

GREAT LAKES CHEMICAL CORP

Form 424B3

May 27, 2011

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-172710

PROSPECTUS

Offer to Exchange

Up to \$455,000,000 aggregate principal amount

of our 7.875% Senior Notes due 2018

(which we refer to as exchange notes)

and the guarantees thereof which have been registered

under the Securities Act of 1933, as amended,

for all of our outstanding unregistered

7.875% Senior Notes due 2018 issued on August 27, 2010

(which we refer to as old notes)

and the guarantees thereof.

The Exchange Offer:

We will exchange all old notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes.

You may withdraw tenders of old notes at any time prior to the expiration date of the exchange offer.

The exchange offer expires at 5:00 p.m., New York City time, on June 28, 2011, unless extended. We do not currently intend to extend the expiration date.

The exchange of old notes for exchange notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The Exchange Notes:

We are offering the exchange notes to satisfy certain of our obligations under the registration rights agreement entered into in connection with the private offering of the old notes.

The terms of the exchange notes are substantially identical to the old notes, except that transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the exchange notes.

The exchange notes and the guarantees will be our unsecured senior obligations and will:

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

be effectively subordinated to all of our future secured indebtedness to the extent of the value of the assets securing such indebtedness;

be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each current and future domestic restricted subsidiary other than Excluded Subsidiaries (as defined herein) that guarantees any indebtedness of Chemtura or its restricted subsidiaries; and

be structurally subordinated to all existing and future liabilities (including trade payables) of our subsidiaries that do not guarantee the notes.

The exchange notes will mature on September 1, 2018.

The exchange notes will bear interest at a rate of 7.875% per annum. We will pay interest on the exchange notes semi-annually on March 1 and September 1 of each year, beginning on September 1, 2011.

We may redeem the exchange notes in whole or in part from time to time. See Description of Exchange Notes.

See Risk Factors beginning on page 12 for a discussion of certain risks you should consider before participating in the exchange offer.

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. Any representation to the contrary is a criminal offense.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. A broker-dealer who acquired old notes as a result of market making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the exchange notes. We have agreed that, for a period of up to 180 days after the closing of the exchange offer, we will make this prospectus available for use in connection with any such resale. See Plan of Distribution.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to participate in the exchange offer, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

INCORPORATION BY REFERENCE

The Securities and Exchange Commission (the SEC) allows us to incorporate by reference information that we file with them, which means that we can disclose important information to you by referring you to documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus, and the information that we later file with the SEC will automatically update and supersede this information. This prospectus incorporates by reference the documents and reports listed below (other than portions of these documents deemed to be furnished or not deemed to be filed, including the portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, including any exhibits included with such Items):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2010;

our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, as amended by Amendment No. 1 on Form 10-Q/A;

our Current Reports on Form 8-K filed on February 28, 2011, March 9, 2011 and March 28, 2011; and

our Current Reports on Form 8-K/A filed on May 16, 2011 and May 16, 2011.

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We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) (other than portions of these documents deemed to be furnished or not deemed to be filed, including the portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, including any exhibits included with such Items, unless otherwise specifically indicated therein) after the date of this prospectus and prior to the termination of this offering. The information contained in any such document will be considered part of this prospectus from the date the document is filed with the SEC.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent that a statement contained

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herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We undertake to provide without charge to any person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon oral or written request of such person, a copy of any or all of the documents that have been incorporated by reference in this prospectus, other than exhibits to such other documents (unless such exhibits are specifically incorporated by reference therein). We will furnish any exhibit not specifically incorporated by reference upon the payment of a specified reasonable fee, which fee will be limited to our reasonable expenses in furnishing such exhibit. All requests for such copies should be directed to: Corporate Secretary, Chemtura Corporation, 199 Benson Road, Middlebury, CT 06749. In order to obtain timely delivery, you must request such exhibit no later than five business days before the date you must make your investment decision. **You must submit such request no later than June 21, 2011.**

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein include forward-looking statements that are subject to risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as may, believe, will, expect, project, estimate, intend, anticipate, plan, continue or similar. Information appearing under Risk Factors includes forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements.

Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations of our management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2010, particularly under the caption Risk Factors. These risks, uncertainties and other factors include, but are not limited to:

the cyclical nature of the global chemicals industry;

increases in the price of raw materials or energy and our ability to recover cost increases through increased selling prices for our products;

disruptions in the availability of raw materials or energy;

declines in general economic conditions;

the effects of competition;

inability to register products in member states of the European Union under REACH legislation;

disruptions due to adverse weather conditions;

decline in demand for Chemtura AgroSolutions™ products due to changes in governmental policies;

current and future litigation, governmental investigations, prosecutions and administrative claims, including antitrust-related governmental investigations and lawsuits;

environmental, health and safety regulation matters;

recent and future federal regulations aimed at increasing security at certain chemical production plants;

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changes in foreign laws and regulatory requirements, export controls or international tax treaties;

potential failure to establish and maintain adequate internal controls over financial reporting;

exchange rate and other currency risks;

potential loss of our trained, dedicated sales force;

operating risks at our production facilities;

possible failure to protect our patents or other intellectual property rights or claims that we are infringing upon the rights of others;

weaker protection of our patents outside of the United States;

possible inability to remain technologically innovative and to offer improved products and services in a cost-effective manner;

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any lack of sole decision-making ability in any joint ventures, reliance on joint venture partners financial condition and disputes between us and our joint venture partners;

risks related to our unfunded and underfunded defined benefit pension plans and post-retirement welfare benefit plans;

the potential requirement to increase the amount and timing of funding of the pension plan of our U.K. subsidiary;

potential climate change legislation, regulation and international accords; and

potential impairment of our goodwill or intangible assets.

All forward-looking statements speak only as of the date of this prospectus and are expressly qualified in their entirety by the cautionary statements included in this prospectus and each of the documents incorporated herein by reference. We undertake no obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

MARKET DATA

The data included in or incorporated into this prospectus regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on independent industry publications, other publicly available information and our own estimates. Our estimates are based on information obtained from our customers, distributors, suppliers, trade and business organizations and other contacts in the markets in which we operate and our management's knowledge and experience. We believe these estimates to be accurate as of the date of this prospectus.

TRADEMARKS

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our businesses. In addition, our names, logos and web site names and addresses are our service marks or trademarks. Some of the more important trademarks that we own or to which we have rights include *Anderol*[®], *Aqua Chem*[®], *BAYROL*[®], *BioGuard*[®], *Chemtura AgroSolutions*[™], *Cristal*[®], *Greased Lightning*[®], *Guardex*[®], *Hatcol*[®], *Miami*[®], *Mineral Springs*[®], *Naugalube*[®], *Omni*[®], *Poolbrite*[®], *Pool Time*[®], *Pro Guard*[®], *Royco*[®], *Spa Essentials*[®], *SpaGuard*[®], *Spa-Time*[®], *Synton*[®] and *The Works*[®]. Each trademark, service mark or trade name of any other company appearing in or incorporated into this prospectus is, to our knowledge, owned or licensed by such other company.

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus and the documents we incorporate by reference. It does not contain all of the information you should consider before taking part in this exchange offer. You should read the entire prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of our business and this offering. Participation in this exchange offer involves substantial risk. You should read the section entitled Risk Factors and additional information contained in our Annual Report on Form 10-K for the year ended December 31, 2010 incorporated by reference in this prospectus for more information about important factors you should consider before exchanging your old notes.

Our Company

We are a leading diversified global developer, manufacturer and marketer of performance-driven engineered specialty chemicals. Most of our products are sold to industrial manufacturing customers for use as additives, ingredients or intermediates that add value to their end products. Our agrochemical products are sold through local dealers, large retailers, independent retailers and mass merchants to growers and others. Our pool, spa and household chemical products are sold through local dealers, large retailers, independent retailers and mass merchants to consumers for in-home and outdoor use. Our operations are located in North America, Latin America, Europe and Asia. In addition, we have important joint ventures primarily in the United States and the Middle East, but also in Asia and Europe. We are committed to global sustainability through greener technology and developing engineered chemical solutions that meet our customers' evolving needs. For the year ended December 31, 2010, our global net sales were \$2.8 billion. As of December 31, 2010, our global total assets were \$2.9 billion.

Competitive Strengths

We believe our key competitive strengths are:

Our Key Businesses Have Industry Leading Positions: Many of our key businesses and products hold leading positions within the various industries they serve. We believe our scale and global reach in product development and marketing provide us with advantages over many of our smaller competitors.

Operating Segment	Business Component	Industry Position / Commentary
Consumer Products	Consumer Products	One of the two largest global marketers and sellers of recreational water products used in pools and spas
Industrial Performance Products	Petroleum Additives	Global manufacturer and marketer of high-performance lubricant additive components and synthetic lubricant base-stocks and synthetic finished fluids
	Urethanes	Global manufacturer and marketer of high performing calcium sulfonate specialty greases and phosphate ester based fluids A global leader in the development and production of hot cast elastomer pre-polymers

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Operating Segment	Business Component	Industry Position / Commentary
	Antioxidants	A global leader in the development and production of a broad range of additives for the polymer industry
Chemtura AgroSolutions	Chemtura	A leading niche developer and manufacturer of seed treatments, fungicides, miticides, insecticides, growth regulants and herbicides
	AgroSolutions	
Industrial Engineered Products	Great Lakes Solutions	One of the three largest global developers and manufacturers of bromine and bromine-based products
	Organometallics	One of the three largest global developers and manufacturers of organometallic compounds, with applications in catalysts, surface treatment and pharmaceuticals

Broad Diversified Business:

Geographic diversity. Our worldwide manufacturing, sales and marketing network enables us to serve the needs of both local and global customers worldwide. As of December 31, 2010, we operated 31 manufacturing facilities in 13 countries. For the year ended December 31, 2010, 47% of our revenue was generated from net sales in the United States and Canada, 29% from net sales in Europe and Africa, 19% from net sales in Asia/Pacific and 5% from net sales in Latin America. We market and sell our products in more than 100 countries, providing the opportunity to develop new markets for our products in higher-growth regions. We have built upon our historical strength in the United States and Europe to expand our business geographically, thereby diversifying our exposure to many different economies.

Product and industry diversity. We are comprised of a number of distinct businesses, each of which is impacted by varied industry trends. Additionally, our business portfolio serves diverse industries and applications, thereby providing us with further diversification. For instance, despite the current general and industry-specific economic conditions, certain parts of our businesses have performed in line with historical norms through the recession:

In 2010, our Consumer Products segment increased its profitability over 2008 and 2009 despite the pressures on consumer spending due to the recession.

The lubricant additives used in transportation applications experienced customer inventory corrections at the outset of the recession, but recovered more quickly than the broader industrial sector because the number of miles driven, flown and sailed remained at pre-recession levels.

The demand for our products used in electronic applications has recovered much more quickly than demand from other industrial applications.

Diversified customer base. We have a large and diverse global customer base in a broad array of industries. No single customer comprises more than ten percent of our consolidated 2010 net sales.

Unique Industry Positions: We believe our businesses possess significant differentiation within their respective industry segments. Some of our businesses are vertically integrated into key feedstocks and others have strong brand recognition, long lead time product registrations or technical and formulatory

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know-how. We believe these attributes are difficult to replicate and allow us to attract customers looking for consistent performance, reliability and cost-effective results, and are distinct competitive advantages. Examples include:

Our Industrial Engineered Products segment has extensive brine fields in Arkansas from which we extract brine to produce bromine, which is used as a building block for products such as flame retardants.

Our Industrial Performance Products segment participates in a production joint venture that produces cost competitive alkylated diphenylamine, a building block for our *Naugalube*[®] antioxidants used in lubricants. This segment also develops urethanes, the production of which is enhanced by our technical and formulatory know-how that permits us to engineer our products to meet specific customer needs and antioxidants, for which we are the only producer of such products in the Middle East, allowing us to offer superior service and security of supply to the region's fast-growing polyolefin industry.

Our Consumer Products segment benefits from well-established brand names as well as registrations and certifications from government agencies and customers.

Our Chemtura AgroSolutions[™] segment is well experienced in obtaining the required registrations for its products in each country in which they are sold. Once obtained, these registrations provide an exclusive right to use the active compound upon which the product is based for the specified crop in that country or region for a number of years.

Well Positioned to Grow in Emerging Markets: Our businesses' product portfolios have positioned us to benefit from high growth emerging market regions in the future. We derived 24% of our revenues during 2010 from key emerging markets including Asia/Pacific and Latin America. We will continue to invest in emerging markets as their polymer production increases, their manufacturing of electronic products expands, their automotive industries build vehicles that meet emission standards such that they can be exported to western markets, and their growers seek to increase the exports of their produce. There are a limited number of suppliers that can supply the products or provide the technical support that customers in these regions require, giving us the opportunity to capture this growth in demand for our products. Additionally, we are strongly positioned to supply the polyolefin industry in the Middle East through our existing antioxidants joint venture in Saudi Arabia and our recently announced organometallics joint venture in Saudi Arabia which will produce components for polymerization catalysts in the region. We also participate in a joint venture within Asia that produces polymer antioxidants.

Emerging from Chapter 11 a Stronger and Leaner Company:

Significantly reduced indebtedness with improved liquidity. As of December 31, 2010, we have \$751 million of total consolidated indebtedness, \$201 million of cash and cash equivalents and approximately \$275 million of lending commitments under our new five year senior secured revolving credit facility (the ABL Facility) with Bank of America, N.A., as administrative agent and the other lenders party thereto, which also permits us to enter into a foreign asset based financing arrangement. The \$275 million of lending commitments was un-drawn other than to support the issuance of \$12 million in letter of credit obligations. For comparison, as of December 31, 2009, we had approximately \$1.4 billion of total consolidated indebtedness.

Improved cost structure. We have significantly improved our cost structure over the past two years and reduced our cash fixed costs substantially compared to prior years. From December 31, 2007 through the end of 2010, we reduced our workforce by approximately 900 employees, including the transfer of employees as part of the sale of the PVC additives business and a

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reduction of over 400 professional and administrative positions. Since the end of 2007, we have significantly reduced underperforming assets by closing or selling 6 plants and moving to third-party warehousing in a number of our businesses. These actions have eliminated underperforming assets and reduced fixed costs or made them variable. We will continue to manage our costs and improve the efficiency of our operations in 2011 and beyond.

Reduced environmental and other liabilities. Following our emergence from Chapter 11, we discharged a significant amount of our environmental and contingent liability exposure.

Focused, Experienced Management Team: We are led by Craig A. Rogerson, who was elected as Chairman, President and Chief Executive Officer in December 2008. Mr. Rogerson holds a chemical engineering degree from Michigan State University and has over 31 years of operating and leadership experience in the specialty chemicals industry. Mr. Rogerson is supported by a senior management team that has extensive operational and financial experience in the specialty chemicals industry. Our senior management team is focused on creating a culture of performance and accountability that can leverage the global economic recovery and the long-term trends in the industries we serve to drive profitable revenue growth.

Our Strategy

Our primary goal is to create value for our stakeholders by driving profitable revenue growth while continuing to manage our costs. We will develop and engineer new products and processes, exploit our global scale for regional growth and manage our portfolio of specialty chemical businesses. Our efforts are directed by the following key business strategies:

Technology-Driven Growth through Innovation. As a specialty chemical developer and manufacturer, our competitive strength lies in our ability to continue to develop and engineer new products and processes that meet our customers' changing needs. We are investing in innovation to strengthen our new product pipelines and will license or acquire technologies to supplement these initiatives. We focus on the development of products that are sustainable, meet ecological concerns and capitalize on growth trends in the industries we serve.

Regional Growth through Building Global Scale. We are building our local presence in the rapidly expanding emerging markets through sales representation, technical development centers, joint ventures and local manufacturing. We empower our regional teams to serve their growing customer base and will supplement these efforts through bolt-on acquisitions where increased demand makes it appropriate. We exploit our global scale by sharing service functions and technologies that no one region or business could replicate on its own while utilizing our regional presence to lower raw material costs.

Performance-Driven Culture. We believe we have outstanding people who can deliver superior performance under strong, experienced leaders who instill a culture of accountability. We expect accountability on safety, environmental stewardship and reliability of orders. Our performance is focused on understanding the needs of our customers and meeting such needs by efficiently executing their orders and delivering technology based solutions that meet their requirements in order to become their preferred supplier. We measure our performance against benchmarks and metrics using statistical analysis.

Portfolio and Cost Management. We will continue to actively manage our portfolio of specialty chemical businesses to maximize their value. We seek to strengthen our businesses by building on our leading market positions and increasing differentiation of our products while pruning or exiting underperforming products and managing costs.

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Corporate Information

Our principal executive offices are located at 1818 Market Street, Suite 3700, Philadelphia, Pennsylvania 19103 and at 199 Benson Road, Middlebury, Connecticut 06749. Our telephone number in Connecticut is (203) 573-2000. Our principal web site is located at <http://www.chemtura.com>. Our web site and the information contained on that site, or connected to that site, are not a part of this prospectus.

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The Exchange Offer

The following summary contains basic information about the exchange offer. For a more detailed description of the terms and conditions of the exchange offer, please refer to the section entitled The Exchange Offer.

The Exchange Offer

We are offering to exchange \$1,000 principal amount of the exchange notes, which have been registered under the Securities Act of 1933, as amended (the Securities Act), for each \$1,000 principal amount of the old notes, which have not been registered under the Securities Act. We issued the old notes on August 27, 2010.

In order to exchange your old notes, you must promptly tender them before the expiration date (as described in this prospectus). All old notes that are validly tendered and not validly withdrawn will be exchanged. We will issue the exchange notes on or promptly after the expiration date.

You may tender your old notes for exchange in whole or in part in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Registration Rights Agreement

Simultaneously with the initial sale of the old notes, we entered into a registration rights agreement for this exchange offer. In the registration rights agreement, we agreed, among other things, to use all commercially reasonable efforts to file a registration statement with the SEC and to keep the exchange offer open for not less than 20 business days after the notice of the exchange offer is mailed to the holders. The exchange offer is intended to satisfy your rights under the registration rights agreement. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your old notes.

Consequences of Failure to Exchange

If you do not exchange your old notes for exchange notes in the exchange offer, you will still have the restrictions on transfer provided in the old notes and in the indenture that governs both the old notes and the exchange notes. In general, the old notes may not be offered or sold unless registered or exempt from registration under the Securities Act, or in a transaction not subject to the Securities Act and applicable state securities laws. See Risk Factors Risks Related to the Exchange Offer. If you do not exchange your old notes for exchange notes, your ability to sell your old notes will be restricted.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, June 28, 2011, unless we decide to extend the expiration date. See The Exchange Offer Expiration Date; Extensions; Amendments.

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Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, some of which we may waive. See The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Old Notes

If you wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of the Depository Trust Company. See The Exchange Offer Procedures for Tendering Old Notes. By accepting the exchange offer, you will represent to us that, among other things:

any exchange notes that you receive will be acquired in the ordinary course of your business;

you are not engaging in or intending to engage in a distribution of the exchange notes and you have no arrangement or understanding with any person or entity, including any of our affiliates, to participate in the distribution of the exchange notes;

if you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of the exchange notes; and

you are not our affiliate as defined in Rule 405 under the Securities Act, or, if you are an affiliate, you will comply with any applicable registration and prospectus delivery requirements of the Securities Act.

Each broker-dealer that is issued exchange notes in the exchange offer for its own account in exchange for notes that were acquired by that broker-dealer as a result of market-marking or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the exchange notes. A broker-dealer may use this prospectus for an offer to resell, resale or other retransfer of the exchange notes issued to it in the exchange offer.

Withdrawal Rights

You may withdraw the tender of your old notes at any time before the expiration date. To do this, you should deliver a written notice of your withdrawal to the exchange agent according to the withdrawal procedures described in the section The Exchange Offer Withdrawal Rights.

Exchange Agent

The exchange agent for the exchange offer is U.S. Bank National Association. The address, telephone number and facsimile number of the exchange agent are provided in the section entitled The Exchange Offer Exchange Agent.

Use of Proceeds

We will not receive any cash proceeds from the issuance of exchange notes. See Use of Proceeds.

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Material U.S. Federal Income Tax Considerations Your exchange of the old notes for exchange notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes. Accordingly, you should not recognize any taxable gain or loss as a result of the exchange. See Material U.S. Federal Income Tax Considerations.

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Summary of Terms of the Exchange Notes

The form and terms of the exchange notes will be the same as the form and terms of the old notes, except that the exchange notes will be registered under the Securities Act. As a result, the exchange notes will not bear legends restricting their transfer and will not contain the registration rights and liquidated damage provisions contained in the old notes. The exchange notes represent the same debt as the old notes. Both the old notes and the exchange notes will be governed by the same indenture. Unless the context otherwise requires, we use the term notes in this prospectus to collectively refer to the old notes and the exchange notes.

Issuer	Chemtura Corporation
Securities	\$455,000,000 aggregate principal amount of 7.875% Senior Notes due 2018.
Maturity	September 1, 2018.
Interest Payment Dates	March 1 and September 1 of each year, commencing on September 1, 2011.
Interest Rate	7.875% per year.
Guarantees	<p>The exchange notes will be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each current and future domestic restricted subsidiary other than Excluded Subsidiaries that guarantees any indebtedness of Chemtura or its restricted subsidiaries. Under certain circumstances, guarantors may be released from their guarantees without the consent of the holders of notes. See Description of Exchange Notes Note Guarantees Release of the Note Guarantees.</p> <p>For the year ended December 31, 2010, our non-guarantor subsidiaries:</p> <p style="padding-left: 40px;">represented approximately 45% of our net sales; and</p> <p style="padding-left: 40px;">contributed net earnings attributable to Chemtura of \$68 million.</p> <p>As of December 31, 2010, our non-guarantor subsidiaries represented approximately 50% of our total assets (excluding intercompany assets).</p>
Ranking	<p>The exchange notes and the guarantees will be Chemtura and the guarantors' general unsecured senior obligations and will rank equally in right of payment with all of our and the guarantors' respective existing and future senior indebtedness;</p> <p style="padding-left: 40px;">will rank senior in right of payment to our and the guarantors' respective future subordinated indebtedness;</p>

will be effectively subordinated to all of our and the guarantors' respective existing and future secured indebtedness to the extent of the value of the collateral; and

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will be structurally subordinated to all existing and future liabilities (including trade payables) of each of our subsidiaries that does not guarantee the notes.

In addition, at December 31, 2010, our non-guarantor subsidiaries had \$486 million of total liabilities (including trade payables but excluding intercompany liabilities), all of which would have been structurally senior to the exchange notes.

Optional Redemption

The exchange notes will be redeemable at our option, in whole or in part, at any time on or after September 1, 2014, in each case, at the redemption prices set forth in this prospectus, plus accrued and unpaid interest up to, but excluding, the date of redemption.

At any time prior to September 1, 2014, we may also redeem some or all of the exchange notes, in each case, at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest up to, but excluding, the date of redemption, plus a make-whole premium.

Mandatory Offers to Purchase

The occurrence of a change of control will be a triggering event requiring us to offer to purchase from you all or a portion of your exchange notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest up to, but excluding, the date of purchase.

Certain asset dispositions will be triggering events which may require us to use the proceeds from those asset dispositions to make an offer to purchase the notes at 100% of their principal amount, plus accrued and unpaid interest up to, but excluding, the date of purchase.

Covenants

The notes will be issued under an indenture entered into between Chemtura Corporation and U.S. Bank National Association, as trustee. The indenture, among other things, limits our ability and the ability of our restricted subsidiaries to:

incur, assume or guarantee additional indebtedness;

issue redeemable stock and preferred stock;

pay dividends or distributions or redeem or repurchase capital stock;

prepay, redeem or repurchase certain debt;

make loans and investments;

incur liens;

restrict dividends, loans or asset transfers from our subsidiaries;

sell or otherwise dispose of assets, including capital stock of subsidiaries;

consolidate or merge with or into, or sell substantially all of our assets to, another person;

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enter into transactions with affiliates; and

enter into new lines of business.

These covenants will be subject to a number of important exceptions and qualifications. For more details, see Description of Exchange Notes. Certain of these covenants will cease to apply to the notes at all times during which the notes have an investment grade rating from both Moody's Investors Service, Inc. or Standard & Poor's Ratings Group.

Absence of Public Market for the Notes

The exchange notes are a new issue of securities, and there is currently no established trading market for the notes. The exchange notes generally will be freely transferable but will also be new securities for which there will not initially be a market. We do not intend to apply for a listing of the exchange notes, on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the exchange notes. The initial purchasers of the old notes advised us that they intend to make a market in the notes. However, they are not obligated to do so, and any market making with respect to the ex