AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 424B3
February 14, 2013
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The information in this prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. We are not using this prospectus supplement to offer to sell these securities or to solicit offers to buy these securities in any place where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-175508
Registration No. 333-175508-01

Subject to completion, dated February 14, 2013

Preliminary prospectus supplement

To prospectus dated July 12, 2011

American Axle & Manufacturing, Inc.

$400,000,000

% Senior Notes due 2021

Guaranteed by American Axle & Manufacturing Holdings, Inc. and certain of our subsidiaries

Interest on the notes will be payable semiannually on and of each year, beginning , 2013. The notes will mature on , 2021.

American Axle & Manufacturing, Inc. (AAM Inc.) may redeem some or all of the notes at any time prior to , 2016 at a price equal to 100% of the principal amount of the notes plus accrued and unpaid interest plus a make-whole premium. Thereafter, we may redeem the notes, in whole or in part, at the redemption prices set forth in this prospectus supplement under Description of the Notes. We may on one or more occasions prior to , 2016, redeem up to 35% of the original principal amount of the notes with the net cash proceeds of one or more equity offerings at a price of % of the principal amount thereof. If we experience specified kinds of changes in control we must offer to purchase the notes, as described herein under Description of the Notes Change of control.

The notes will be AAM Inc. s senior unsecured obligations and will rank equally with all of AAM Inc. s other existing and future senior unsecured indebtedness. AAM Inc. s obligations under the notes will be guaranteed on a senior unsecured basis, jointly and severally, by American Axle & Manufacturing Holdings, Inc. (Holdings), AAM Inc. s parent corporation, and certain of AAM Inc. s current and future subsidiaries (the Subsidiary Guarantors, and, together with Holdings, the Guarantors). The notes will be effectively junior to AAM Inc. s existing and future secured indebtedness and structurally subordinated to the liabilities of AAM Inc. s non-guarantor subsidiaries.

Investing in the notes involves risks. See Risk Factors beginning on page S-14.

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

	Per note	Total
Public offering price[1]	%	$
Underwriting discounts & commissions	%	$
Proceeds, before expenses, to us[1]	%	$

(1) Plus accrued interest from , 2013 if settlement occurs after that date.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about , 2013.

Joint book-running managers

BofA Merrill Lynch **J.P. Morgan** **Barclays** **Citigroup** **RBC Capital Markets**

Senior co-managers

KeyBanc Capital Markets **US Bancorp**

Co-managers

HSBC **Huntington Investment Company**

The date of this prospectus supplement is , 2013.

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In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We and the underwriters have not authorized anyone to provide you with any other information. If you receive any other information, you should not rely on it.

We and the underwriters are offering to sell the notes only in places where offers and sales are permitted.

You should not assume that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front cover of this prospectus supplement.

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Prospectus Supplement

Prospectus

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In this prospectus supplement, except as otherwise indicated or the context otherwise requires, the company, we, us and our refer to collectively (i) American Axle & Manufacturing, Inc., or AAM Inc., the issuer, a Delaware corporation, and its direct and indirect subsidiaries, including the Subsidiary Guarantors, and (ii) American Axle & Manufacturing Holdings, Inc., or Holdings, a Delaware corporation and the direct parent corporation of the issuer. Holdings has no material operations or assets other than its ownership of 100% of the issued and outstanding common stock of AAM Inc., the issuer of the notes. The underwriters refers to the firms listed in the section entitled Underwriting herein.

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, utilizing 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, the notes and other information you should know before investing in the notes. This prospectus supplement also adds, updates and changes information contained in or incorporated by reference into 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 Where You Can Find More Information in the prospectus before investing in the notes.

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Forward-Looking Statements

In this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein, we make statements concerning our expectations beliefs, plans, objectives goals, strategies and future events or performance. Such statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and relate to trends and events that may affect our future financial position and operating results. The terms will, may, could, would, plan, believe, expect, anticipate, intend, project ar expressions, as well as statements in future tense, are intended to identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made and/or management s good faith belief as of that time with respect to future events and are subject to risks and may differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

global economic conditions, including the impact of the debt crisis in the Euro-zone;

reduced purchases of our products by General Motors Company (GM), Chrysler Group LLC (Chrysler) or other customers;

reduced demand for our customers products (particularly light trucks and sport utility vehicles (SUVs) produced by GM and Chrysler);

our ability or our customers and suppliers ability to successfully launch new product programs on a timely basis;

our ability to realize the expected revenues from our new and incremental business backlog;

our ability to respond to changes in technology, increased competition or pricing pressures;

supply shortages or price increases in raw materials, utilities or other operating supplies for us or our customers as a result of natural disasters or otherwise;

liabilities arising from warranty claims, product recall or field actions, product liability and legal proceedings to which we are or may become a party;

our ability to achieve the level of cost reductions required to sustain global cost competitiveness;

our ability to attract new customers and programs for new products;

price volatility in, or reduced availability of, fuel;

our ability to develop and produce new products that reflect market demand;

lower-than-anticipated market acceptance of new or existing products;

our ability to maintain satisfactory labor relations and avoid work stoppages;

our suppliers , our customers and their suppliers ability to maintain satisfactory labor relations and avoid work stoppages;

- risks inherent in our international operations (including adverse changes in political stability, taxes and other law changes, potential disruptions of production and supply, and currency rate fluctuations);
- availability of financing for working capital, capital expenditures, research & development (R&D) or other general corporate purposes, including our ability to comply with financial covenants;
- our customers and suppliers availability of financing for working capital, capital expenditures, R&D or other general corporate purposes;
- adverse changes in laws, government regulations or market conditions affecting our products or our customers products (such as the Corporate Average Fuel Economy (CAFE) regulations);
- changes in liabilities arising from pension and other postretirement benefit obligations;
- our ability to attract and retain key associates;
- risks of noncompliance with environmental laws and regulations or risks of environmental issues that could result in unforeseen costs at our facilities;
- our ability or our customers and suppliers ability to comply with the Dodd-Frank Act and other regulatory requirements and the potential costs of such compliance;
- our ability to consummate and integrate acquisitions and joint ventures; and
- other unanticipated events and conditions that may hinder our ability to compete.

It is not possible to foresee or identify all such factors and we make no commitment to update any forward-looking statement or to disclose any facts, events or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

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Summary

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements (including the notes thereto) appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because this is a summary it may not contain all the information that may be important to you. You should read the entire prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference, before making an investment decision. Some of the statements in this Summary are forward-looking statements. Please see Forward-Looking Statements for more information regarding these statements.

Our business

We are a Tier I supplier to the automotive industry. We manufacture, engineer, design and validate driveline and drivetrain systems and related components and chassis modules for light trucks, SUVs, passenger cars, crossover vehicles and commercial vehicles. Driveline and drivetrain systems include components that transfer power from the transmission and deliver it to the drive wheels. Our driveline, drivetrain and related products include axles, chassis modules, driveshafts, power transfer units, transfer cases, chassis and steering components, driveheads, transmission parts and metal-formed products. In addition to locations in the United States (U.S.) (Michigan, Ohio, Indiana and Pennsylvania), we also have offices or facilities in Brazil, China, Germany, India, Japan, Luxembourg, Mexico, Poland, Scotland, South Korea, Sweden and Thailand.

We are the principal supplier of driveline components to GM for its rear-wheel drive (RWD) light trucks and SUVs manufactured in North America, supplying substantially all of GM s rear axle and four-wheel drive and all-wheel drive axle requirements for these vehicle platforms. Sales to GM were approximately 73% of our total net sales in 2012 and 2011, and approximately 75% of our net sales in 2010.

We are the sole-source supplier to GM for certain axles and other driveline products for the life of each GM vehicle program covered by a Lifetime Program Contract (LPC). Substantially all of our sales to GM are made pursuant to the LPCs. The LPCs have terms equal to the lives of the relevant vehicle programs or their respective derivatives, which typically run 5 to 7 years, and require us to remain competitive with respect to technology, design and quality.

We are also the principal supplier of driveline system products for Chrysler s heavy-duty Ram full-size pickup trucks and its derivatives. Sales to Chrysler were approximately 10% of our total net sales in 2012, 8% in 2011 and 9% in 2010. In addition to GM and Chrysler, we supply driveline systems and other related components to Volkswagen AG (Volkswagen), Mack Trucks Inc. (Mack Truck), PACCAR Inc., Harley-Davidson Inc., Tata Motors, Nissan Motor Co., Ltd. (Nissan), Ford Motor Company (Ford), Deere & Company, Scania AB, Audi AG (Audi) and other original equipment manufacturers (OEMs) and Tier I supplier companies such as Jatco Ltd. and Hino Motors Ltd. Our net sales to customers other than GM increased to $792.6 million in 2012 as compared to $710.0 million in 2011 and $563.0 million in 2010.

We estimate our principal served market to be approximately $33 billion, based on information available at the end of 2012. Our principal served market is the global driveline market, which consists of driveline, drivetrain and related components and chassis modules for light trucks, SUVs, passenger cars, crossover vehicles and commercial vehicles.

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Business strategy

We are focused on profitable net sales growth and strengthening our balance sheet by capitalizing on our competitive strengths and continuing to diversify our customer, product, and geographic sales mix while providing exceptional value to our customers. Over the past several years, we have taken necessary restructuring actions that allowed us to make significant, permanent structural cost reductions which have enabled us to be market cost competitive on a global basis. We expect to benefit from these actions in the future as global economic conditions and the strength of the automotive industry continue to improve.

We have aligned our business strategy to build value for our key stakeholders. This strategy emphasizes a commitment to deliver industry leading quality, technology leadership and operational excellence. By focusing on this commitment, AAM can achieve our key critical business objectives of product and customer diversification, globalization and solid financial performance. This strategy includes the following actions:

Maintain our high quality standards which are the foundation of our product durability and reliability.

AAM has an outstanding daily track record for delivering quality products, having averaged less than 10 discrepant parts per million (PPM) since 2003, as measured by our largest customer.

Our quality performance has resulted in improved warranty performance for our customers. As a result, customer incidents per thousand vehicles have improved an average of 15% annually since 2006, as measured by our largest customer.

Achieve technology leadership by delivering innovative driveline products which improve the diversification of our product portfolio while increasing our total global served market.

AAM s significant investment in research and development has resulted in the development of advanced technology products designed to assist our customers in meeting the market demands for higher fuel-efficiency; lower emissions; more sophisticated electronic controls; improved safety, ride and handling performance; and enhanced reliability and durability for light trucks, SUVs, passenger cars, crossover vehicles and commercial vehicles.

AAM won an industry-first order for our EcoTrac disconnecting AWD technology. AAM s EcoTrac AWD system is a fuel-efficient and environmentally friendly driveline system that further enhances AAM s technology leadership position by providing OEMs the option of an all-wheel-drive system that disconnects when not needed to improve fuel efficiency and reduce CO_2 emissions compared to conventional AWD systems. AAM s EcoTrac AWD system will be featured on a major passenger car and crossover vehicle program beginning in 2013.

In the first quarter of 2012, we paid $4.0 million to acquire the remaining shares of e-AAM Driveline Systems AB (e-AAM). e-AAM, previously a joint venture between AAM and Saab Automobile AB (Saab), was created to design and commercialize electric and hybrid driveline systems designed to improve fuel efficiency, reduce CO_2 emissions and provide AWD capability. AAM now has 100% ownership of e-AAM, and will continue engineering, developing and commercializing electric and hybrid driveline systems for passenger cars and crossover vehicles.

AAM has established a high efficiency product portfolio that is designed to improve axle efficiency and fuel economy through innovative product design technologies. Our line-up of high efficiency axles for rear-wheel drive and AWD vehicles are now featured on GM s all-new Cadillac ATS, which was named the 2013 North American Car of the Year.

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Sustain our operational excellence and focus on cost management to deliver exceptional value to our customers.

Our focus on cost management has led to sustainable structural reductions in AAM s fixed cost structure. We continue to focus on cost management through the implementation of the AAM Manufacturing System to improve quality, eliminate waste, reduce lead time and total costs globally.

We successfully extended our stand alone United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) agreement that covers hourly associates at our Three Rivers Manufacturing Facility to ensure market competitiveness at AAM s largest U.S. facility into 2017. We have also negotiated collective bargaining agreements that cover our hourly associates at our Colfor Manufacturing Inc. and MSP Industries Corporation subsidiaries into 2014 and 2017, respectively.

With the closure of our Detroit Manufacturing Complex (DMC) and Cheektowaga Manufacturing Facility (CKMF) in 2012, we have achieved market cost competitive labor structures at each of our global locations.

Diversify our business through the growth of new and existing customer relationships and expansion of our product portfolio.

In addition to maintaining and building upon our long standing relationships with GM and Chrysler, we have focused on generating profitable growth with new and existing global OEM customers, as well as commercial vehicle, off-road and emerging market OEMs. As a result, new business launches in 2012 included business with Volkswagen, Audi, Nissan, Ford, Mercedes-Benz, Daimler Truck, Tata Motors, Jaguar Land Rover, The Volvo Group and Mahindra Navistar. New and expanded business launches in 2013 through 2015 include business with Chrysler-Fiat, Daimler Truck, Ford, Honda, Jaguar Land Rover, Nissan, Tata Motors, The Volvo Group, Mercedes-Benz and others.

We have accelerated the development and launch of products for passenger cars and crossover vehicles and the global light truck and commercial vehicle markets. We have approximately $1.25 billion of new and incremental business backlog launching from 2013 to 2015, of which approximately 65% relates to AWD and RWD applications for passenger cars, crossover vehicles and driveline applications for the commercial vehicle market.

Approximately 50% of our new and incremental business backlog launching from 2013 to 2015 is for customers other than GM. In addition, we are quoting on approximately $500 million in new business opportunities to continue the diversification and expansion of our customer base, product portfolio and global footprint. Over 95% of these opportunities are for customers other than GM.

Achieve globalization by increasing our presence in growth markets to support our customers global platforms.

Over the past few years, we have significantly increased our installed capacity in cost competitive global growth markets to support current programs and future opportunities. Specific actions included expanding facilities in Brazil, Mexico and Poland and constructing new facilities in India, Mexico and Thailand.

In 2011, we also expanded our existing joint venture with Hefei Automobile Axle Co., Ltd. (HAAC), a subsidiary of the JAC Group (Anhui Jianghuai Automotive Group Co., Ltd.) to include

100% of HAAC s light commercial axle business. By adding the light and medium duty commercial axle business, this expanded joint venture will supply front and rear beam axles to several leading Chinese light truck manufacturers, including JAC and BAIC Foton, making AAM the second largest axle supplier in China s light commercial truck segment.

Approximately 40% of our $1.25 billion of new and incremental business backlog launching from 2013 to 2015 is for end use markets outside the U.S. and approximately 65% has been sourced to our manufacturing facilities outside the U.S.

Achieve solid financial performance to build value for our key stakeholders.

Over the past three years, AAM s compound annual growth rate (CAGR) for sales has exceeded the growth rate of the industry. AAM s new and incremental business backlog will continue to drive our sales growth to exceed a targeted 10% CAGR through 2015. This is approximately double the rate of growth expected for the industry, which is expected to grow by 4%-5% based on current industry estimates.

We have established a cost competitive, operationally flexible global manufacturing, engineering and sourcing footprint by re-aligning our global installed capacity to increase our presence in global growth markets, support global product development initiatives and establish regional cost competitiveness. This includes having manufacturing facilities in Brazil, China, India, Mexico, Poland, Scotland, Thailand and the U.S.

Competition and strengths

We compete with a variety of independent suppliers and distributors, as well as with the in-house operations of certain OEMs. Our principal competitors include Dana Holding Corporation, GKN plc, Magna International Inc., ZF Friedrichshafen AG, Linamar Corporation, Meritor Inc. and the in-house operations of various global OEMs. The sector is also attracting new competitors from Asia, some of whom are entering both of our product lines through the acquisition of OEM non-core operations.

With a focus on engineering and manufacturing, we support our business strategy and differentiate ourselves through outstanding long-term daily track records on quality, reliability, delivery and launch performance. We reduced our discrepant PPM performance, as measured by our largest customer, from 13,441 PPM in 1994 to an average of less than 10 PPM for the last 10 years.

We have converted our former fixed legacy labor cost structure to a highly flexible, competitive and variable cost structure.

We continuously evaluate the need to rationalize excess capacity through consolidation, divestiture, idling or closing facilities to maximize productivity and capacity utilization and further minimize operating and overhead costs. This is evidenced by the following actions:

In the first quarter of 2012, we closed DMC and CKMF upon the expiration of our collective bargaining agreement for these locations with the International UAW. The programs previously sourced to these locations were moved to our market cost competitive North American facilities. DMC s business was resourced to Three Rivers Manufacturing Facility, our largest U.S. manufacturing facility, and CKMF s business was resourced to the facilities in Indiana, Ohio and Mexico.

In 2011, we closed our Spurrier Manufacturing Facility in England. In 2010, we idled and subsequently closed our Salem Manufacturing Facility (part of our Colfor Manufacturing

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operations) and consolidated its operations within our two remaining facilities in Ohio. We also idled and consolidated certain administrative and engineering facilities in Michigan.

All of our global facilities utilize the AAM Manufacturing System, a business philosophy focused on lean manufacturing designed to facilitate cost reductions, improve quality, reduce inventory and improve our operating flexibility. This philosophy is demonstrated through the following:

- Ability to drive home the benefits of market cost competitiveness and productivity initiatives Our Three Rivers Manufacturing Facility was named one of the 10 best plants in North America by *IndustryWeek* Magazine, which recognizes North American manufacturing facilities that foster productive and competitive work environments and optimize customer satisfaction. The AAM Manufacturing System and associate involvement were noted as key enablers for the plant to be awarded new business.

- Recognition for demonstrating outstanding achievements in manufacturing processes, quality enhancements, productivity improvement and customer satisfaction Our Guanajuato Manufacturing Complex is a Shingo Prize award recipient for Manufacturing Excellence, which focuses on lean manufacturing techniques and promotes world-class business performance through continuous improvements in core manufacturing and business processes.

Industry trends

There are a number of significant trends affecting the highly competitive automotive industry. As general economic and industry specific conditions continue to stabilize and improve, the global automotive industry continues to experience intense competition, volatile fuel, steel, metallic and other commodity prices and significant pricing pressures. At the same time, the industry is focused on investing in future products that will incorporate the latest technology, meet changing customer demands and comply with more stringent government regulations.

In 2012, the U.S. Seasonally Adjusted Annual Rate of sales (SAAR) increased to 14.4 million units from 12.7 million in 2011. While the increase in production levels represents a significant year-over-year improvement, these production levels remain depressed in comparison to the 16.1 million U.S. SAAR experienced in 2007. Factors such as the depressed U.S. housing market and continued high unemployment rates may still hinder a full recovery of the domestic automotive industry over the next few years. Additionally, continued turmoil in the European credit markets and the debt crisis in the Euro-zone pose potential constraints to market stability and global growth in the automotive industry. However, as a result of the significant restructuring actions that were implemented over the previous years, and the increasing age of vehicles currently on the road, we expect that the U.S. domestic OEMs and their suppliers will continue to capitalize on these increased volumes and provide improved financial performance as the industry recovers.

Global automotive production

The trend toward the globalization of automotive production continues to intensify in regions such as Asia (particularly China, India, South Korea and Thailand), Eastern Europe and South America. Automotive production in these regions is expected to continue to grow while production in the traditional automotive production centers such as North America, Western Europe and Japan are continuing to improve from recent declines. We have significantly increased our global installed capacity to support current programs and future opportunities while reducing our installed capacity in the U.S. We have expanded our facilities in Brazil, Mexico

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and Poland, constructed new facilities in India, Mexico and Thailand and increased our investment in our China joint venture. We also have offices in Brazil, China, Germany, India, South Korea and Sweden to support these developing markets. We expect our business activity in these markets to increase significantly over the next several years. Approximately 40% of our new and incremental business backlog is for end use markets outside the U.S. and approximately 65% has been sourced to our manufacturing facilities outside the U.S.

Steel and other metallic commodities

Worldwide commodity market conditions have resulted in volatile steel and other metallic material prices. As general economic conditions have improved and production levels increased in 2012, demand for these commodities has grown and prices have risen. We have taken actions to mitigate the impact of this trend through commercial agreements with our customers, strategic sourcing arrangements with suppliers and technology advancements that result in using less metallic content or less expensive metallic content in the manufacturing of our products. The majority of our sales contracts with our largest customers provide price adjustment provisions for metal market price fluctuations. We do not have metal market price provisions with all of our customers for all of the parts that we sell. We also have agreed to share in the risk of metal market price fluctuations in certain customer contracts. As a result, we may experience higher net costs for raw materials. These cost increases would come in the form of metal market adjustments and base price increases. We currently have contracts with our steel suppliers that ensure continuity of supply to our principal operating facilities in North America. We also have validation and testing capabilities that enable us to strategically qualify steel sources on a global basis.

Price pressure

Year-over-year price reductions are a common competitive practice in the automotive industry. As OEMs continue to demand cost cutting initiatives, we anticipate increased pressure to reduce the cost of our own operations. The majority of our products are sold under long-term contracts with prices scheduled at the time the contracts are established. Many of our contracts require us to reduce our prices in subsequent years and most of our contracts allow us to adjust prices for engineering changes. We do not believe that the price reductions we have committed to our customers will have a material adverse impact on our future operating results because we intend to lessen the impact of such price reductions through continued cost reductions, efficiency improvements or other productivity initiatives.

Increase in demand for alternative energy sources and electronic integration

With a shift towards aggressive, environmentally focused legislation in the U.S., we have observed an increased demand for technologies designed to help reduce emissions, increase fuel economy and minimize the environmental impact of vehicles. In August 2012, the Obama Administration announced the new CAFE standard for cars and light-duty trucks, raising the standard to the equivalent of 54.5 miles per gallon, by 2025. As a result, OEMs and suppliers are competing intensely to develop and market new and alternative technologies, such as electric vehicles, hybrid vehicles, fuel cells, diesel engines and efficiency improvements of driveline systems to improve fuel economy and emissions.

The electronic content of vehicles continues to expand, largely driven by consumer demand for greater vehicle performance, functionality, and affordable convenience options. This demand is a result of increased communication abilities in vehicles as well as increasingly stringent regulatory

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standards for energy efficiency, emissions reduction and increased safety. As these electronics continue to become more reliable and affordable, we expect this trend to continue. The increased use of electronics provides greater flexibility in vehicles and enables the OEMs to better control vehicle stability, fuel efficiency, and safety while improving the overall driving experience. Suppliers with enhanced capability in electronic integration have greater sourcing opportunities with OEMs and may be able to obtain more favorable pricing for these products.

We are responding to the continuing change in vehicle mix in the North American market as well as expected increases in CAFE regulations, with ongoing R&D efforts that focus on fuel economy, emission reduction and environmental improvements. These efforts position us to compete as this product mix shift continues and have led to new business awards for products that support AWD and RWD passenger cars and crossover vehicles. We are continuing to invest in the development of advanced products focused on fuel economy, mass reductions, vehicle safety and performance leveraging electronics and technology. We have increased our focus on alternative energy and electronics by investing in product development that is consistent with the continued shift in market demand. Approximately 60% of AAM s new and incremental business backlog launching from 2013 to 2015, which is an estimated $1.25 billion, relates to AAM s newest AWD systems for passenger cars and crossover vehicles. In 2010, we entered into a joint venture with Saab in which the new company, e-AAM (now our wholly-owned subsidiary), was created to engineer and develop electric and hybrid driveline systems to be commercialized for passenger cars and crossover vehicles. These systems are designed to improve fuel efficiency by up to 30%, reduce CO_2 emissions and provide AWD capability with the additional benefit of improved vehicle stability when compared to traditional mechanical AWD systems. We have also developed and commercialized a disconnecting AWD system, which strengthens AAM s position as a leader in global driveline systems technology. AAM s EcoTrac disconnecting AWD system is an industry-first technology that seamlessly engages AWD functionality while improving fuel efficiency and reducing CO_2 emissions. The system will be featured on a passenger car and crossover vehicle platform launching in 2013.

AAM also develops and manufactures high-efficiency axle systems which improve axle efficiency and fuel economy by using proprietary technologies to optimize product design and lubrication efficiency, while also significantly reducing friction. In 2012, AAM launched a high efficiency axle on the Cadillac ATS compact luxury sport sedan. Through the development of our EcoTrac disconnecting AWD system, our high efficiency axles and our e-AAM subsidiary, we have significantly advanced our efforts to improve fuel efficiency and ride and handling performance while reducing emissions.

Concurrent tender offer for 7.875% Notes

Concurrently with this offering, we are conducting a tender offer to purchase any and all of our outstanding 7.875% Senior Notes due 2017 (the 7.875% Notes). $300.0 million aggregate principal amount of our 7.875% Notes are outstanding. The tender offer is conditioned upon the completion of this offering, as well as other conditions. We currently intend to, at our sole discretion, redeem any 7.875% Notes that are not tendered in the tender offer in accordance with the terms of the indenture governing the 7.875% Notes.

This prospectus supplement is not an offer to purchase or a solicitation of an offer to sell the 7.875% Notes. The tender offer for the 7.875% Notes is being made only by and pursuant to the terms of the Offer to Purchase, dated February 14, 2013, and related Letter of Transmittal, as each may be amended or supplemented from time to time.

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Assuming the purchase of 100% of our outstanding 7.875% Notes pursuant to the concurrent tender offer described above, we expect to incur approximately $11.3 million of debt refinancing and redemption costs in the first quarter of 2013.

Our executive offices are located at One Dauch Drive, Detroit, Michigan 48211-1198, and our telephone number is (313) 758-2000.

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The Offering

The following is a brief summary of the terms of this offering of the notes and the guarantees. For a more complete description, see Description of the Notes in this prospectus supplement and the accompanying prospectus.

Issuer	American Axle & Manufacturing, Inc.
Notes Offered	$400 million aggregate principal amount of % senior notes due , 2021.
Maturity	The notes will mature on , 2021 unless redeemed earlier by us as described in Description of the Notes Optional redemption.
Interest Payment Dates	and of each year, beginning on , 2013. Interest will accrue from , 2013.
Guarantees	The notes will be unconditionally guaranteed on a senior unsecured basis, jointly and severally, by Holdings, each of our subsidiaries that is, on the date the notes are issued, a guarantor of our obligations under the 6.625% senior unsecured notes due October 15, 2022 (the 6.625% Notes) (as described under Description of Certain Other Indebtedness), and certain of our future subsidiaries. See Description of the Notes Guarantees and Description of the Notes Material covenants Future subsidiary guarantors. At the time the notes are assigned an investment grade rating by Standard & Poor s Ratings Group, Inc. (Standard & Poor s) and Moody s Investors Services, Inc. (Moody s Investors Services) and no default or event of default has occurred or is continuing, we may elect to suspend the subsidiary guarantees. If either rating on the notes should subsequently decline to below investment grade, the subsidiary guarantees will be reinstated.
Ranking	The notes will be our senior unsecured obligations and, as guaranteed, will rank equally in right of payment to the senior unsecured indebtedness of AAM Inc. and the Guarantors (as defined herein), effectively junior to all of the secured indebtedness (including obligations with respect to the Amended and Restated Credit Agreement dated as of January 9, 2004, as amended and restated on August 31, 2012, among Holdings, AAM, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (the Revolving Credit Agreement) and our 9.25% senior secured notes due 2017 (the 9.25% Notes)) of AAM Inc., Holdings and the Subsidiary Guarantors (as defined herein), to the extent of the assets securing that indebtedness, and effectively junior to all indebtedness and other liabilities of our non-guarantor subsidiaries. See Description of the Notes Ranking.

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As of December 31, 2012, after giving effect to the offering of the notes and the application of proceeds therefrom, including the assumed purchase of 100% of the outstanding 7.875% Notes in the concurrent tender offer, there would have been outstanding:

- $1,487.5 million of senior indebtedness of the Issuer, of which $337.5 million is secured, exclusive of unused commitments of $414.6 million under the revolving bank financing commitments under the Revolving Credit Agreement (the Revolving Credit Facility);
- $5.6 million of senior indebtedness of the Guarantors, all of which is secured; and
- $61.0 million of total indebtedness of the non-guarantor Subsidiaries (as defined herein) of the Issuer. See Use of proceeds.

Optional Redemption

Prior to , 2016, we will have the option to redeem some or all of the notes for cash at a redemption price equal to 100% of their principal amount plus an applicable make-whole premium (as described in this prospectus supplement under Description of the Notes Optional redemption) plus accrued and unpaid interest to the redemption date. Beginning on , 2016, we may redeem some or all of the notes at the redemption prices set forth in this prospectus supplement under Description of the Notes Optional redemption plus accrued and unpaid interest to the redemption date.

In addition, on any one or more occasions prior to , 2016, we may redeem up to 35% of the original principal amount of the notes with the net cash proceeds of one or more equity offerings at a redemption price of % of the principal amount thereof plus accrued and unpaid interest to the redemption date.

Change of Control

Upon the occurrence of a change of control, you will have the right, as holders of the notes, to require us to repurchase some or all of your notes equal to 101% of their principal amount, plus accrued and unpaid interest to the repurchase date. See Description of the Notes Change of control in this prospectus supplement.

Covenants

The terms of the notes contain covenants for your benefit. These covenants restrict Holdings and our ability, with certain exceptions, to:

- engage in consolidations and mergers or sell or transfer assets;
- incur debt secured by certain liens; and
- engage in certain sale and leaseback transactions.

See Description of the Notes Material covenants in this prospectus supplement and the accompanying prospectus.

Use of Proceeds

We intend to use the net proceeds from the offering to fund the purchase of 100% of our 7.875% Notes in the tender offer, including the payment of accrued interest, and for general

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	corporate purposes, including the repayment of outstanding indebtedness. See Use of Proceeds.
Form and Denomination	The notes will be issued in minimum denominations of $1,000 and any integral multiples thereof.
Settlement Date	, 2013 (T +).
Risk Factors	See Risk Factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of certain factors you should carefully consider before deciding to invest in the notes.

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Summary Consolidated Financial Data

The summary consolidated financial data for Holdings for each of the years ended December 31, 2010, 2011 and 2012 have been derived from our audited consolidated financial statements included in our Form 10-K for the year ended December 31, 2012, which is incorporated by reference herein. This financial data should be read in conjunction with the consolidated financial statements and related notes incorporated by reference in this prospectus supplement and the accompanying prospectus. See Where You Can Find More Information in the accompanying prospectus.

	Twelve Months Ended December 31,		
(in millions, except per share data)	**2010**	**2011**	**2012**
Statement of income data:			
Net sales	$ 2,283.0	$ 2,585.0	$ 2,930.9
Gross profit	401.7	455.1	399.7
Operating income	204.1	223.4	156.4
Net interest expense	(85.2)		