Meritor Technology, LLC
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Preliminary prospectus supplement
(To Prospectus Dated November 29, 2012)

Meritor, Inc.

$225,000,000

% Notes due 2024

Interest payable and

Issue price: %, plus accrued interest, if any, from , 2014

Meritor, Inc., which we refer to as the issuer, is offering $225,000,000 of its % Notes due 2024, which we refer to as the notes. The notes will mature on , 2024. The issuer will pay interest on the notes on each and , beginning on , 2014. Interest will accrue from , 2014.

Prior to , 2019, we may redeem any of the notes at the redemption price described in this prospectus supplement under Description of the Notes Optional Redemption Make-Whole Redemption. On or after , 2019, we may redeem any of the notes at the redemption prices described in this prospectus supplement under the caption Description of the Notes Optional Redemption Redemption After , 2019. In addition, prior to , 2017, we may redeem up to 35% of the aggregate principal amount of the notes issued on the initial issue date of the notes with the net cash proceeds of certain public sales of our common stock at a redemption price equal to % of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, on the notes to be redeemed. If a change of control (as defined herein) occurs, unless we have exercised our right to redeem the notes, each holder of notes may require us to repurchase some or all of the holder s notes at a purchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest, if any, on the notes to be repurchased.

The obligations under the notes will be guaranteed by certain of our subsidiaries. The notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness, will be effectively junior to our secured indebtedness to the extent of the value of the security therefor, will be senior to any subordinated debt and will be structurally subordinated to the liabilities of any of our subsidiaries that will not be guarantors of the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Investing in the notes involves risks. See Risk Factors beginning on page S-16.

The notes will be a new issue of securities and currently there is no established trading market for the notes. We do not intend to list the notes on any securities exchange or to arrange for the notes to be quoted on any automated dealer quotation system.

	Price to public(1)	Underwriting discount	Proceeds to Meritor Inc.,

			before expenses[1]
Per Note	%	%	%
Total	$	$	$

(1) Plus accrued interest from , 2014, if settlement occurs after that date.

Delivery of the notes is expected to be made to investors in book-entry form through The Depository Trust Company on or about , 2014.

Joint Book-Running Managers

J.P. Morgan **BofA Merrill Lynch** **Citigroup**

RBC Capital Markets **RBS**

Co-Managers

BNP PARIBAS

PNC Capital Markets LLC

Fifth Third Securities

Huntington Investment Company

Comerica Securities

, 2014

We are responsible for the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free-writing prospectus we prepare or authorize. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. We are not, 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 or incorporated by reference into this prospectus supplement or the accompanying prospectus or any such free-writing prospectus is accurate as of any date other than the filing date of the applicable document.

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Prospectus Supplement

Prospectus

About This Prospectus Supplement

This prospectus supplement is a supplement to the accompanying prospectus, dated November 29, 2012, that is also a part of this document. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission (SEC) using the SEC s shelf registration rules. In this prospectus supplement, we provide you with specific information about the terms of this offering of the notes. 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 to, updates and changes some of the information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made or incorporated by reference prior to the date hereof in the accompanying prospectus, the statements made or incorporated by reference prior to the date hereof in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement.

Before you invest in the notes, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference in the accompanying prospectus that are described under the caption Documents Incorporated by Reference in the accompanying prospectus.

This prospectus supplement, including the accompanying prospectus and the incorporated documents, includes trademarks, service marks and trade names owned by us or other companies. All such trademarks, service marks and trade names are the property of their respective owners.

References in this prospectus supplement to Meritor, Inc., Meritor, the company, we, us and our are to Meritor, Inc., its subsi and its predecessors, unless otherwise indicated or the context otherwise requires. The term you refers to a prospective investor.

Cautionary Statement

This prospectus supplement, the accompanying prospectus, the documents that are incorporated by reference in the accompanying prospectus and any free writing prospectuses filed by us with the SEC may contain statements relating to our future results (including certain projections and business trends) that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as believe, expect, anticipate, estimate, should, are likely to be, will and similar expressions. Actual results may differ materially from those projecte as a result of certain risks and uncertainties, including but not limited to reduced production for certain military programs and our ability to secure new military programs as our primary military programs wind down by design in future years; reliance on major original equipment manufacturer (OEM) customers and possible negative outcomes from contract negotiations with our major customers, including failure to negotiate acceptable terms in contract renewal negotiations and our ability to obtain new customers; the outcome of actual and potential product liability, warranty and recall claims; our ability to successfully manage rapidly changing volumes in the commercial truck markets and work with our customers to adjust their demands in view of rapid changes in production levels; global economic and market cycles and conditions; availability and sharply rising costs of raw materials, including steel, and our ability to manage or recover such costs; our ability to manage possible adverse effects on our European operations, or financing arrangements related thereto, in the event one or more countries exit the European monetary union; risks inherent in operating abroad (including foreign currency exchange rates, implications of foreign regulations relating to pensions and potential disruption of production and supply due to terrorist attacks or acts of aggression); rising costs of pension and other postretirement benefits; the ability to achieve the expected benefits of restructuring actions; the demand for commercial and specialty vehicles for which we supply products; whether our liquidity will be affected by declining vehicle productions in the future; OEM program delays; demand for and market acceptance of new and existing products; successful development of new products; labor relations of our company, our suppliers and customers, including potential disruptions in supply of parts to our facilities or demand for our products due to work stoppages; the financial condition of our suppliers and customers, including potential bankruptcies; possible adverse effects of any future suspension of normal trade credit terms by our suppliers; potential difficulties competing with companies that have avoided their existing contracts and obligations in bankruptcy and reorganization proceedings; potential impairment of long-lived assets, including goodwill; potential adjustment of the value of deferred tax assets; competitive product and pricing pressures; the amount of our debt; our ability to continue to comply with covenants in our financing agreements; our ability to successfully conclude ongoing negotiations with our lenders regarding a new credit agreement; our ability to access capital markets; credit ratings of our debt; the outcome of existing and any future legal proceedings, including any litigation with respect to environmental or asbestos-related matters; and possible changes in accounting rules; as well as other substantial costs, risks and uncertainties, including but not limited to those detailed herein and in our Annual Report on Form 10-K for the year ended September 30, 2013, as amended, and from time to time in our other filings with the SEC. See also the following portions of our Annual Report on Form 10-K for the year ended September 30, 2013, as amended: Item 1. Business, Customers; Sales and Marketing ; Competition ; Raw Materials and Supplies ; Employees ; Environmental Matters ; International Operations ; and Seasonality; Cyclicality ; Item 1A. Risk Factors; Item 3. Legal Proceedings; and Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations. These forward-looking statements are made only as of the respective dates on which they were made, and we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Summary

The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information about us and this offering. This summary may not contain all of the information that may be important to you. You should read carefully all of the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information set forth under the caption Risk Factors in this prospectus supplement, as well as our consolidated financial statements and the related notes thereto incorporated by reference in the accompanying prospectus, before making a decision to invest in the notes.

Our Company

We are a premier global supplier of a broad range of integrated systems, modules and components to original equipment manufacturers (OEMs) and the aftermarket for the commercial vehicle, transportation and industrial sectors. We serve commercial truck, trailer, off-highway, military, bus and coach and other industrial OEMs and certain aftermarkets. Our principal products are axles, undercarriages, drivelines, brakes and braking systems.

We were incorporated in Indiana in 2000 in connection with the merger of Meritor Automotive, Inc. and Arvin Industries, Inc. Our executive offices are located at 2135 West Maple Road, Troy, Michigan 48084. Our telephone number is (248) 435-1000.

We serve a broad range of customers worldwide, including medium- and heavy-duty truck OEMs, specialty vehicle manufacturers, certain aftermarkets, and trailer producers. Our total sales from continuing operations in fiscal year 2013 were approximately $3.7 billion. Our ten largest customers accounted for approximately 71 percent of fiscal year 2013 sales from continuing operations. Sales from operations outside the United States accounted for approximately 61 percent of total sales from continuing operations in fiscal year 2013. Our continuing operations also included 5 unconsolidated joint ventures, which we accounted for under the equity method of accounting and that generated revenues of approximately $1.6 billion in fiscal year 2013.

We operate in two segments as follows:

- The Commercial Truck & Industrial segment supplies drivetrain systems and components, including axles, drivelines and braking and suspension systems, for medium- and heavy-duty trucks, off-highway, military, construction, bus and coach, fire and emergency and other applications in North America, South America, Europe and Asia Pacific. This segment also includes the company s aftermarket businesses in Asia Pacific and South America; and

- The Aftermarket & Trailer segment supplies axles, brakes, drivelines, suspension parts and other replacement and remanufactured parts, including transmissions, to commercial vehicle aftermarket customers in North America and Europe. This segment also supplies a wide variety of undercarriage products and systems for trailer applications in North America.

Our fiscal year ends on the Sunday nearest to September 30. Fiscal year 2013 ended on September 29, 2013, fiscal year 2012 ended on September 30, 2012 and fiscal year 2011 ended on October 2, 2011. The first quarter of fiscal years 2014 and 2013 ended on December 29, 2013 and December 30, 2012, respectively. All year and quarter references relate to our fiscal year and fiscal quarters unless otherwise stated. For ease of presentation, September 30 and December 31 are utilized consistently throughout this prospectus supplement to represent the fiscal year end and first fiscal quarter end, respectively.

References in this prospectus supplement and the accompanying prospectus to our belief that we are a leading supplier or the world s leading supplier, and other similar statements as to our relative market position are based principally on calculations we have made. These calculations are based on information we have collected, including company and industry sales data obtained from internal and available external sources as well as our estimates. In addition to such quantitative data, our statements are based on other competitive factors such as our technological capabilities, our engineering, research and development efforts, and our innovative solutions as well as the quality of our products and services, in each case relative to that of our competitors in the markets we address.

Business Strategies

We are a global supplier of a broad range of integrated systems, modules and components to OEMs and the aftermarket for the commercial vehicle, transportation and industrial sectors, and we believe we have developed leading market positions in many of the markets we serve. The unprecedented challenges in the last few years in the credit markets, deterioration and then rapid upturn in the commercial vehicle market and a worldwide recession have forced us to focus our business and operating strategies to align to these new business conditions and to better position our company for the future. We are working to enhance our leadership positions and capitalize on our existing customer, product and geographic strengths.

During fiscal year 2014, we expect a slight increase in production volumes in North America compared to the levels experienced in fiscal year 2013. We anticipate a slight decrease in production volumes in South America resulting from continued economic uncertainty during fiscal year 2014. Production volumes in Europe were up in first quarter of fiscal year 2014 in advance of the new commercial truck emission standard requirements, with a decline in production expected in the remainder of the year. Production volumes in the Asia Pacific region, more specifically China, are expected to remain unchanged compared to levels experienced in fiscal year 2013. We expect the market in India to be down another 8% in fiscal year 2014 given the current economic climate. There is no certainty as to when these volumes in the Asia Pacific region will return to the levels experienced in 2011.

Sales for our primary military program were at their peak during the third quarter of fiscal year 2012, began to wind down beginning in fiscal year 2013 and will terminate by the end of fiscal year 2014. We are working to secure our participation in new military programs with various OEMs. However, failure to secure new military contracts could have a longer-term negative impact on our Commercial Truck and Industrial Segment. In addition, even if sales of our military programs do return to historic levels, the levels of profitability on these sales could be lower than what we have recognized in recent periods.

Our business continues to address a number of other challenging industry-wide issues including the following:

- Uncertainty around the global market outlook;
- Volatility in price and availability of steel, components and other commodities;
- Disruptions in the financial markets and their impact on the availability and cost of credit;

- Higher energy and transportation costs;
- Impact of currency exchange rate volatility;
- Consolidation and globalization of OEMs and their suppliers; and
- Significant pension and retiree medical health care costs.

Other significant factors that could affect our results and liquidity in fiscal year 2014 and beyond include the following:

- Significant contract awards or losses of existing contracts or failure to negotiate acceptable terms in contract renewals (including, without limitation, negotiations with our largest customer, Volvo, which are ongoing regarding our contract with Volvo covering axle supply in Europe, South America and Australia, which is scheduled to expire in October 2014);
- Failure to obtain new business;
- Failure to secure new military contracts as our primary military programs wind down;
- Ability to work with our customers to manage rapidly changing production volumes;
- Ability to recover and timing of recovery of steel price and other cost increases from our customers;
- Ability to manage possible adverse effects on our European operations, or financing arrangements related thereto, in the event one or more countries exit the European monetary union;
- Any unplanned extended shutdowns or production interruptions by us, our customers or our suppliers;
- A significant deterioration or slowdown in economic activity in the key markets in which we operate;
- Higher than planned price reductions to our customers;
- Potential price increases from our suppliers;
- Additional restructuring actions and the timing and recognition of restructuring charges;
- Higher than planned warranty expenses, including the outcome of known or potential recall campaigns;
- Our ability to implement planned productivity, cost reduction, and other margin improvement initiatives;
- Uncertainties of asbestos claim litigation including the outcome of litigation with insurance companies regarding the scope of coverage and the long-term solvency of our insurance carriers; and
- Restrictive government actions by foreign countries (such as restrictions on transfer of funds and trade protection measures, including export duties and quotas and customs duties and tariffs).

Our specific business strategies are influenced by these industry factors and trends as well as by the recent global economic and financial crisis and are focused on leveraging our resources to continue to develop and produce competitive product offerings. We believe the following

strategies will allow us to maintain a balanced portfolio of commercial truck, industrial and aftermarket businesses covering key global markets. See Risk Factors Risks Related to Our Business for information on certain risks that could have an impact on our business, financial condition or results of operations in the future.

M2016 Strategy

In 2013, we launched M2016 a three-year plan that we believe will drive value for our shareholders, customers and employees. It defines specific financial measures of success for improved EBITDA margin, reduced debt (including retirement liabilities) and increased revenue through organic growth. We expect that M2016 will be our roadmap from now until 2016.

To achieve the financial measures of success, the plan focuses on four priorities:

- Drive operational excellence
- Focus on customer value
- Reduce product cost
- Invest in a high-performing team

Drive Operational Excellence

The Operational Excellence area of M2016 highlights our focus on executing the Meritor Production System to achieve targeted improvements in safety, quality, delivery, cost and employee involvement. We have a history of driving continuous improvement.

The Meritor Production System is a lean manufacturing initiative that guides our pursuit of operational excellence. The Meritor Production System integrates several of our previous performance improvement initiatives into a set of actions that focuses on improving systems, processes, behaviors and capabilities primarily associated with five core metrics:

- Safety - We have initiated safety programs throughout our global operations to protect our employees with a target to further reduce total case rate by 2016. Total case rate is a measure of the rate of recordable workplace injuries normalized per 100 employees per year.
- Quality - We are driving toward further reducing our customer quality rate measured by parts per million (PPM) by the end of 2016 through focusing on design for manufacturing, supplier development, Six Sigma, training and new technologies.
- Cost - We are targeting further net improvement each year for labor and burden cost reduction. Major areas of attention include driving better equipment utilization, reducing changeover time, eliminating waste, improving shift and asset utilization, and investing in equipment to improve cycle time and flexibility.
- People - We encourage every employee to submit at least three suggestions for operational improvement. In fiscal year 2013, we implemented approximately $1.5 million in improvements in North America based on hundreds of employee suggestions throughout our global footprint. These suggestions primarily consisted of ideas for increasing production efficiencies, improving quality of product and reducing worker lost time through enhanced safety measures.
- Delivery - In fiscal year 2013, we achieved the highest original equipment delivery performance in three years. Our target with M2016 is to achieve even greater performance.

Throughout our company, continuous improvement teams work to improve workplace safety, improve design and quality, implement cost savings ideas, increase productivity and efficiency, and streamline operations. Maintaining a continuous improvement culture is important to improving our business operations and operating results.

As part of Operational Excellence, we are also focused on optimizing our manufacturing footprint to drive additional cost savings.

In fiscal year 2013, we completed a number of important initiatives in order to optimize our manufacturing footprint including the following:

- We transferred our on-highway business in China to Xuzhou Meritor Axle Co. Ltd., our majority-owned off-highway joint venture to improve efficiency, preserve revenue growth potential and reduce overhead costs.
- In South America, we strengthened our long-term relationship with MAN by moving into a new facility in its supplier park in Resende, which allows MAN to improve delivery time to its end customers.
- In North America, we consolidated our Canadian remanufacturing operations into our facility in Indiana to optimize resources and strengthen customer service for our Canadian and U.S. customers.
- In addition, we also moved axle assembly operations from our facility in Ohio to North Carolina for greater efficiencies.

Focus on Customer Value

We have established three main goals for improving customer value as part of our M2016 plan. Our first goal is to introduce new products and win new business to drive profitable growth. Second, we are working closely with our customers to achieve the Meritor Value Proposition. Finally, we plan to meet or exceed global customer expectations in terms of quality, delivery, innovation and customer service.

Growing Profitably - Our goal is to drive growth from new customers, new programs and/ or new products. For more than 100 years, our products have evolved to meet the changing needs of our customers in all major regions of the world. As technology has advanced, we have consistently designed products that are more fuel efficient, lighter weight, safer, and more durable and reliable. The Meritor brand is well established globally and represents a wide portfolio of high-quality products for many vocations.

Building upon the strength of our core technologies, we intend to expand our presence globally and continue our growth in complementary product lines. Our strategy involves continuing to capitalize on our geographic diversity and product line capability through our strong, global customer relationships and our substantial aftermarket presence. Through implementation of a technology roadmap, complementary technologies such as electronics, controls and mechatronics are being applied to traditional product lines to provide enhanced performance and expanded vehicle content, as demonstrated with the launch in fiscal year 2013 of SmartFlow Central Tire Inflation System (CTIS) and DriveCommand Drivetrain Control (DTC). These systems deliver customized tire pressure and drivetrain management to keep military vehicles moving through various terrains and extreme conditions.

As industry trends continue to lean toward an increasing amount of equipment for environmental and safety-related regulatory provisions, OEMs select suppliers based not only on the cost and quality of their products but also on their ability to meet stringent environmental and safety requirements and to service and support the customer after the sale. We use our technological and market expertise to develop and engineer products that address mobility, safety, regulatory and environmental concerns.

To address safety, we have implemented a strategy of focusing on products and technologies that enhance overall vehicle braking performance. As part of this strategy, we are focusing on the integration of braking and stability products and suspension products as well as the development of electronic control capabilities. Through MeritorWabco, our joint venture with WABCO Holdings, Inc., we offer electronic braking systems that integrate anti-lock braking systems technology, automatic traction control, collision avoidance systems and other key vehicle control system components to improve braking performance and meet all required stopping distances for commercial vehicles.

Achieving the Meritor Value Proposition - We are recognized globally for our capabilities in designing, testing and manufacturing high quality drivetrain and braking products. With efficiency and safety in mind, our global engineering team works with supply chain and manufacturing to offer a technology-rich portfolio of drivetrain and braking solutions for original equipment manufacturers and the aftermarket.

We effectively manage complexity for small volumes and aim to support our customers needs during periods of high volumes. The quality, durability and on-time delivery of our products has earned us strong positions in most of the markets we support. As we seek to extend and expand our business with existing customers and begin relationships with new ones, our objective is to ensure we are getting a fair value for the recognized benefits of our products and services and the strong brand equity we hold in the marketplace.

We believe the quality of our core product lines, our ability to service our products through our aftermarket capabilities, and our sales and service support team give us a competitive advantage. A key part of being a preferred supplier is the ability to deliver service through the entire life cycle of the product.

Exceeding Customer Expectations - As part of our overall strategy, we will measure customer satisfaction. Our performance in the eyes of our customers is very important.

Reduce Product Cost

A broad collaborative effort among our Purchasing, Engineering, Supply Chain and Operations units is needed to effectively manage product costs, as we target achieving annual net material reductions (measured against controllable spend). We intend to drive such material performance using three different approaches.

While commercial negotiations with our suppliers will likely always play a role in managing product cost, we are also actively engaging in best cost country sourcing and technical innovation that we believe can generate more permanent forms of cost reduction. We will explore further sourcing from best cost countries to add more balance as we take advantage of differences in global supplier cost and capabilities. And we will continue to assess options involved in changing product designs to lower product costs. As we explore opportunities in this area, we will ensure we balance our target with the quality and delivery standards we require from our global supply base.

Increasing inventory turns is an important element in improving our working capital performance. We believe we can improve our inventory turnover rate from our current levels. By reducing inventory, we would be able to generate more cash to reinvest in the business or to return to shareholders.

We intend to accomplish this through localization of our supply base where possible; warehousing close to our facilities for imported supply; improved demand planning so that material and supply chain planning teams can better determine how much inventory to hold; increased accuracy in forecasting; and minimizing or eliminating low-volume products.

Invest in a High Performing Team

We believe that our strength to compete in the global market is dependent upon having the engagement of each and every Meritor employee. We want Meritor to be a place where talented people thrive. Around the world, we pride ourselves on collaboration, creativity and commitment. Over the next three years, we will focus on employee satisfaction in four major areas: Mission, Consistency, Involvement and Adaptability. Within each of these areas are specific elements that we will measure ourselves against annually.

We recognize that a high performing team is critical to the level of performance we want to achieve. We have a strong and experienced leadership team and commitment from our employees to seek to create the level of sustainable performance improvement we desire. We will also continue to diversify our workforce because we recognize the value of different opinions and backgrounds in a company as global as Meritor.

Products

We design, develop, manufacture, market, distribute, sell, service and support a broad range of products for use in the transportation and industrial sectors. In addition to sales of original equipment systems and components, we provide our original equipment, aftermarket and remanufactured products to vehicle OEMs, their dealers (who in turn sell to motor carriers and commercial vehicle users of all sizes), independent distributors and other end-users in certain aftermarkets.

The following chart sets forth, for each of the three fiscal years with the most recent ended September 30, 2013, information about product sales comprising more than 10% of consolidated revenue in any of those years. A narrative description of our principal products follows the chart.

Product Sales:

	Fiscal Year Ended September 30,		
	2013	**2012**	**2011**
Axles, Undercarriage and Drivelines	78%	75%	78%
Brakes and Braking Systems	20%	23%	21%
Other	2%	2%	1%
Total	100%	100%	100%

The two segments included in our continuing operations manufacture and supply the products set forth and described below.

Axles, Undercarriage & Drivelines

We believe we are one of the world s leading independent suppliers of axles for medium- and heavy-duty commercial vehicles, with the leading market position in axle manufacturing in North America, South America and Europe, and are one of the major axle manufacturers in the Asia Pacific region. Our extensive truck axle product line includes a wide range of front steer axles and rear drive axles. Our front steer and rear drive axles can be equipped with our cam, wedge or air disc brakes, automatic slack adjusters, complete wheel-end equipment such as hubs, rotors and drums, and (through our MeritorWABCO joint venture) anti-lock braking systems (ABS) and vehicle stability control systems.

We supply heavy-duty axles in certain global regions for use in numerous off-highway vehicle applications, including construction, material handling, and mining. We also supply axles for use primarily in medium- and heavy-duty military tactical wheeled vehicles, principally in North America. These products are designed to tolerate high tonnage and operate under extreme geographical and climate conditions. In addition, we have other off-highway vehicle products that are currently in development for certain other regions. We also supply axles for use in buses, coaches and recreational vehicles, fire trucks and other specialty vehicles in North America, Asia Pacific and Europe, and believe we are the leading supplier of bus and coach axles in North America.

We are one of the major manufacturers of heavy-duty trailer axles in North America. Our trailer axles are available in more than 40 models in capacities from 20,000 to 30,000 pounds for virtually all heavy trailer applications and are available with our broad range of suspension modules, brake products, including drum brakes, disc brakes, anti-lock and trailer stability control systems, and ABS (through our MeritorWABCO joint venture).

We supply universal joints and driveline components, including our Permalube universal joint and RPL Permalube driveline, which are maintenance free, permanently lubricated designs used often in the high mileage on-highway market. We supply drivelines in a variety of global regions, for use in numerous on-highway vehicle applications, including construction, material handling and mining. We supply transfer cases and drivelines for use in medium- and heavy-duty military tactical wheeled vehicles, principally in North America. We also supply transfer cases for use in specialty vehicles in North America. Anti-lock brakes and stability control systems (which we supply through our MeritorWABCO joint venture) are also used in military vehicles and specialty vehicles. In addition, we supply trailer air suspension systems and products with an increasing market presence in North America. We also supply advanced suspension modules for use in light-, medium- and heavy-duty military tactical wheeled vehicles, principally in North America.

Brakes and Braking Systems

We believe we are one of the leading independent suppliers of air brakes to medium- and heavy-duty commercial vehicle manufacturers in North America and Europe. In Brazil, one of the largest truck and trailer markets in the world, we believe that Master Sistemas Automotivos Limitada, our 49%-owned joint venture with Randon S. A. Vehiculos e Implementos, is a leading supplier of brakes and brake-related products.

Through manufacturing facilities located in North America, Asia Pacific and Europe, we manufacture a broad range of foundation air brakes, as well as automatic slack adjusters for brake systems. Our foundation air brake products include cam drum brakes, which offer improved lining life and tractor/trailer interchangeability; wedge drum brakes, which are lightweight and provide automatic internal wear adjustment; air disc brakes, which provide enhanced stopping distance and improved fade resistance for demanding applications; and wheel-end components such as hubs, drums and rotors.

Our brakes and brake system components also are used in medium- and heavy-duty military tactical wheeled vehicles, principally in North America. We also supply brakes for use in buses, coaches and recreational vehicles, fire trucks and other specialty vehicles in North America and Europe, and we believe we are the leading supplier of bus and coach brakes in North America, and also supply brakes for commercial vehicles, buses and coaches in Asia Pacific.

U.S. federal regulations require that new medium- and heavy-duty vehicles sold in the United States be equipped with ABS. We believe that Meritor WABCO Vehicle Control Systems, our 50%-owned joint venture with WABCO, is a leading supplier of ABS and a supplier of other electronic and pneumatic control systems (such as stability control and collision avoidance systems) for North American heavy-duty commercial vehicles. The joint venture also supplies hydraulic ABS to the North American medium-duty truck market and produces stability control and collision mitigation systems for tractors and trailers, which are designed to help maintain vehicle stability and aid in reducing tractor-trailer rollovers and other incidents.

Other Products

In addition to the products discussed above, we sell other complementary products, including third party and private label items, through our aftermarket distribution channels. These products are generally sold under master distribution or similar agreements with outside vendors and include brake shoes and friction materials; automatic slack adjusters; yokes and shafts; wheel-end hubs and drums; ABS and stability control systems; shock absorbers and air springs; and air brakes, air systems, air dryers and compressors.

Divestiture Activity

On July 30, 2013, we completed the sale of our overall 50 percent ownership equity interest in Suspensys Sistemas Automotivos LTDA (the Suspensys JV) to our joint venture partner, Randon S.A. Implementos E Participaçoes. The Suspensys JV was formed in 2002 and is primarily engaged in the manufacture and sale of air and mechanical suspension systems for trucks, buses and trailers, trailer axles, third axles, hubs and drums for trucks, buses and trailers. The purchase price for the sale was $195 million, which was composed of $190 million in cash (approximately $4 million of which was in the form of a pre-closing cash dividend) and $5 million in lease abatements for a facility in Brazil leased by us from the Suspensys JV.

Recent Developments

We have an existing $415 million revolving credit facility which matures in April 2017, of which no amounts are currently outstanding. We are currently in discussions with our existing lenders and other potential lenders to, among other things, extend the maturity of this facility to 2019. However, we cannot assure you that we will successfully reach an agreement with our lenders or on what terms. Further, the size of any new facility may differ in size from our current facility maturing in April 2017.

Summary Financial Data

The summary financial data set forth below for the years ended September 30, 2013, 2012 and 2011 and as of December 31, 2013 and 2012 have been derived from our audited consolidated financial statements, which are incorporated by reference in the accompanying prospectus. The summary financial data for the three months ended December 31, 2013 and 2012 have been derived from our unaudited consolidated financial statements, which are incorporated by reference in the accompanying prospectus.

Historical results are not necessarily indicative of the results to be expected in the future. You should read the information below in conjunction with Management s Discussion and Analysis of Financial Conditions and Results of Operations in our Annual Report on Form 10-K for the year ended September 30, 2013, as amended, and in our Quarterly Report on Form 10-Q for the quarter ended December 31, 2013 and our consolidated and unconsolidated financial statements and related notes that are incorporated by reference in the accompanying prospectus.

	Year Ended and at September 30,			Three Months Ended and at December 31,	
	2013	2012	2011	2013	2012
STATEMENT OF OPERATIONS DATA					
Sales					
Commercial Truck & Industrial	$ 2,920	$ 3,613	$ 3,828	$ 727	$ 715
Aftermarket & Trailer	898	937	949	208	203
Intersegment Sales	(117)	(132)	(155)	(28)	(27)
Total Sales	$ 3,701	$ 4,418	$ 4,622	$ 907	$ 891
Operating Income	$ 1	$ 173	$ 174	$ 42	$ 14
Income (Loss) Before Income Taxes	45	137	159	23	(6)
Net Income Attributable to Noncontrolling Interests	(2)	(11)	(17)	(2)	
Net Income (Loss) Attributable to Meritor, Inc.:					
Income (Loss) from Continuing Operations	$ (20)	$ 70	$ 65	$ 11	$ (16)
Loss from Discontinued Operations	(2)	(18)	(2)		(5)
Net Income (Loss)	$ (22)	$ 52	$ 63	$ 11	$ (21)
BALANCE SHEET DATA					
Total Assets	$ 2,570	$ 2,501	$ 2,663	$ 2,497	$ 2,341
Short-term Debt	13	18	84	12	23
Long-term Debt	1,125	1,042	950	1,126	1,032

The Offering

The following summary contains basic information about this offering. This summary is not a complete description of the notes. You should read the full text and more specific details contained elsewhere in this prospectus supplement. For a more detailed description of the notes, see Description of the Notes in this prospectus supplement.

Issuer	Meritor, Inc.
Securities offered	$225,000,000 aggregate principal amount of % notes due 2024.
Maturity date	, 2024.
Interest	Interest will accrue on the notes from the date the notes are issued at the rate set forth on the cover of this prospectus supplement and will be payable on and of each year, beginning , 2014.
Optional Redemption	Prior to , 2019, we may redeem any of the notes at the redemption price described in this prospectus supplement under Description of the Notes Optional Redemption Make-Whole Redemption. Prior to , 2017, we may redeem up to 35% of the aggregate principal amount of the notes issued on the initial issue date of the notes with the net cash proceeds of certain public sales of our common stock at a redemption price equal to % of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, on the notes to be redeemed. On or after , 2019, we may redeem any of the notes at the redemption prices described in this prospectus supplement under Description of the Notes Optional Redemption Redemption After , 2019. See Description of the Notes Optional Redemption.
Offer to Repurchase upon Change of Control	If a change of control (as defined herein) occurs, unless we have exercised our right to redeem the notes, each holder of notes may require us to repurchase some or all of the holder s notes at a purchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest, if any, on the notes to be repurchased. See Description of the Notes Repurchase of Notes Upon a Change of Control.

Ranking

The notes:

- will be unsecured;
- will rank equally in right of payment with our existing and future senior unsecured indebtedness;
- will be effectively junior to our existing and future secured indebtedness to the extent of the value of the security therefor (as of December 31, 2013, no amounts are outstanding under our $415 million senior secured revolving credit facility or our existing $100 million U.S. accounts receivable securitization arrangement, and approximately $41 million is outstanding under our secured term loan);
- will be senior to any future subordinated debt; and
- will be structurally subordinated to the liabilities of any of our subsidiaries that will not be guarantors of the notes.

Guarantees

Each of our subsidiaries (other than one subsidiary that currently has minimal assets, which is in the process of voluntary liquidation) from time to time guaranteeing our senior secured credit facility, as it may be amended, extended, replaced or refinanced, or any subsequent credit facility will guarantee the notes on a senior unsecured basis. These guarantees will remain in effect until the earlier to occur of payment in full of the notes or termination or release of the applicable corresponding guarantee under our senior secured credit facility, as it may be amended, extended, replaced or refinanced, or any subsequent credit facility.

The guarantees by our subsidiaries will be senior unsecured obligations of the guarantors and will rank equally with existing and future senior unsecured indebtedness of such subsidiaries. The guarantees by our subsidiaries will be effectively subordinated to all of the existing and future secured indebtedness of such subsidiaries, to the extent of the value of the assets securing such indebtedness.

Covenants	We will issue the notes under an indenture containing covenants for your benefit. These covenants require us to satisfy certain conditions in order to: • incur debt secured by liens; • engage in sale/leaseback transactions; • merge or consolidate with another entity or transfer substantially all of our assets to another person; and • make certain restricted payments. For a more detailed discussion of these covenants, see Description of Debt Securities Covenants in the accompanying prospectus as modified by Description of the Notes Certain Additional Covenants.
Use of Proceeds	We estimate that the net proceeds from the sale of the notes in this offering will be approximately $220 million, after deducting estimated underwriting discounts and our expenses related to this offering. We intend to use the net proceeds from this offering to fund a portion of the redemption of the $250 million aggregate principal amount outstanding of our 10-5/8% notes due 2018 (the 2018 notes). Net proceeds of this offering may be temporarily invested before use. See Use of Proceeds.
Further Notes	We may from time to time create and issue further notes ranking equally and ratably with the notes offered hereby, so that these further notes will be consolidated and form a single series with the notes offered hereby and have the same terms as to status, redemption or otherwise as the notes offered hereby.
Material United States Federal Income and Estate Tax Consequences	For a discussion of the material United States federal income and estate tax consequences of the acquisition, holding and disposition of the notes, see Material United States Federal Income and Estate Tax Consequences.
Risk Factors	See Risk Factors and the 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.
Conflicts of Interest	Certain of the underwriters or their affiliates may hold our 2018 notes or may be lenders and/