S. pension benefit obligation and a 1.00% increase would result in approximately a 50% offset.

As a result of the pension strategy described above, we expect to limit the growth of our unfunded U.S. pension liability, which in turn is expected to improve our operating cash flow and reduce the volatility of our earnings, liquidity needs and overall leverage, thereby allowing us to increase our focus on our core business. Implementation of this strategy depends on, among other things, our ability to access the debt capital markets. There can be no assurance that we will be able to access those markets on terms that are acceptable to us or at all.

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The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to the section of this document entitled Description of Notes.

Issuer	The Goodyear Tire & Rubber Company, an Ohio corporation.
Notes offered	$900,000,000 aggregate principal amount of 6.500% Senior Notes due 2021.
Maturity date	The notes will mature on March 1, 2021.
Interest rate	6.500% per annum.
Interest payment dates	March 1 and September 1 of each year, beginning on September 1, 2013. Interest will accrue from February 25, 2013.
Ranking	The notes will be our senior, unsecured obligations and will rank equal in right of payment with all of our other existing and future unsecured and unsubordinated indebtedness. The guarantees of the notes will be the senior, unsecured obligations of any subsidiaries that guarantee the notes and will rank equal in right of payment with all of such subsidiaries other existing and future unsecured and unsubordinated indebtedness. The notes and the guarantees are effectively subordinated to all our existing and future secured debt and to the existing and future secured debt of the guarantor subsidiaries, in each case, to the extent of the value of the collateral securing such debt.

As of December 31, 2012:

- we had total indebtedness, including capital leases, of approximately $5.1 billion, approximately $1.7 billion of which was secured; and
- our guarantor subsidiaries had total indebtedness, including capital leases and subsidiary guarantees of our indebtedness, of approximately $3.2 billion, approximately $1.2 billion of which was secured.

The notes are structurally subordinated to all of the existing and future debt and other liabilities, including trade payables, of our subsidiaries that do not guarantee the notes. Our non guarantor subsidiaries will have no obligation, contingent or otherwise, to pay amounts due under the notes or to make funds available to pay those amounts. For the year ended December 31, 2012, without

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	including eliminations for intercompany transactions, our non guarantor subsidiaries had (i) net sales of approximately $22.4 billion, and Goodyear net income of $100 million, (ii) total assets of approximately $15.1 billion and (iii) total indebtedness of approximately $1.6 billion. For a presentation of the financial information required by Rule 3 10 of Regulation S X for our guarantor subsidiaries and our non guarantor subsidiaries, see Note to the Consolidated Financial Statements No. 22, Consolidating Financial Information in our Annual Report on Form 10 K for the year ended December 31, 2012.
Guarantees	The notes will be guaranteed, jointly and severally, on a senior unsecured basis, by each of our U.S. and Canadian subsidiaries that is a guarantor under our senior secured credit facilities and our senior unsecured notes and, to the extent that they also guarantee any debt of Goodyear or a guarantor, by each of our other restricted subsidiaries. If the notes are assigned an investment grade rating by Moody s and S&P and no default or event of default has occurred or is continuing, we may elect to suspend the guarantees. If either rating on the notes should subsequently decline to below investment grade, the guarantees will be reinstated.
Optional redemption	We have the option to redeem the notes, in whole or in part, at any time on or after March 1, 2016, at the redemption prices set forth in this prospectus supplement. Prior to March 1, 2016, we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount plus the make whole premium described in this prospectus supplement. In addition, prior to March 1, 2016, we may redeem up to 35% of the notes from the proceeds of certain equity offerings. The redemption prices and make whole premium are described in this prospectus supplement under the caption Description of Notes Optional Redemption.
Change of control	If we experience a change of control, we will be required to make an offer to repurchase the notes at a price equal to 101% of their principal

	amount, plus accrued and unpaid interest to the date of repurchase. See Description of Notes Change of Control.
Certain covenants	The indenture governing the notes will contain covenants that limit our ability and the ability of certain of our subsidiaries to, among other things: incur additional indebtedness or issue redeemable preferred stock; pay dividends, make distributions in respect of our capital stock or make certain other restricted payments or investments; incur liens; sell assets; incur restrictions on the ability of our subsidiaries to pay dividends or to make other payments to us; enter into transactions with our affiliates; enter into sale/leaseback transactions; and consolidate, merge, sell or otherwise dispose of all or substantially all of our assets. These covenants are subject to a number of important exceptions and qualifications. For example, if the notes are assigned an investment grade rating by Moody s and S&P and no default has occurred or is continuing, certain covenants will be suspended. If either rating on the notes should subsequently decline to below investment grade, the suspended covenants will be reinstated. We intend to seek a rating of the notes. For more detail, see Description of Notes Certain Covenants.
Use of proceeds	We estimate that the net proceeds from this offering, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately $884 million. We intend to use the net proceeds from this offering to fund contributions to our frozen U.S. pension plans and, to the extent not used for such purpose, for general corporate purposes.
Book entry form	The notes will be issued in book entry form and will be represented by permanent global certificates deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company, commonly known as

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	DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and any such interests may not be exchanged for certificated notes, except in limited circumstances.
Trading	The notes will not be listed on any securities exchange or included in any automated quotation system. No assurance can be given as to the liquidity of or trading market for the notes.

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Risk Factors

You should carefully consider all information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein as set out in the section entitled Incorporation of Certain Documents by Reference on page S-iv of this prospectus supplement. In particular, you should evaluate the specific risk factors set forth in the section entitled Risk Factors in this prospectus supplement and on page 5 of the accompanying prospectus, as well as in the documents incorporated by reference herein and therein, for a discussion of risks relating to an investment in the notes.

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Summary Consolidated Financial Data

The following table sets forth summary consolidated historical financial data for Goodyear. The summary consolidated financial data for the years ended December 31, 2012, 2011 and 2010 (excluding the summary balance sheet data as of December 31, 2010 and Adjusted EBITDAP for all periods presented) have been derived from our audited consolidated financial statements and related notes that appear in our Annual Report on Form 10 K for the year ended December 31, 2012, which is incorporated by reference herein and in the accompanying prospectus. The summary balance sheet data as of December 31, 2010 are derived from the audited balance sheet that appears in our Annual Report on Form 10 K for the year ended December 31, 2011. The historical financial information presented may not be indicative of our future performance.

You should read this information in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes contained in our Annual Report on Form 10 K for the year ended December 31, 2012.

	Year Ended December 31,		
(dollars in millions)	**2012**	**2011**	**2010**
Statements of operations data:			
Net sales	$ 20,992	$ 22,767	$ 18,832
Net income (loss)	237	417	(164)
Less: minority shareholders net income	25	74	52
Goodyear net income (loss)	$ 212	$ 343	$ (216)
Less preferred stock dividends	29	22	
Goodyear net income (loss) available to common shareholders	$ 183	$ 321	$ (216