

ETHYL CANADA HOLDINGS INC  
Form S-4/A  
April 06, 2007  
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As filed with the Securities and Exchange Commission on April 6, 2007

Registration Statement No. 333-141074

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**AMENDMENT NO. 1**

**TO**

**FORM S-4**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**NEWMARKET CORPORATION\***

*(Exact name of registrant as specified in its charter)*

**Virginia**  
*(State or other jurisdiction of incorporation)*

**2860**  
*(Primary Standard Industrial Classification  
Code Number)*  
**330 South Fourth Street**

**20-0812170**  
*(I.R.S. Employer Identification No.)*

**Richmond, Virginia 23219**

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(804) 788-5000

*(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)*

**David A. Fiorenza**

**Vice President and Treasurer**

**330 South Fourth Street**

**Richmond, Virginia 23219**

**(804) 788-5000**

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service of process)*

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*It is respectfully requested that the Commission send copies of all notices, orders and communications to:*

**W. Lake Taylor, Jr., Esq.**

**Hunton & Williams LLP**

**Riverfront Plaza, East Tower**

**951 E. Byrd Street**

**Richmond, Virginia 23219**

**(804) 788-8200**

\* Certain subsidiaries of NewMarket Corporation listed below are also included as co-registrants.

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective and all other conditions to the proposed exchange offer described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

**The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that the registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**



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<i>(Name of Additional Registrant)</i>	<i>(State or other jurisdiction of incorporation)</i>	<i>(Primary Standard Industrial Classification Code Number)</i>	<i>(I.R.S. Employer Identification No.)</i>	<i>(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)</i>
Afton Chemical Corporation	Delaware	2860	43-0925088	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Afton Chemical Intangibles LLC	Virginia	2860	83-0398205	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Afton Chemical Asia Pacific LLC	Virginia	2860	83-0398206	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Afton Chemical Canada Holdings, Inc.	Virginia	2860	20-1212671	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Afton Chemical Japan Holdings, Inc.	Virginia	2860	55-0829095	Sumitomo Fudousan Sanbancho Bldg. 5F, 6-26, Sanbancho, Chiyoda-ku, Tokyo, 102-0075, Japan
Afton Chemical Additives Corporation	Virginia	2860	54-1781773	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Ethyl Corporation	Virginia	2860	54-0118820	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Ethyl Asia Pacific LLC	Virginia	2860	83-0398209	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Ethyl Canada Holdings, Inc.	Virginia	2860	55-0829100	5045 South Service Road, Suite 101, Burlington, Ontario L7L 6M9, Canada
Ethyl Export Corporation	Virginia	2860	54-0912506	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Ethyl Interamerica Corporation	Delaware	2860	13-6106829	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Ethyl Ventures, Inc.	Virginia	2860	54-1393592	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Interamerica Terminals Corporation	Virginia	2860	13-2518907	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
The Edwin Cooper Corporation	Virginia	2860	54-1315065	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
NewMarket Investment Company	Virginia	2860	20-3304046	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
NewMarket Services Corporation	Virginia	2860	20-1212437	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Old Town LLC	Virginia	2860	54-2033794	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
NewMarket Development Corporation	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Foundry Park I, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Foundry Park II, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Gamble s Hill, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Gamble s Hill Tredegar, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Gamble s Hill Lab, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000

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Gamble s Hill Landing, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000
Gamble s Hill Third Street, LLC	Virginia	2860	20-8136516	330 South 4th Street, Richmond, Virginia 23219; 804-788-5000

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**PROSPECTUS**

**NEWMARKET CORPORATION**

**OFFER TO EXCHANGE**

**up to \$150,000,000**

**Principal Amount Outstanding**

**7 1/8% Senior Notes due 2016**

**for**

**a like Principal Amount of**

**7 1/8% Senior Notes due 2016**

**That Have Been Registered under the Securities Act of 1933**

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**THIS EXCHANGE OFFER WILL EXPIRE AT 5:00 P.M.,**

**NEW YORK CITY TIME, ON MAY 15, 2007**

**The Exchange Offer**

We are offering to exchange up to \$150,000,000 of our 7 1/8% Senior Notes due 2016, which we refer to as the exchange notes, that have been registered under the Securities Act of 1933 for a like principal amount of our outstanding 7 1/8% Senior Notes due 2016, which we refer to as the old notes, that were issued on December 12, 2006 and that were not registered under the Securities Act.

We will exchange all outstanding old notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes.

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

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

We will not receive any cash proceeds from the exchange offer.

**The Exchange Notes**

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

We will pay interest on the exchange notes on June 15 and December 15 of each year, commencing on June 15, 2007.

The exchange notes will mature on December 15, 2016.

The exchange notes will be our senior unsecured obligations and will rank equally in right of payment with all of our senior unsecured indebtedness. The exchange notes will be guaranteed on a senior unsecured basis by all of our wholly-owned domestic subsidiaries.

We may redeem some or all of the exchange notes at any time on or after December 15, 2011 at the redemption prices set forth in this prospectus. We may redeem up to 35% of the aggregate principal amount of the exchange notes using net proceeds from certain equity offerings completed prior to December 15, 2009. We may also redeem some or all of the exchange notes at any time at the redemption price and the make-whole premium set forth in this prospectus. There is no sinking fund for the exchange notes. Holders may require us to repurchase the exchange notes upon a change of control.

There is no established trading market for the exchange notes or the old notes. We do not intend to apply for listing of the exchange notes on any national securities exchange or for quotation through any quotation system.

*You should carefully consider the Risk Factors beginning on page 8 of this prospectus before participating in the exchange offer.*

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer, nor have these organizations determined that this prospectus is accurate or complete. 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. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

The date of this prospectus is April 6, 2007.

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**In making your decision to participate in the exchange offer, you should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate as of the date of this document.**



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### **MARKET AND INDUSTRY DATA**

This prospectus includes market share and industry data and forecasts that we obtained from internal company surveys, market research, publicly available information and industry publications and surveys. Industry publications and surveys generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal company surveys, forecasts and market research, which we believe to be reliable based upon management's knowledge of the industry, have not been verified by any independent sources. Except where otherwise noted, statements as to our position relative to our competitors or as to market position or market share refer to the most recent available data.

### **TRADEMARKS**

The names of our principal products and processes used in this prospectus, including BioTEC, GREENBURN®, HiTEC®, MMT® and TecGARD, among others, are trademarks of NewMarket Corporation. In addition, the names Afton Chemical®, Ethyl® and NewMarket<sup>SM</sup> are trademarks and service marks of NewMarket Corporation.

### **FORWARD-LOOKING STATEMENTS**

Some of the information presented in this prospectus, including the documents incorporated by reference, may constitute forward-looking statements about future events and expectations within the meaning of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future results. When we use words in this prospectus, including the documents incorporated by reference, such as anticipates, intends, should, plans, believes, will, estimates, expects, and other expressions, we do so to identify forward-looking statements. Examples of forward-looking statements include statements we make regarding future prospects of growth in the petroleum additives market, the level of future declines in the market for tetraethyl lead, or TEL, our ability to maintain or increase our market share, and our future capital expenditure levels.

We believe our forward-looking statements are based on reasonable expectations and assumptions, within the bounds of what we know about our business and operations. However, we offer no assurance that actual results will not differ materially from our expectations due to uncertainties and factors that are difficult to predict and beyond our control. These factors include, but are not limited to:

competition in the form of price competition and the development of new products by competitors;

sudden or sharp raw material price increases;

availability of raw materials and transportation systems;

our reliance on a small number of significant customers;

the concentration of customers in the lubricant and fuel industries;

our ability to respond effectively to technological changes in our industry;

the decline, and projected continued decline, of our TEL business;

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compliance by Innospec Inc., or Innospec, with the terms of certain TEL marketing agreements;

the concentration of production of several of our products at one facility;

risks related to foreign operations, including unsettled political conditions and currency exchange rate fluctuations;

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our ability to protect our intellectual property rights;

changes in laws and regulations;

political, economic and regulatory factors concerning one of our products, methylcyclopentadienyl manganese tricarbonyl;

the occurrence of legal proceedings and other claims;

environmental matters;

fluctuations in our financial results as a result of the timing of customer orders and other external factors;

interruption of our production or transportation systems;

any future under performance of the equities markets to the extent that it requires us to make additional contributions to our pension funds;

the occurrence or threat of extraordinary events, including domestic and international terrorist attacks; and

the other factors detailed from time to time in the reports we file with the Securities and Exchange Commission, or the SEC.

You should keep in mind that any forward-looking statement made by us in this prospectus, including the documents incorporated by reference, or elsewhere speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements in this discussion after the date hereof, except as otherwise required by securities and other applicable laws. In light of these risks and uncertainties, you should keep in mind that any forward-looking statement made in this discussion, or elsewhere, might not occur.

**Table of Contents****PROSPECTUS SUMMARY**

*This summary is not complete and does not contain all of the information that you should consider before making a decision to participate in the exchange offer. You should read all the information contained or incorporated by reference in this prospectus carefully, including the Risk Factors section beginning on page 8 and the financial statements and related notes incorporated by reference in this prospectus. References in this prospectus to we, us, our, our company or NewMarket refer to NewMarket Corporation and its subsidiaries combined, and references in this prospectus to prospectus refer to this prospectus and all the information incorporated herein by reference, unless, in each case, the context clearly indicates otherwise. See Documents Incorporated By Reference.*

**The Company**

NewMarket Corporation, through its subsidiaries Afton Chemical Corporation and Ethyl Corporation, or Ethyl, develops, manufactures and blends performance chemical additives that enhance the performance of petroleum products and markets and sells these chemical additives worldwide. We are one of the largest global producers of lubricant additives and we offer a broad line of fuel additives. Lubricant and fuel additives are necessary products for efficient maintenance and reliable operation of all vehicles and machinery. From custom-formulated chemical blends to market-general additive components, the NewMarket family of companies provides the world with the technology to make fuels burn cleaner, engines run smoother and machines last longer.

We have long-term relationships with customers in every major region of the world. We serve our customers through our seven manufacturing facilities in the Americas and Europe. We have more than 235 employees dedicated to research and development who work closely with our customers to develop chemical formulations tailored to our customers and the end-users specific needs. We currently hold approximately 1,600 U.S. and foreign patents and, in conjunction with our research and development program, provide our customers with a portfolio of more than 650 technologically advanced products.

**Ratio of Earnings to Fixed Charges**

The following table sets forth our ratios of consolidated earnings to fixed charges for the years indicated:

	<b>Year Ended December 31,</b>				
	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>
Ratio of earnings to fixed charges(1)	1.5x	2.1x	2.8x	3.6x	5.1x

- (1) For purposes of computing the ratio of earnings to fixed charges, earnings consist of pretax income from continuing operations before discontinued operations, cumulative effect of accounting changes, interest expense (net), portion of rent expense representative of interest factor and amortization of capitalized interest. Fixed charges consist of interest expense (before deducting capitalized interest) and portion of rent expense representative of interest factor.

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**THE EXCHANGE OFFER**

*On December 12, 2006, we completed a private offering of the old notes. As part of the private offering, we entered into a registration rights agreement with the initial purchaser of the old notes in which we agreed, among other things, to deliver this prospectus to you and to use our commercially reasonable efforts to complete the exchange offer within 40 business days after the date the registration statement containing this prospectus is declared effective by the SEC. References in this prospectus to the old notes refer to the notes we issued and sold in the private placement, and references to the exchange notes refer to the notes to be issued in the exchange offer. References in this prospectus to the notes refer to both the old notes and the exchange notes. The following is a summary of the exchange offer.*

Securities to be Exchanged

On December 12, 2006, we issued and sold \$150.0 million in aggregate principal amount of old notes to the initial purchaser in a transaction exempt from the registration requirements of the Securities Act of 1933, or the Securities Act. The initial purchaser then sold the old notes to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. Because they have been sold in reliance on exemptions from registration, the old notes are subject to transfer restrictions.

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

The Exchange Offer

We are offering to exchange \$150.0 million in aggregate principal amount of exchange notes that have been registered under the Securities Act for an equal amount of our outstanding old notes that have not been registered under the Securities Act. As of the date of this prospectus, old notes representing \$150.0 million in aggregate principal amount are outstanding.

Resale of the Exchange Notes

We believe that the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act provided that:

you acquire the exchange notes you receive in the exchange offer in the ordinary course of your business;

you are not engaging, do not intend to engage, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued to you in the exchange offer; and

you are not an affiliate, as defined in Rule 405 under the Securities Act, of our company.

Our belief is based upon interpretations of the staff of the SEC, as set forth in no-action letters to third parties unrelated to us. We have not submitted a no-action letter to the SEC regarding the exchange offer. We cannot be sure that the staff of the SEC would make a similar determination with respect to the exchange offer as in such other circumstances.



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If any of these conditions are not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration of your exchange note from these requirements, you may incur liability under the Securities Act. We will not assume, nor will we indemnify you against, any such liability.

Each holder, other than a broker-dealer, must acknowledge that it is not engaged in, and does not intend to engage in, a distribution of such exchange notes and has no arrangement or understanding to participate in a distribution of exchange notes. Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will comply with the prospectus delivery requirements of the Securities Act in connection with any resale of such exchange notes directly from us and not as a result of market-making activities or other trading activities, may not rely on the staff's interpretations discussed above or participate in the exchange offer, and must comply with the prospectus delivery requirements of the Securities Act in order to resell the exchange notes.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on May 15, 2007, or such later date and time to which we extend the exchange offer.

Conditions to the Exchange Offer

The exchange offer is not subject to any condition other than that exchange offer not violate applicable law, any applicable interpretation of the staff of the SEC or any order of any governmental agency or court of competent jurisdiction.

Procedures for Tendering Old Notes

Unless you comply with the procedures described under the caption "The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery," you must do one of the following prior to the expiration of the exchange offer to participate in the exchange offer:

tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to Wells Fargo Bank, N.A., as the exchange agent, at the address listed under the caption "The Exchange Offer Exchange Agent"; or

tender your old notes by using the book-entry transfer procedures described below and by transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, the exchange agent must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at The Depository Trust Company, or DTC, prior to the expiration of the exchange offer. For more

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information regarding the use of book-entry transfer procedures, including a description of the required agent's message, please read the discussion under the caption "The Exchange Offer Procedures for Tendering Old Notes Book-Entry Transfer."

By executing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:

you are acquiring the exchange notes you receive in the exchange offer in the ordinary course of your business;

you are not engaging in, and do not intend to engage in, a distribution of the exchange notes;

you do not have an arrangement or understanding with any person to participate in the distribution of the exchange notes; and

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

We will accept for exchange any and all old notes that are validly tendered (and not validly withdrawn) in the exchange offer prior to 5:00 p.m., New York City time, on May 15, 2007. If we complete the exchange offer, the exchange notes will be delivered promptly following the expiration date. Otherwise, we will promptly return any old notes tendered. See "The Exchange Offer Acceptance of Old Notes for Exchange; Delivery of Exchange Notes."

**Guaranteed Delivery Procedures**

If you are a registered holder of the old notes and wish to tender your old notes in the exchange offer, but

the old notes are not immediately available,

time will not permit your old notes or other required documents to reach the exchange agent before the expiration of the exchange offer, or

the procedure for book-entry transfer cannot be completed prior to the expiration of the exchange offer,

then you may tender old notes by following the procedures described under the caption "The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery."



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### Special Procedures for Beneficial Owners

If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf.

### Withdrawal

You may withdraw old notes tendered by you in the exchange offer at any time prior to 5:00 p.m., New York City time, on May 15, 2007, or

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such later date and time to which we extend the exchange offer. If any of your old notes are not accepted for exchange for any reason they will be will be returned, at our cost, to you promptly after the expiration or termination of the exchange offer. In the case of old notes tendered by book-entry transfer into the exchange agent's account at DTC, any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC.

For further information regarding the withdrawal of tendered old notes, please read [The Exchange Offer Withdrawal Rights](#).

Exchange Agent

Wells Fargo Bank, N.A. is serving as exchange agent in connection with the exchange offer.

Federal Income Tax Considerations

The exchange of old notes for exchange notes pursuant to the exchange offer should not be a taxable exchange for U.S. federal income tax purposes. See [U.S. Federal Income Tax Considerations](#).

Effect of Not Tendering

Old notes that are not tendered or that are tendered but not accepted will, following the completion of the exchange offer, continue to be subject to the existing restrictions upon transfer. Except as provided in the registration rights agreement, we will have no further obligation to provide for the registration under the Securities Act of such old notes. See [Risk Factors](#). If you do not exchange your old notes for exchange notes, your ability to sell the old notes will be restricted.

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**SUMMARY OF EXCHANGE NOTES**

*The form and terms of the exchange notes to be issued in the exchange offer are substantially identical to those of the old notes, except as described in this prospectus. The exchange notes issued in the exchange offer will evidence the same debt as the old notes, and both the old notes and the exchange notes are governed by the same indenture. The following is a brief summary of certain terms of the exchange notes. The Description of Exchange Notes section of this prospectus beginning on page 34 contains a more detailed description of the terms and conditions of the exchange notes.*

Issuer	NewMarket Corporation.
Notes Offered	\$150,000,000 aggregate principal amount at maturity of 7 1/8% Senior Notes due 2016.
Maturity Date	December 15, 2016.
Interest Payment Dates	June 15 and December 15 of each year, commencing on June 15, 2007.
Optional Redemption	<p>We may redeem any of the notes at any time on or after December 15, 2011, in whole or in part, in cash, at the redemption prices described in this prospectus, plus accrued and unpaid interest to the date of redemption.</p> <p>In addition, on or before December 15, 2009, we may redeem up to 35% of the aggregate principal amount of notes issued under the indenture governing the notes with the net proceeds of certain equity offerings. We may make that redemption only if, after the redemption, at least 65% of the aggregate principal amount of notes issued under the indenture governing the notes remains outstanding.</p> <p>We may also redeem all or a part of the notes at a redemption price of 100% of the principal amount of notes redeemed, plus a make-whole premium, and accrued and unpaid interest, if any, to the date of redemption.</p>
Ranking	<p>The notes and the subsidiary guarantees will rank:</p> <ul style="list-style-type: none"> <li>effectively junior in right of payment to all of our and the guarantors' existing and future secured indebtedness, including any borrowings under our senior credit facility;</li> <li>equal in right of payment with any of our and the guarantors' existing and future unsecured senior indebtedness; and</li> <li>senior in right of payment to any of our and the guarantors' existing and future subordinated indebtedness.</li> </ul>

At December 31, 2006, the notes and the guarantees ranked junior in right of payment to:

approximately \$3.5 million of secured indebtedness (consisting of \$3.5 million of outstanding letters of credit);

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\$3.2 million of capital lease obligations; and

other liabilities, including trade payables but excluding intercompany obligations, of our non-guarantor subsidiaries.

**Change of Control**

Upon a change of control, we will be required to make an offer to purchase each holder's notes at a price of 101% of the principal amount thereof, plus accrued and unpaid interest, to the date of purchase.

**Subsidiary Guarantees**

The notes will be jointly and severally guaranteed on an unsecured senior basis by all of our existing and future wholly-owned domestic subsidiaries.

**Certain Covenants**

The indenture governing the notes contains covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur additional indebtedness;

create liens;

pay dividends or make other equity distributions;

purchase or redeem capital stock;

make investments;

sell assets or consolidate or merge with or into other companies; and

engage in transactions with affiliates.

These limitations are subject to a number of important qualifications and exceptions. See Description of Exchange Notes Certain Covenants.

**Use of Proceeds**

The issuance of the exchange notes will not provide us with any new proceeds. We are making this exchange offer solely to satisfy our obligations under the registration rights agreement. See Use of Proceeds.

**Risk Factors**

You should carefully consider the information contained or incorporated by reference in this prospectus before participating in the exchange offer. In particular, we urge you to consider carefully the factors described under Risk Factors beginning on page 8 of this prospectus.

**Additional Information**

We are a Virginia corporation and our principal executive offices are located at 330 South Fourth Street, Richmond, Virginia 23219. Our telephone number is 804-788-5000.

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**RISK FACTORS**

*Investing in the exchange notes involves risks. You should carefully consider the risks described below as well as other information and data included or incorporated by reference in this prospectus before deciding to participate in the exchange offer. Additional risks and uncertainties not currently known to us or that we consider to be immaterial may also materially impact our business, financial condition and operating results. Any of the following risks could impair our business, financial condition and operating results. This could cause you to lose all or part of your investment in the exchange notes. The risks described below, however, are generally applicable to the old notes and the exchange notes.*

**RISKS RELATING TO THE EXCHANGE OFFER**

**If you do not exchange your old notes for exchange notes, your ability to sell the old notes will be restricted.**

If you do not exchange your old notes for the exchange notes in the exchange offer, you will continue to be subject to the restrictions on transfer described in the legend on your old notes. The restrictions on transfer of your old notes arise because we issued the old notes in a transaction not subject to the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the old notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold pursuant to an exemption from such requirements. If you are still holding any old notes after the expiration date of the exchange offer and the exchange offer has been completed, you will not be entitled to have such old notes registered under the Securities Act or to any similar rights under the registration rights agreement (subject to limited exceptions, if applicable). After the exchange offer is completed, we will not be required, and we do not intend, to register the old notes under the Securities Act. In addition, if you exchange your old notes in the exchange offer for the purpose of participating in a distribution of the exchange notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. To the extent old notes are tendered and accepted in the exchange offer, the trading market, if any, for the old notes would be adversely affected.

**If you do not comply with the exchange offer procedures, you will be unable to obtain the exchange notes.**

We will issue the exchange notes in exchange for the old notes only after we have timely received your old notes, along with a properly completed and duly executed letter of transmittal and all other required documents. Therefore, if you want to tender your old notes in exchange for exchange notes, you should allow sufficient time to ensure timely delivery. Neither we nor the exchange agent is under any duty to give notification of defects or irregularities in the tender of old notes for exchange. The exchange offer will expire at 5:00 p.m., New York City time, on May 15, 2007, or on a later extended date and time as we may decide. In this prospectus, we refer to this date as the expiration date.

The exchange notes and any old notes that remain outstanding after the exchange offer is completed will vote together as a single class for purposes of determining whether the required percentage of holders have taken certain actions or exercised certain rights under the indenture governing the notes.

**The exchange notes may not be freely tradable by you.**

Based on interpretations by the staff of the SEC set forth in no-action letters issued to third parties, we believe that you may offer for resale, resell and otherwise transfer the exchange notes without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to certain limitations. These limitations include that you are not an affiliate of ours within the meaning of Rule 405 under the Securities Act.